

Independent Auditors' Review Report on the Consolidated Quarterly Financial Results of SIS Limited (formerly known as 'Security and Intelligence Services (India) Limited') pursuant to Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review report to
The Board of Directors of
SIS Limited

We have reviewed the accompanying statement of unaudited consolidated financial results ("Statement") of **SIS Limited** ("the Company" or "the Parent"), its subsidiaries (collectively referred to as "the Group"), its associates and joint ventures, as listed in the annexure to this report, for the quarter ended June 30, 2022 attached herewith, being submitted by the Parent pursuant to the requirement of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

This Statement, which is the responsibility of the Parent's Management and has been approved by the Board of Directors, has been compiled from the related interim consolidated financial statements, which has been prepared in accordance with Indian Accounting Standard 34, "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 (the Act), read with relevant rules issued thereunder ("Ind AS") and other accounting principles generally accepted in India. Our responsibility is to issue a report on these financial results based on our review.

We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance about whether the financial results are free from material misstatements. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

Based on our review conducted and procedures performed as stated in paragraph above and based on the consideration of the review reports of the other auditors referred to in paragraph below, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited consolidated financial result, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

We did not review the financial results and financial information, in respect of 31 subsidiaries whose financial results reflects total revenue from operations of INR 16,234.66 million, total net profit after tax of INR 523.03 million and total comprehensive income of INR 648.31 million for the quarter ended June 30, 2022, as considered in the consolidated financial results. The consolidated financial results also include the Group's share of net profit of INR 3.84 million and total comprehensive income of INR 6.72 million for the quarter ended June 30, 2022, in respect of 4 associates and jointly controlled entities, whose financial results and financial information have not been reviewed by us.

The financial results and financial information of 29 subsidiaries, 4 associates and jointly controlled entities have been reviewed by other auditors whose reports have been furnished to us by the Parent's management. The financial results and financial information of 2 subsidiaries, whose financial statements/ financial information reflect total revenues of INR Nil, total net profit after tax of INR Nil and total comprehensive income of INR Nil for the quarter ended June 30, 2022, as considered in the Consolidated Results included in the Statements, have not been audited and have been prepared by the subsidiary's management and furnished to us by the Management. Our conclusion, in so far as it relates to the affairs of such subsidiaries, associates and jointly controlled entities is based solely on reports of other auditors, management information and the procedures performed by us as stated in paragraph above. Our report is not qualified in respect of this matter.



Saxena & Saxena
Chartered Accountants

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Certain of these subsidiaries, associates and jointly controlled entities are located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been reviewed by other auditors under generally accepted auditing standards applicable in their respective countries. The Parent's management has converted the financial statements of such subsidiaries, associates and jointly controlled entities from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Parent's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries, associates and jointly controlled entities is based on the report of other auditors, the conversion adjustments prepared by the Parent's management and the procedures performed by us as stated in paragraph above.

For **Saxena & Saxena**
Chartered Accountants
(Firm Regn. No.006103N)

D. Dilip Kumar



CA. Dilip Kumar
(Partner)
M. No. 082118

UDIN: 22082118ANQM402385
Place: - New Delhi
Date: - July 26, 2022

Annexure to Auditor's Review Report

List of Subsidiaries:

1. Service Master Clean Limited
2. Tech SIS Limited
3. Terminix SIS India Private Limited
4. SIS Business Support Services and Solutions Private Limited
5. Dusters Total Solutions Services Private Limited
6. SIS Synergistic Adjacencies Ventures Private Limited (formerly known as SISCO Security Services Private Limited)
7. SLV Security Services Private Limited
8. Rare Hospitality and Services Private Limited
9. Uniq Security Solutions Private Limited (formerly known as Uniq Detective and Security Services Private Limited)
10. Uniq Detective and Security Services (Tamilnadu) Private Limited
11. Uniq Detective and Security Services (AP) Private Limited
12. Uniq Facility Services Private Limited
13. SIS Alarm Monitoring and Response Services Private Limited
14. ADIS Enterprises Private Limited
15. ONE SIS Solutions Private Limited
16. SIS Security International Holdings Pte. Ltd. (formerly known as SIS International Holdings Limited)
17. SIS Security Asia Pacific Holdings Pte. Ltd. (formerly known as SIS Asia Pacific Holdings Limited)
18. SIS Australia Holdings Pty Ltd
19. SIS Australia Group Pty Ltd
20. SIS Group International Holdings Pty Ltd
21. MSS Strategic Medical and Rescue Pty Ltd
22. SIS MSS Security Holdings Pty Ltd
23. MSS Security Pty Ltd
24. Australian Security Connections Pty Ltd
25. Southern Cross Protection Pty Ltd
26. Askara Pty Ltd
27. Charter Security Protective Services Pty Ltd
28. MSS AJG Pty Ltd
29. Platform 4 Group Ltd
30. SIS Henderson Holdings Pte Ltd
31. Henderson Security Services Pte Ltd
32. Henderson Technologies Pte Ltd
33. Triton Security Services Ltd

List of associates/Jointly controlled entities

1. SIS Cash Services Private Limited
2. SIS Prosecur Holdings Private Limited
3. SIS Prosecur Cash Logistics Private Limited
4. Habitat Security Pty Ltd.



SIS Limited
Registered office : Annapoorna Bhawan, Telephone Exchange Road, Kurji, Patna - 800010
CIN: L75230BR1985PLC002083

Statement of consolidated financial results for the quarter ended June 30, 2022

| SI No | Particulars | (Figures in INR million except per share data) | | | |
|-------|--|--|------------------|------------------|--------------------|
| | | Quarter ended | | | Year ended |
| | | June 30, 2022 | March 31, 2022 | June 30, 2021 | March 31, 2022 |
| | | (Unaudited) | (Audited) | (Unaudited) | (Audited) |
| | Income | | | | |
| 1 | a) Revenue from operations | 26,781.80 | 26,480.11 | 23,792.91 | 1,00,590.76 |
| | b) Other income | 40.12 | 91.06 | 104.02 | 282.07 |
| | c) Other gain / (loss) | 27.30 | -42.08 | 11.43 | 244.72 |
| | Total Income (a + b + c) | 26,849.22 | 26,529.09 | 23,908.36 | 1,01,117.55 |
| | Expenses | | | | |
| 2 | a) Cost of materials consumed | 124.02 | 119.90 | 80.65 | 398.50 |
| | b) Purchases of inventories | 50.47 | 162.09 | 75.66 | 429.03 |
| | c) Changes in inventories | 18.41 | -19.16 | -21.41 | -31.32 |
| | d) Employee benefits expense | 21,468.99 | 20,523.52 | 18,530.73 | 78,112.45 |
| | e) Finance costs | 246.65 | 246.38 | 245.60 | 983.67 |
| | f) Depreciation and amortization expenses | 285.94 | 298.46 | 269.83 | 1,115.51 |
| | g) Other expenses | 3,912.69 | 4,449.70 | 3,913.87 | 16,697.11 |
| | Total expenses (a + b + c + d + e + f + g) | 26,107.17 | 25,780.89 | 23,094.93 | 97,704.95 |
| 3 | Profit / (loss) before tax and exceptional items (1-2) | 742.05 | 748.20 | 813.43 | 3,412.60 |
| 4 | Share of profit / (loss) of associates / joint ventures | 3.84 | 43.11 | -6.35 | 26.01 |
| 5 | Profit before / (loss) exceptional items and tax (3+4) | 745.89 | 791.31 | 807.08 | 3,438.61 |
| 6 | Exceptional items | - | - | - | - |
| 7 | Profit / (loss) before tax (5-6) | 745.89 | 791.31 | 807.08 | 3,438.61 |
| 8 | Tax expense / (credit) | | | | |
| | Current tax | 183.35 | 50.41 | 356.66 | 761.16 |
| | Deferred tax | -262.90 | -232.92 | -144.57 | -581.82 |
| | Total tax expense / (credit) | -79.55 | -182.51 | 212.09 | 179.34 |
| 9 | Profit / (loss) for the period (7-8) | 825.44 | 973.82 | 594.99 | 3,259.27 |
| 10 | Other comprehensive income | | | | |
| | Items that will be reclassified to profit or loss: | | | | |
| | a) Foreign exchange gain / (loss) on monetary items included in Net Investment in a foreign subsidiary | -289.36 | 401.14 | 21.08 | 250.33 |
| | b) Income tax relating to these items | - | - | - | - |
| | Items that will not be reclassified to profit or loss: | | | | |
| | a) Remeasurement of defined benefits plan | 83.38 | -109.86 | 12.39 | -83.01 |
| | b) Income tax relating to these items | -20.99 | 27.64 | -3.12 | 20.89 |
| | c) Share of other comprehensive income of associates / joint ventures | 2.88 | 3.91 | - | 3.91 |
| | Other comprehensive income / (loss) for the period (net of taxes) | -224.09 | 322.83 | 30.35 | 192.12 |
| 11 | Total comprehensive income / (loss) for the period (9+10) | 601.35 | 1,296.65 | 625.34 | 3,451.39 |
| 12 | Non-controlling interests | 1.13 | 4.05 | 2.85 | 9.88 |
| 13 | Total comprehensive income / (loss) attributable to owners (11-12) | 600.22 | 1,292.60 | 622.49 | 3,441.51 |
| 14 | Paid-up equity share capital (face value of INR 5/- per share) | 735.20 | 735.16 | 733.64 | 735.16 |
| 15 | Reserves i.e. Other equity | 20,648.61 | 19,977.36 | 16,999.57 | 19,977.36 |
| 16 | Earnings Per Share (EPS) (INR. 5/- each) | (Not annualised) | (Not annualised) | (Not annualised) | (Annualised) |
| | (a) Basic (INR) | 5.61 | 6.61 | 4.00 | 22.09 |
| | (b) Diluted (INR) | 5.56 | 6.54 | 3.95 | 21.87 |

Please see the accompanying notes to the financial results



Notes to the consolidated financial results:

1. The Statement of consolidated financial results ("the Statement") of SIS Limited (the "Parent" or "Company") including its subsidiaries (collectively known as the "Group"), its associates and its jointly controlled entities for the quarter ended June 30, 2022 have been reviewed by the Audit Committee and, thereafter, approved by the Board of Directors at its meeting held on July 26, 2022.
2. The consolidated results have been prepared in accordance with the principles and procedures of Indian Accounting Standards ("Ind AS") as notified under the Companies (Indian Accounting Standards) Rules, 2015 as prescribed in Section 133 of the Companies Act, 2013 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 and other recognized accounting practices and policies.
3. During the quarter ended June 30, 2022, upon exercise of vested stock options by the eligible employees, the Parent has allotted 8,280 equity shares of INR 5 each. Consequent to the said allotments, the paid-up equity share capital of the Parent stands increased to INR 735,196,650 divided into 147,039,330 equity shares of INR 5 each.
4. During the quarter ended June 30, 2022, the Parent acquired the entire remaining shareholding of 49.99% in Terminix SIS India Private Limited ("Terminix"), a subsidiary of the Parent, for an aggregate consideration of INR 7.77 million which resulted in Terminix becoming a wholly owned subsidiary of the Parent.
5. During the quarter ended June 30, 2022, the Board appointed Mr. Upendra Kumar Sinha as an Additional Director (Independent) effective June 29, 2022 based on the recommendations of the Nomination and Remuneration Committee of the Board.
6. The Board of Directors of the Parent, at its meeting held on June 29, 2022, has approved a proposal to buy-back up to 1,454,545 equity shares of face value of INR 5/- each of the Company for an aggregate amount not exceeding INR 800 million, being 0.99% of the total paid up equity share capital of the Company as on March 31, 2022, at INR 550 per equity share. The Buyback offer is subject to the approval of the shareholders by way of a special resolution through postal ballot through remote electronic voting only and all other applicable statutory approvals.

For and on behalf of the Board of Directors of
SIS Limited


Ravindra Kishore Sinha
Chairman



Place: New Delhi
Date: July 26, 2022

| SIS Limited | | | | |
|---|--------------------------|-----------------------|----------------------|-----------------------|
| Registered office : Annapoorna Bhawan, Telephone Exchange Road, Kurji, Patna – 800010 | | | | |
| CIN: L75230BR1985PLC002083 | | | | |
| Consolidated segment-wise Revenue, Results, Assets and Liabilities for the quarter ended June 30, 2022 | | | | |
| Particulars | (Figures in INR million) | | | |
| | Quarter ended | | | Year ended |
| | June 30, 2022 | March 31, 2022 | June 30, 2021 | March 31, 2022 |
| | (Unaudited) | (Audited) | (Unaudited) | (Audited) |
| Segment revenue | | | | |
| Security services - India | 10,588.29 | 10,365.82 | 8,805.52 | 38,569.25 |
| Security services – International | 12,050.99 | 12,365.54 | 12,007.47 | 48,405.23 |
| Facilities management | 4,265.05 | 3,855.24 | 3,050.15 | 13,946.86 |
| Less: Inter- segment elimination | -122.53 | -106.49 | -70.23 | -330.58 |
| Total revenue from operations | 26,781.80 | 26,480.11 | 23,792.91 | 1,00,590.76 |
| Segment EBITDA | | | | |
| Security services – India | 417.13 | 398.02 | 441.42 | 1,656.50 |
| Security services – International | 596.30 | 670.55 | 640.77 | 2,691.69 |
| Facilities management | 193.80 | 174.32 | 131.22 | 635.63 |
| Less: Inter- segment elimination | -0.01 | 1.17 | - | 1.17 |
| Total EBITDA | 1,207.22 | 1,244.06 | 1,213.41 | 4,984.99 |
| Share of net profit / (loss) from associates | 3.84 | 43.11 | -6.35 | 26.01 |
| Other income and gains | 67.42 | 48.98 | 112.18 | 276.67 |
| Other gains / (losses) and effect of entries resulting from consolidation and business combination accounting | -9.23 | -17.81 | -27.19 | 142.02 |
| Finance costs | -246.65 | -246.38 | -245.60 | -983.67 |
| Depreciation | -276.71 | -280.65 | -239.37 | -1,007.41 |
| Unallocated corporate expenses | - | - | - | - |
| Exceptional items | - | - | - | - |
| Total profit before tax | 745.89 | 791.31 | 807.08 | 3,438.61 |
| Particulars | As at | As at | As at | As at |
| | June 30, 2022 | March 31, 2022 | June 30, 2021 | March 31, 2022 |
| | (Unaudited) | (Audited) | (Unaudited) | (Audited) |
| Segment assets | | | | |
| Security services – India | 23,363.84 | 21,623.80 | 19,793.77 | 21,623.80 |
| Security services – International | 24,229.83 | 22,786.60 | 22,801.36 | 22,786.60 |
| Facilities management | 5,079.78 | 6,552.25 | 5,573.55 | 6,552.25 |
| Unallocated | - | - | - | - |
| Total | 52,673.45 | 50,962.65 | 48,168.68 | 50,962.65 |
| Segment liabilities | | | | |
| Security services – India | 14,438.61 | 12,836.54 | 11,889.96 | 12,836.54 |
| Security services – International | 12,563.54 | 13,805.32 | 15,396.32 | 13,805.32 |
| Facilities management | 4,287.50 | 3,577.66 | 3,125.63 | 3,577.66 |
| Unallocated | - | - | - | - |
| Total | 31,289.65 | 30,219.52 | 30,411.91 | 30,219.52 |

The Group is currently focused on three business groups, viz., Security Services (India), Security Services (International) and Facility Management. The Group's organizational structure and governance processes are designed to support effective management of multiple businesses while retaining focus on each one of them. The Operating Segments have been reported in a manner consistent with the internal reporting provided to the Group Management Committee, which is the Chief Operating Decision Maker.

The business groups comprise the following:

- Security Services (India) – Guarding, Electronic security and home alarm monitoring and response services
- Security Services (International) – Guarding, Mobile patrols, Emergency medical response and rescue, Loss prevention and allied services
- Facilities Management – Housekeeping, Cleaning, Facility operation & management and Pest control services

For and on behalf of the Board of Directors of
SIS Limited

Ravindra Kishore Sinha



Ravindra Kishore Sinha
Chairman

Place: New Delhi
Date: July 26, 2022