



Sudhir V Hulyalkar
Company Secretary

REPORT OF SCRUTINIZER

To:

The Chairman

SECURITY AND INTELLIGENCE SERVICES (INDIA) 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 Security And Intelligence Services (India) Limited at its meeting held on October 24, 2019 for the purpose of scrutinising the postal ballot process and to submit my report in respect of the following resolutions:

Resolution 1: Sub-division of equity shares of the Company having a face value of Rs. 10 each to 2 equity shares of face value of Rs. 5 each (Ordinary Resolution):

“RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or reenactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals and consents as may be necessary from the concerned authorities, each Equity Share of the Company having a face value of Rs. 10 each fully paid-up be sub-divided into 2 (Two) Equity Shares of face value of Rs. 5 each fully paid- up.

RESOLVED FURTHER THAT, upon the sub-division of the Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of face value of Rs. 10 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date (as determined by the Board of Directors of the Company) and the Company may, without requiring the surrender of the existing share certificate(s), issue and

Sudhir Vishnupant Hulyalkar

Company Secretaries

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dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and Articles of Association and in the case of Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division, on and from the record date.

RESOLVED FURTHER THAT, the Nomination and Remuneration Committee of the Company be and is hereby authorized to make appropriate adjustments due to the sub-division of Equity Shares as aforesaid, to stock options which have been granted to employees of the Company and its subsidiaries under Employee Stock Option Plan-2016 pursuant to the SEBI (Share Based Employee Benefits) Regulations, 2014, and any amendments thereto from time to time, such that all stock options available for grant (including lapsed and forfeited options available for re-issue) and those already granted but not exercised as on record date shall be proportionately adjusted.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to fix the 'record date' for the purpose of the sub-division and to do all such acts, deeds and matters as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

"Resolution 2: Alteration of Capital Clause of the Memorandum of Association of the Company (Ordinary Resolution):

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Clause V of the Memorandum of Association of the Company relating to the share capital be and is hereby substituted by the following Clause:

V. The Authorized Capital of the Company is Rs. 1,35,00,00,000 (Rupees one hundred and thirty-five crores only) divided into 27,00,00,000 (Twenty-seven Crore) Equity Shares of Rs. 5 each.



RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

As required by Section 110 of the Companies Act, 2013 read with Rule 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. Dispatch of the postal ballot forms, communication for procedure for voting on resolution through physical postal ballot or voting by electronic means (remote e-voting) was made by the Company to the shareholders whose names appear on the Register of Shareholders/record of depositories as on November 1, 2019 by sending individual notices and postal ballot forms and by way of advertisement in news papers and also by placing the notice on the website of the Company.
4. The shareholders were also provided the facility to cast their vote by electronic means (e-voting) through CDSL e-voting platform at <https://www.evotingindia.com>.
5. The company has also sent the postal ballot papers along with the Notice pursuant to these provisions, containing draft resolutions, explanatory statement and instructions on voting procedure, postal ballot forms and prepaid envelope and also with the instructions regarding exercising the vote by postal ballot and to return the ballot paper in the prepaid envelope addressed to:

Mr. Sudhir V Hulyalkar

Practicing Company Secretary

Scrutinizer

C/o: LINK INTIME INDIA PRIVATE LIMITED

Unit: SECURITY AND INTELLIGENCE SERVICES (INDIA) LIMITED

C-101,247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083



or by voting through electronics means through above website of CDSL, so as to ensure that votes reach the Scrutinizer on or before 5.00 p.m. on December 17, 2019 ("Last Date").

6. The Voting commenced on November 18, 2019 (9.00 hours IST) and ended on December 17, 2019 (17.00 hours IST)
7. The postal ballot forms received back were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
8. The postal ballot forms were duly opened by me and scrutinized and shareholding was matched / confirmed with the register of members of the Company as on November 1, 2019.
9. I have physically verified the self addressed pre-paid postal envelopes received as above and I have placed my signature thereon.
10. In total 60 shareholders have voted through physical postal ballot and 36 shareholders have voted through e-voting and the votes which are valid and voted either 'For' or 'Against' are considered for the summary of results. The total summary of the votes cast through postal ballot process (Both Physical and E voting) is as under:

	Resolution 1				Resolution 2			
	No. of Votes for "Yes"		No. of Votes for "No"		No. of Votes for "Yes"		No. of Votes for "No"	
	Count	Shares	Count	Shares	Count	Shares	Count	Shares
Physical	57	5,48,48,670	1	50	57	5,48,48,670	1	50
E Voting	33	63,39,868	2	36	34	63,39,870	1	34
TOTAL	90	6,11,88,538	3	86	91	6,11,88,540	2	84
%		100%		0%		100%		0%



The ballot papers which were blank, voted in places both for and against, non submission of proper authorizations - POA or Board Resolution as per instructions in the notice of postal ballot are considered as invalid.

11. I have scrutinized the postal ballot papers received and votes casted through remote e-voting and I have maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014. Based upon the same, I submit the summary for result of Postal Ballot as under:

RESOLUTION No. 1:

Sub-division of equity shares of the Company having a face value of Rs. 10 each to 2 equity shares of face value of Rs. 5 each (Ordinary Resolution):

i) Voted in favor of the resolution:

Number of members voted through postal ballot (electronic voting system and through physical ballot form)	Number of Votes cast(Shares)	% of total number of valid votes cast
90	6,11,88,538	100%

ii) Voted against the resolution:

Number of members voted through postal ballot (electronic voting system and through physical ballot form)	Number of Votes cast(Shares)	% of total number of valid votes cast
3	86	0%



RESOLUTION No. 2:

Alteration of Capital Clause of the Memorandum of Association of the Company (Ordinary Resolution):

i) Voted in favor of the resolution:

Number of members voted through postal ballot (electronic voting system and through physical ballot form)	Number of Votes cast(Shares)	% of total number of valid votes cast
91	6,11,88,540	100%

ii) Voted against the resolution:

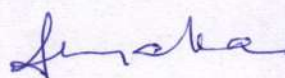
Number of members voted through postal ballot (electronic voting system and through physical ballot form)	Number of Votes cast(Shares)	% of total number of valid votes cast
2	84	0%

12. The register, all other papers and relevant records relating to postal ballot shall remain in our 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.

Thanking You

Place: Bangalore

Date: 18/12/2019



SUDHIR V HULYALKAR

Company Secretary in Practice

SCRUTINIZER FOR POSTAL BALLOT

FCS No: 6040 CP No: 6137

UDIN: F006040A000427296