



Report of Scrutinizer on E-Voting and Postal Ballot Process

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman
Security and Intelligence Services (India) Limited
Annapoorna Bhawan
Telephone Exchange Road
Kurji, Patna, Bihar- 800010

Dear Sir,

Sub: Scrutinizer's Report on E-Voting and Postal Ballot process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

I, Ambika V S, Company Secretary in practice having Membership No. ACS 31369, CP 15249 and Partner of RK Bhat & Co., Company Secretaries, Bangalore, appointed as the Scrutinizer by the Board of Directors of Security and Intelligence Services (India) Limited ("the Company") for the purpose of scrutinizing the postal ballot and e-voting process in a fair and transparent manner in respect of the resolutions stated in the notice of postal ballot dated February 9, 2018, submit my report as under:

1. The Company has completed the dispatch of postal ballot notice along with the postal ballot form on February 15, 2018 to all the members whose names appeared on the register of members/list of beneficial owners as on February 9, 2018 by (a) electronic means to the members whose email IDs are registered with their Depository Participants/the Company's Registrar and Transfer Agent; and (b) speed post, along with a postage-prepaid self-addressed business reply envelope to those members whose email IDs are not so registered.
2. The members of the Company holding shares on the cutoff date i.e. February 9, 2018 were entitled to vote on the resolutions proposed and as set out in the postal ballot notice.
3. Particulars of all the postal ballot forms received from the members and votes cast through electronic means were entered in the register separately maintained for the purpose.
4. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.





5. The votes cast through electronic means were unblocked on March 17, 2018 at 5:30 p.m. in the presence of two witnesses who were not in employment of the Company.
6. All the postal ballot forms and votes cast through electronic means (based on the data downloaded from the Central Depository Services (India) Limited e-voting system) received upto 5:00 p.m. on March 17, 2018 being the last date and time fixed by the Company for voting through postal ballot form and electronic means were considered for my scrutiny and were matched/confirmed with the register of members/list of beneficial owners as on February 9, 2018.
7. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through physical postal ballot and electronic means on the resolutions contained in the postal ballot notice. My responsibility as Scrutinizer is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolutions set out the in the postal ballot notice.
8. A summary of votes cast through postal ballot and electronic means is provided below:

a) Resolution – 1 : Special Resolution

Issue of Secured Redeemable Rated Listed Non-Convertible Debentures upto INR 500 Crores on private placement basis in one or more tranches.

- i) Voted **in favour** of the Resolution:

Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	63	56,210,213	89.02
b) Voted by electronic mode	53	6,934,402	10.98
Total	116	63,144,615	100.00





ii) Voted **against** the resolution:

Number of Members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	2	21	0.00
b) Voted by electronic mode	3	48	0.00
Total	5	69	0.00

iii) **Invalid** votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	

b) Resolution – 2 : Special Resolution

Giving loans, guarantees, providing security and/or acquiring the securities of any other body corporate up to INR 1,200 Crores.

i) Voted **in favour** of the Resolution:

Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	61	56,210,185	89.45
b) Voted by electronic mode	44	6,099,726	9.71
Total	105	62,309,911	99.16





ii) Voted **against** the resolution:

Number of Members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	4	49	0.00
b) Voted by electronic mode	9	528,301	0.84
Total	13	528,350	0.84

iii) **Invalid** votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	

c) **Resolution – 3 : Special Resolution**

Creation of charge by way of mortgage/hypothecation on the movable and immovable properties of the Company, both present and future, in respect of the borrowings up to INR 1,500 Crores.

i) Voted **in favour** of the Resolution:

Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	63	56,210,213	89.02
b) Voted by electronic mode	54	6,934,420	10.98
Total	117	63,144,633	100.00





ii) Voted **against** the resolution:

Number of Members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	2	21	0.00
b) Voted by electronic mode	2	30	0.00
Total	4	51	0.00

iii) **Invalid** votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	

9. Register of postal ballot and all other relevant records of voting process in electronic mode and the postal ballot forms (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you.

Yours faithfully,


Ambika V S
Scrutinizer
ACS: 31369
CP: 15249



Date: March 19, 2018

Place: Bangalore