

Date: March 22, 2021

National Stock Exchange of India Limited
Exchange Plaza
C-1, Block G, Bandra Kurla Complex,
Bandra (E), Mumbai-400051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

Company Symbol: SIS

Company Code: 540673

Dear Sir/Madam,

Sub: Results of the Postal Ballot Process pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that the Company has sought approval of the members by way of Postal Ballot through remote e-voting process for the following items of business as per the postal ballot notice dated February 15, 2021:

1. Issue of Secured Redeemable Rated Listed Non-Convertible Debentures upto INR 250,00,00,000 on private placement basis in one or more tranches; and
2. Buyback of up to 18,18,181 Equity Shares at a price of INR 550/- per Equity Share, on a proportionate basis, through the “tender offer” route in accordance with the Companies Act, 2013 and the SEBI (Buy-back of Securities) Regulations, 2018.

The process of the Postal Ballot through remote e-voting has been completed on March 20, 2021 (17:00 hrs. IST) (being last date fixed for remote e-voting), and the Scrutinizer has submitted his report on Postal Ballot on March 22, 2021.

In this regard, we have enclosed the following documents for your information and records:

1. Voting results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
2. Report of the Scrutinizer dated March 22, 2021.

The resolutions in the postal ballot notice have been deemed to be approved and passed with requisite majority on March 20, 2021 which is the last date of remote e-voting.

The voting results along with the scrutinizer's report will also be made available on the Company's website at www.sisindia.com.

Request you to take the same on record.

Thanking you.

Yours Faithfully,

For SIS Limited



**Pushpalatha K
Company Secretary**



SIS Limited

(Formerly Security and Intelligence Services (India) Limited)

Address for correspondence: #106, 1st Floor, Ramanashree Arcade, 18 MG Road, Bangalore- 560 001, Karnataka

Registered office: Annapoorna Bhawan, Patliputra Telephone Exchange Road, Kurji, Patna 800 010 Bihar

Website: www.sisindia.com Tel: +91 80 2559 0801

CIN: L75230BR1985PLC002083

Date of declaration of the results of Postal Ballot and e-voting:	22-Mar-21
Total number of shareholders on record date (Febriary 12, 2021)	31396
No. of shareholders present in the meeting either in person or through proxy:	Not applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not applicable
Promoters and Promoter Group:	
Public:	

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SIS LIMITED
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Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not applicable
Promoters and Promoter Group:	
Public:	

Resolution No.	02							
Resolution required: (Ordinary/Special)	Special Buyback of up to 18,18,181 Equity Shares at a price of INR 550/- per Equity Share, on a proportionate basis, through the "tender offer" route in accordance with the Act and the SEBI Buyback Regulations							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		10,80,75,298	99.9680	10,80,75,298	0	100.0000	0.0000
	Poll	10,81,09,941	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	0	-	-
	Total	10,81,09,941	10,80,75,298	99.9680	10,80,75,298	0	100.0000	0.0000
Public- Institutions	E-Voting		1,48,56,163	54.9529	1,48,56,163	0	100.0000	0.0000
	Poll	2,70,34,366	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2,70,34,366	1,48,56,163	54.9529	1,48,56,163	0	100.0000	0.0000
Public- Non Institutions	E-Voting		6,26,740	4.9148	6,26,370	370	99.9410	0.0590
	Poll	1,27,52,045	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,27,52,045	6,26,740	4.9148	6,26,370	370	99.9410	0.0590
Total		14,78,96,352	12,35,58,201	83.5438	12,35,57,831	370	99.9997	0.0003






Sudhir V Hulyalkar
Company Secretary

REPORT OF SCRUTINIZER

To:

The Chairman

SIS LIMITED

(CIN- L75230BR1985PLC002083)

Regd. Office- Annapoorna Bhawan,

Telephone Exchange Road, Kurji, Patna- 800 010

I, Sudhir V Hulyalkar, Company Secretary in Practice, having my office at 16/8, Ground Floor, 2nd Cross, Gupta Layout, South End Road, Basavangudi, Bangalore – 560004 have been appointed as the Scrutinizer by the Board of directors of SIS Limited at its meeting held on February 15, 2021 for the purpose of scrutinising the postal ballot process and to submit my report in respect of the following resolutions:

Resolution 1: Issue of Secured Redeemable Rated Listed Non-Convertible Debentures upto INR 250,00,00,000 on private placement basis in one or more tranches (Special Resolution)

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, both as amended from time to time, and other applicable laws, and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s) and permission(s) as may be necessary, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for issuing, making

Sudhir Vishnupant Hulyalkar
Company Secretaries



16/8, Ground Floor, 2nd Cross, Gupta Layout, South End Road, Basavanagudi, Bangalore - 560 004
Phone: 080 26640932; 080-41123587 Mobile : 9844266159 Email : cssudhirvh@gmail.com

offer(s) or invitation(s) to subscribe to Secured Redeemable Rated Listed Non Convertible Debentures (“NCDs”) on private placement basis, in one or more series or tranches, to the eligible investors upto an amount not exceeding INR 250,00,00,000 (Indian Rupees Two Hundred and Fifty Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and are hereby authorised to (including delegating the power to) do, from time to time, all such acts, deeds and things as may be deemed necessary pre and post the issue, in respect of issue of NCDs, including but not limited to, number of issues/tranches, face value, issue price, issue size, timing, amount, tenor, method of issuance, security/charge creation, coupon/interest rate, yield, listing, allotment, and agreeing to and negotiating other terms and conditions of issue of NCDs as proper and most beneficial to the Company and all matters connected with or incidental thereto, as they may, in their absolute discretion, deem necessary for this purpose.”

Resolution 2: Buyback of up to 18,18,181 Equity Shares at a price of INR 550/- per Equity Share, on a proportionate basis, through the “tender offer” route in accordance with the Act and the SEBI Buyback Regulations(Special Resolution):

“RESOLVED THAT pursuant to Article 9.5 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the “**Companies Act**”) read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the “**Share Capital Rules**”), the Companies (Management and Administration) Rules, 2014 and other relevant rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“**SEBI Buyback Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”) and/ or other authorities, institutions or bodies



(together with SEBI and RBI, the “**Appropriate Authorities**”), and any other approvals, as may be required, and subject to any conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions and which may be agreed to by the board of directors of the Company (“**Board**”, which term shall be deemed to include any committee of the Board and/ or officials, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution), the consent of the shareholders be and is hereby accorded for the buyback by the Company of up to 18,18,181 fully paid up equity shares having a face value of INR 5/- each (“**Equity Shares**”), (representing 1.24% of the total number of Equity Shares in the total paid-up equity capital of the Company as of March 31, 2020), at a price of INR 550/- (Indian Rupees Five Hundred and Fifty Only) per Equity Share (“**Buyback Offer Price**”), which represents a premium of 30.35% and 30.83% over the closing price of the Equity Shares on National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”) on February 9, 2021 being the day preceding the date when intimation for the Board meeting was sent to NSE and BSE, payable in cash for an aggregate amount not exceeding INR 99,99,99,550/- (Indian Rupees Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Five Hundred and Fifty Only) (such maximum amount hereinafter referred to as the “**Buyback Offer Size**”), which excludes any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses and charges (“**Transaction Costs**”), and which represents 14.13% and 7.47% of the aggregate of the Company’s paid-up capital and free reserves as per the standalone and consolidated audited financials of the Company for the year ended as on March 31, 2020 respectively, from all the shareholders/ beneficial owners of the Equity Shares of the Company, including promoters and members of the promoter group, as on a record date to be subsequently decided by the Board (“**RecordDate**”), through the “tender offer” route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the “**Buyback**”).

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders as on Record Date, on a proportionate basis, provided that 15% of the number of Equity Shares which



the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buyback Regulations (“**Small Shareholders**”), whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI’s circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, or such other circulars or notifications, as may be applicable and the Company shall approach either BSE Limited or the National Stock Exchange Limited, as may be required, for facilitating the same.

RESOLVED FURTHER THAT the Buyback from shareholders/ beneficial owners who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder, Income Tax Act, 1961 and rules framed there under, as amended if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to give effect to the aforesaid resolutions and may delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any director(s)/ officer(s)/ authorised representative(s)/ committee i.e., Buyback Committee of the Company in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of Buyback, the mechanism for the Buyback, the schedule of activities, the dates of opening and closing of the Buyback, record date, entitlement ratio, the timeframe for completion of the Buyback; appointment of designated stock exchange and other intermediaries/ agencies, as may be required, for the implementation of the Buyback; preparation, approving, signing and filing of the public announcement, the draft letter of offer, letter of offer and post-buyback public announcement with the SEBI, BSE, NSE and other appropriate authorities and to make all necessary applications to the appropriate authorities for



their approvals including but not limited to approvals as may be required from the SEBI, RBI under the Foreign Exchange Management Act, 1999, as amended and the rules, regulations framed thereunder; and to initiate all necessary actions with respect to opening, operation and closure of necessary accounts including escrow account with a bank, entering into agreement(s), release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of Equity Shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the common seal of the Company, as may be required to be filed in connection with the Buyback with the SEBI, RBI, BSE, NSE, Registrar of Companies, Depositories and/ or other regulators and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer, or confer any obligation on the Company or the Board or the Buyback Committee to buyback any Equity Shares, or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or the Buyback Committee be and are hereby severally empowered and authorised on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and/or any person authorised by the Board may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”



As required by Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, I submit my report as under:

1. I declare and confirm that I am not in the employment of the Company and the Board is of the opinion that I can conduct the postal ballot process in a fair and transparent manner.
2. I have given my consent to act as the scrutinizer for the postal ballot under reference.
3. The notice and procedure for voting on resolution was sent through electronic mode to those members whose email address was registered either with the Company or Depositories in accordance with Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020 in relation to "clarification on passing of ordinary and special resolutions by companies under the Act and the rules made thereunder and more particularly on passing of certain items only through postal ballot" issued by the Ministry of Corporate Affairs ("MCA Circulars").
4. The notice was also made available on the Company's website www.sisindia.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Central Depository Services (India) Limited ("CDSL") www.evotingindia.com.
5. Members whose names appeared in the Register of Members/Register of Beneficial Owners as on Friday, February 12, 2021 (cut off date) were entitled to cast their vote through postal ballot by electronic means (remote e-voting) only.
6. In terms of above-mentioned MCA Circulars, the shareholders were provided the facility to cast their vote for this postal ballot only by electronic means (e-voting) through CDSL e-voting platform at <https://www.evotingindia.com>.



7. The Voting commenced on Friday, February 19, 2021 (9.00 hours IST) and ended on Saturday, March 20, 2021 (17.00 hours IST)
8. Total 216 shareholders have voted through e-voting. The summary of the votes cast through postal ballot process (E voting) is as under:

		For	Against	Not Voted	Invalid*
Resolution 1	Votes	12,35,52,679	4,212	1,310	67,17,734
	No. of shareholders (Count)	185	22	6	3
Resolution 2	Votes	12,35,57,831	370	0	0
	No. of shareholders (Count)	208	5	0	0

** These votes are considered as invalid for the reason that the respective shareholders being body corporates or institutional investors have not uploaded or provided the authorizations in board resolution or power of attorney as required and also as mentioned in the Notice of postal ballot.*

9. I have scrutinized the votes casted through postal ballot by e-voting and I have maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014. The votes which are valid and voted either 'For' or 'Against' are considered for the summary of results. Based upon the same, I submit the summary for result of Postal Ballot as under:



RESOLUTION No. 1:

Issue of Secured Redeemable Rated Listed Non-Convertible Debentures upto INR 250,00,00,000 on private placement basis in one or more tranches (Special Resolution):

i) Voted in favor of the resolution:

Number of members voted through postal ballot(electronic voting system)	Number of Votes cast(Shares)	% of total number of valid votes cast
185	12,35,52,679	99.997%

ii) Voted against the resolution:

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast(Shares)	% of total number of valid votes cast
22	4,212	0.003%

RESOLUTION No. 2:

Buyback of up to 18,18,181 Equity Shares at a price of INR 550/- per EquityShare, on a proportionate basis, through the “tender offer” route in accordance with the Act and the SEBI Buyback Regulations (Special Resolution):

i) Voted in favor of the resolution:

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast(Shares)	% of total number of valid votes cast
208	12,35,57,831	100%



ii) Voted against the resolution:

Number of members voted through postal ballot (electronic voting system)	Number of Votes cast(Shares)	% of total number of valid votes cast
5	370	0%

12. The register and other documents relating to voting by electronic means shall remain in the safe custody until the Chairman considers, approves and signs the Minutes and thereafter the same shall be handed over to the Company Secretary for safe keeping.

13. You may accordingly declare the result of the Voting by Postal Ballot.

Place: Bengaluru

Date: 22/03/2021

Thanking You



SUDHIR V HULYALKAR

Company Secretary in Practice

SCRUTINIZER FOR POSTAL BALLOT

FCS No: 6040 CP No: 6137

UDIN: F006040B004118511

