

## Compliance Report for the quarter ended March 2022

**Name of Issuer Company : SIS Limited**

**Information submitted at the times of issuance/allotment:**

1	Unique identifier (Asset ID) allocated to the issuance (Pursuant to SEBI circular dated Mar 29, 2022)	Not applicable for the quarter ended March 2022
2	Description of the Debenture Series /Issue (Secured / Unsecured PCD/FCD/NCD)	Secured, Redeemable, Rated, Listed Non-Convertible Debentures
3	Type of Issue (Private / Public / Rights)	Private Placement
4	Issue Amount and Amounts Raised	INR 1900 million
5	Listed/Unlisted (If Listed, mention the Stock Exchange where listed)	Listed on debt segment of National Stock Exchange of India Limited (NSE)
6	ISINs (Listed and Unlisted)	INE285J07041 (Listed)
7	Date of Opening of Issue	March 30, 2021
8	Date of Closure of Issue	March 30, 2021
9	Date of Listing of NCDs (please provide confirmation and supporting from BSE/NSE)	March 31, 2021
10	Whether there has been delay in Listing of the debt securities pursuant to SEBI circular dated October 5, 2020. If yes, confirm whether the Issuer Company has paid penal interest of at least @ 1 % p.a. over the coupon rate for the period of delay to the investor (i.e. from date of allotment to the date of listing)	No
11	Original & Revised (if any) Coupon Rate	Original Coupon Rate: 7.90% p.a. Revised Coupon Rate: N.A.
12	Tenor of Issue	2 Years
13	Date of Allotment of Debentures	March 30, 2021
14	Whether RTA / Company has forwarded the details of debenture holders to the DT at the time of allotment.	Yes
15	PAS-3, PAS-4, PAS-5 filed with ROC within specified time limit (please provide confirmation and supporting)	Form PAS-3 was filed with ROC within the specified time limit.
16	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	March 31, 2021
17	Credit Rating at the time of issue / last credit rating prior to change Hyperlink of the press releases by the Credit rating Agency	AA-/Stable
18	No. of debenture holders on the date of Allotment	2 (Two)
19	Name of the Debenture holder representative/facility agent along with its contact details	Mr. Shadab Rizvi Ph.: 022-4206 6100

20	Details of Debenture holders holding more than 10% of debentures in value for the time being outstanding	<p><b>ICICI PRUDENTIAL CREDIT RISK FUND</b> SBI SG Global Securities Services PL, Jeevan Seva Annexe Building, A Wing, GR Floor, S V Road, Santacruz West, Mumbai – 400054</p> <p><b>ICICI PRUDENTIAL REGULAR SAVINGS FUND</b> HDFC Bank Limited, Custody Operation Sempire Plaza TWR-1, 4th Floor, Chandan Nagar LBS Marg, Vikhroli West, Mumbai 400083</p>
21	Whether the company has issued debentures to Foreign debenture holders	No
22	Date of Registration with ROC (ROC Certificate to be provided) and reasons for delay (if any)	<p>Share pledge agreement was executed on May 1, 2021 over 24,00,526 Equity Shares, representing 85.68% of the paid-up equity share capital of Dusters Total Solutions Services Private Limited, held by SIS Limited.</p> <p>However, due to COVID there was a delay in creation of pledge in favour of the Debenture Trustee as the Depositories were not functioning fully.</p> <p>Further, Form CHG-9 was filed with the Registrar of Companies on July 16, 2021 (Charge ID 100461148) after execution of pledge in favour of the Debenture Trustee</p>
23	Whether Recovery Expense Fund (REF) has been created by the company as per SEBI circular dated October 22, 2020 If yes please provide date of Creation, Amount and proof for our records.	Yes, we have transferred INR 1.90 lakhs to the designated account of National Stock Exchange of India towards REF on March 31, 2021
24	Provide details of Charge created in favour of the debenture trustee (as specified in the offer document or private placement memorandum/ information memorandum and executed debenture trust deed (DTD) prior to listing)	The Debentures are secured by way of pledge over 24,00,526 Equity Shares, representing 85.68% of the paid-up equity share capital of Dusters Total Solutions Services Private Limited, held by the Company such that the security cover of 4 times is always maintained during the currency of the Debentures.
25	<p>Bank details (from which it proposes to pay the redemption amount)</p> <p>Confirm if Debenture Trustee is pre-authorized to seek debt redemption payment related</p>	<p>Bank Name: ICICI Bank Limited, 9A, Phelps Building, Connaught Place, New Delhi – 110001</p> <p>Account Number: 000705045543</p> <p>Yes</p>

	<p>information from the Issuer's bank, pursuant to the Debenture Trust Deed.</p> <p>Pre-authorisation formats attached as <b><i>Annexure 1.</i></b></p>	
26	Date(s) of Fund Transfer from Escrow a/c to the issuer account (Public Issue(s)) at the time of allotment.	Not Applicable

**Information submitted on quarterly basis:**

1	Confirmation of having complied with Foreign Account Tax Compliance Act (FATCA) as regards the investors, borrowers and other intermediaries (If Applicable - along with supporting documents, registration number etc)	Not Applicable
2	Outstanding amount as on March 31, 2022, Confirm if <b>high value debt listed entity as on date</b> pursuant to SEBI (LODR) Regulations, amendment dated September 07, 2021 (basis of value of principal outstanding of listed debt securities as on March 31, 2021)	INR 1900 Million  We confirm that our debt do not fall under the category of high value debt listed entity as on date.
3	Previous Interest Payment Date and Amount paid	March 30, 2022 Amount: INR 150.10 Million
4	Next Interest Payment Date and Amount	March 30, 2023 Amount: INR 150.10 Million
5	Previous Principal Repayment Date and Amount paid	Not Applicable
6	Next Principal Repayment Date and Amount	March 30, 2023 Amount: INR 1900 Million
7	Whether there has been any delay / default in payment of interest and/or principal amount? If yes, the due dates thereof & date of payment and confirm if the additional interest of atleast @ 2% p.a. over the coupon rate is paid to the debenture holders. .	No
8	Present Credit Rating and date of change of credit rating. In case of revision, please attach letter from Credit Rating Agency indicating revision in rating. Hyperlink of the press releases by the Credit rating Agency	AA- by CRISIL
9	No. of debenture holders as on last day of this quarter, <i>(Please provide details of NCD Holder viz. Names, Holding, Mailing Address, Email id, Contact Nos. (Benpos))</i>	<b>Name: ICICI PRUDENTIAL CREDIT RISK FUND</b> Holding: 1500 Debentures  SBI SG Global Securities Services PL Jeevan Seva Annexe Building, A Wing GR Floor, S V Road, Santacruz West, Mumbai - 400054 Contact No. +91-22- 42066100  <b>Name: ICICI PRUDENTIAL REGULAR SAVINGS FUND</b> Holding: 400 Debentures HDFC Bank Limited, Custody Operation Sempire Plaza TWR-1, 4th Floor, Chandan Nagar LBS Marg, Vikhroli West Mumbai 400083

		Contact No. +91-22- 30752800
10	Whether RTA / Company has forwarded the details of debenture holders (Benpos) to the DT by the seventh working day of every month.	Yes
11	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	No
12	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	Not Applicable
13	Half yearly results statement should indicate material deviation, if any. This should cover deviation in use of proceeds of issue other than the object stated in offer document	Not Applicable
14	Publication of financial results and statements within 2 working days of the conclusion of the Board Meeting. (atleast in one English national daily newspaper)	Yes
15	Whether financial results for the quarter ended March 31, 2022 submitted to the Stock exchange as per the format specified by SEBI through its circular dated October 12, 2021. Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year.	Yes
16	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	Not Applicable
17	Whether Debenture Redemption Reserve (DRR) as per SEBI Regulations and Companies Act has been maintained. Please mention the <b>Amount of DRR maintained</b> If No, please give reasons for the same. Please provide details / issue wise of DRR amount and date of transfer till date.	Not Applicable
18	Supporting of creation / maintaining DRR before April 30 <sup>th</sup> by way of deposit / invest not less than 15% of the amount of debentures maturing during the year ending March 31, 2022 as detailed in the clarification circular provided by MCA, including mode of creation of DRR.	Not Applicable

19	Whether any material change has taken place in the nature and the conduct of the business of the Issuer since the date of Issue which is detrimental to the interest of debenture holders. If yes, please give details	No
20	Whether any orders, directions, notice of court/ tribunal / authority affecting or likely to affect the Secured Assets has been passed. If yes, please give details	No
21	Whether any major change in the composition of the Board of directors or shareholders as defined in SEBI (Substantial Acquisition and Take Over) Regulations, 2011 which amounts to change in control of Issuer Company has occurred. If yes, please give details	No
22	Whether all the Post-dated Cheques (PDCs) required as per transaction documents are deposited with us	No
23	Whether any change in Authorized Signatory to bank accounts and Escrow Account who had signed Post-dated Cheques (PDCs) as security as per transaction documents.	No
24	Asset Cover certificate from Statutory Auditor for the half year ended March 31, 2022 ( <b>Mandatory</b> and applicable for <b>Secured and Unsecured both</b> ) Unsecured - please provide in the format specified by SEBI in Circular dated November 12, 2020 (Format Attached)	Enclosed
25	Asset Cover certificate from Chartered Accountant for the quarter ended March 31, 2022 (Please attach Chartered Accountant Certificate as per the format specified by SEBI circular dated November 12, 2020 (format attached as <b>Annexure 2</b> )) <b>for Secured issuances only as per DT empaneled list only</b> (attached)	Same as above
26	Attach the statement of value of pledged securities, if applicable .- <b>Quarterly</b>	Not Applicable
27	Attach the statement of value for Debt Service Reserve Account or any other form of security offered- <b>Quarterly</b>	Not Applicable
28	Attach the Net worth certificate of guarantor (secured by way of personal guarantee), applicable for <b>March and September</b>	Not Applicable
29	Attach the Financials/value of guarantor prepared on basis of audited financial statement etc. of the guarantor (secured by way of corporate guarantee), applicable for <b>March</b>	Not Applicable

30	Attached the Valuation report and title search report for the immovable/movable assets, applicable for <b>March</b>	Not Applicable
31	Whether the company has entered into supplemental/amended debenture trust deed with Debenture Trustee within 120 days from the date of SEBI circular dated November 12, 2020, incorporating the changes in the debenture trust deed	Not Applicable
32	Whether Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.	Yes
33	In case of Partially / Fully Convertible Debentures, whether the debentures have been converted into equity in accordance with the terms of issue? If no, please give reasons.	Not Applicable
34	Whether all the terms of issue of debentures or covenants of the transaction documents are complied with? If no, provide details along with reason for non-compliance	Complied
35	Whether the provisions of the following laws applicable to debentures have been complied with: a) Companies Act, 2013 and Rules made thereunder (For all Issuers) b) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021	Complied
36	Whether any dividend has been declared during this quarter.	No
37	Nature of investor grievances received for quarter ended March 31, 2022 its status as on date of the submission of QCR and reason for the non-resolution/ delay if any (Details to be separately provided in annexure as enclosed)	Nil
38	Any Buy Back of NCDs during the quarter and details of the same	No
39	Whether the listed entity within five working days prior to the beginning of the quarter provided details for all the non-convertible securities for which interest/ dividend/ principal obligations shall be payable during the quarter.	Yes
40	Whether the company has maintained functional website containing requisite information (Reg 62 of SEBI (LODR) Regulations)	Yes

41	Whether the company has intimated exchange(s) about its intention to raise funds through issue of new NCD and such intimation was given prior to holding Board meeting.	Yes
42	Compliance with Accounting Standard and Financial disclosures.	Complied
43	Compliance with Corporate Governance provisions as specified in Chapter IV viz Related Party framework, Independent Directors, submission of quarterly compliance report on corporate governance to Exchange(s), prior intimation to exchanges, disclosure of material information/event, shareholding pattern	Complied
44	Whether Directors and KMPs have disclosed to Board of Directors whether they are directly or indirectly having material interest in any transaction.	Not Applicable
45	Whether the company has appointed qualified Company Secretary as the Compliance Officer	Yes
46	Whether the Company has appointed Share transfer agent or manage the same in house	Yes, the Company has appointed Link Intime India Private Limited as its Registrar and Share transfer agent
47	Whether the Company has preserved the transactions records at least for 8 years/as per the archival policy of the Company.	Yes
48	Whether the Company is registered on the SEBI SCORES	Yes
49	Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter	Yes
50	Whether the Company has constituted following committees and held meetings in compliance with the provisions, as applicable: <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Stakeholders Relationship Committee</li> <li>• Risk Management Committee</li> </ul>	Yes
51	Whether the Company has made disclosure of information having bearing on performance/operation of listed entity and/or price sensitive information to Exchanges and Debenture Trustee, if any pursuant to Regulation 51 read with Part B of Schedule III of SEBI (LODR) Regulations	Yes
52	Whether company has complied with SEBI (LODR) Regulation 50 i.e Intimation to stock exchange(s)	Not Applicable



53	<p>In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security:</p> <p>a) whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited and</p> <p>b) if the PDC's are from 8 public sectors merged banks whose cheque-books would become invalid from 1st April 2021, whether new PDC's are issued.</p>	Not Applicable
54	Whether the Company has submitted a compliance certificate to the Exchange(s), duly signed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA)	Not Applicable
55	Whether the Company and its directors are / were involved in any civil or criminal proceedings, litigation connected with the securities market or any order has / had been passed against them for violation of any laws.	No
56	Whether any NCLT proceedings has been initiated against the company, if yes, provide details.	No
57	In case of default in payment of Interest/principal, whether the company has made disclosures to the Credit Rating Agencies in timely manner.	Not Applicable
58	In case of default in payment of interest / instalment obligations on loans, including revolving facilities like cash credit, from banks / financial institutions, whether the company has made disclosure to the Stock exchange. (Refer SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2019/140 dated November 21, 2019). If yes, please provide copy of disclosure.	Not Applicable
59	<p>Pursuant to SEBI circular no. SEBI/HO/DDHS/CIR/P/103/2020 dated June 23, 2020, please confirm that –</p> <p>there is no breach in providing information to the Debenture Trustee(s) regarding the status of payment or otherwise to the Stock Exchanges and Depositories</p>	There is no breach in providing information to the Debenture Trustee(s)
60	Bank details (from which it proposes to pay the redemption amount)	<p>Bank Name: ICICI Bank Limited, 9A, Phelps Building, Connaught Place, New Delhi – 110001</p> <p>Account Number: 000705045543</p>

	<p>Confirm if Debenture Trustee is pre-authorized to seek debt redemption payment related information from the Issuer's bank</p> <p>If not please provide the Pre-authorization, formats attached as <i>Annexure 1</i>.</p>	Yes
61	<p>Whether Recovery Expense Fund (REF) has been created by the company as per SEBI circular dated October 22, 2020 If yes please provide relevant details i.e date of Creation, Amount, and proof of creation for our records.</p> <p>Mentioned in any addition in the Recovery Expense fund during the quarter.</p>	Yes, we have transferred INR 1.90 lakhs to the designated account of National Stock Exchange of India Limited towards REF on March 31, 2021
62	<p>If the REF is maintained in Bank Guarantee form the Company to ensure that it remains valid for a period of 6 months post the maturity date of the listed debt security. The issuer has kept the bank guarantee in force and renewed the Bank Guarantee at least 7 working days before its expiry.</p>	Not Applicable
63	<p>Whether the Asset cover as specified in the Term Sheet/ PAS4/ Information Memorandum/ is maintained Percentage required Percentage maintained</p>	Yes
64	<p>Details of Corporate Debt Restructuring (if any);</p>	Not Applicable
65	<p>Details of lenders/creditors joining or entering into Inter Creditor Agreement as per RBI guidelines, including all such information/ documents required to be submitted by the Company to the RBI on an annual basis in respect of such Financial Year, as applicable</p>	Not Applicable
66	<p>Details of Fraud/defaults by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter;</p>	Not Applicable
67	<p>Details of one-time settlement with any bank (if any);</p>	Not Applicable
68	<p>Details of Reference to Insolvency or a petition (if any) filed by any creditor</p>	Not Applicable
69	<p>Whether the company has forwarded the documents and intimation to the debenture trustee promptly pursuant Regulation 56 of SEBI (LODR) Regulations</p>	Yes
70	<p>Whether the company has submit a certificate to the stock exchange within one working day of the interest or dividend or principal becoming due regarding status of payment in case of non-convertible securities</p>	Yes

71	Details of unclaimed interest/ dividend/ redemption amount in the escrow account	Not Applicable
72	Mention all the Unique identifier (Asset ID) allocated for the issuances by the company (Pursuant to SEBI circular dated Mar 29, 2022)	Not applicable for the quarter
73	Pursuant to SEBI circular dated March 29, 2022, Whether required details are entered into the DLT system (Deadline: on or before September 30, 2022)	Not applicable for the quarter

**Please enclose the below:**

#### **MANDATORY ANNEXURES**

1	Updated list of name addresses contact details and email id of debenture holders. <b>Please refer point no. 9 on page 4</b>
2	Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances. - - <b>NIL</b>
	Companies Statutory Auditors Certificate certifying the following, for <b>March and September:</b> <ol style="list-style-type: none"> <li>Annual basis - End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor (Refer Regulation 15 (1A) of SEBI (Debenture Trustees) Regulations, 1993). (If already provided, please ignore). - <b>NA</b></li> <li>Half yearly basis-Certificate from statutory auditor giving the value of receivables/book debts including compliance with the covenants of the Offer Document/Information Memorandum in the manner as may be specified by the Board (Refer Regulation 15(t)(ii)(a) of SEBI (Debenture Trustees) Regulations, 1993), if applicable. - <b>NA</b></li> <li>Half yearly basis- certificate regarding maintenance of hundred percent asset cover or asset cover as per the terms of offer document/ Information Memorandum and/or Debenture Trust Deed, including compliance with all the covenants, in respect of listed non-convertible debt securities, by the statutory auditor, along with the half-yearly financial results (Please attach Statutory Auditors Certificate) (Mandatory for both Secured and Unsecured Issuances) - <b>Enclosed</b></li> </ol>
4	<b>Quarterly Basis-</b> <ol style="list-style-type: none"> <li>Asset Cover certificate from a Chartered Accountant empaneled by DT and in the format specified by SEBI vide its circular dated November 12, 2020, (Please attach Chartered Accountant Certificate) <b>for secured issuances only</b> as per DT empaneled list only (attached) – <b>Enclosed as Annexure 1</b></li> <li>Statement indicating the utilization of issue proceeds of non-convertible securities, which shall be continued to be given till such time the issue proceeds have been fully utilised or the purpose for which these proceeds were raised has been achieved. - <b>NA</b></li> </ol>
5	<b>Quarterly Basis-</b> <ol style="list-style-type: none"> <li>audited / unaudited financials (along with LRR) of the Issuer company whichever applicable <b>Audited financial results for the quarter and year ended March 31, 2022 are enclosed as Annexure 2</b></li> <li>Notes to Accounts (calculation of Asset Cover Ratio)</li> </ol>
6	Insurance Policy of the security charged in favour of DT. In case Insurance Policy has expired, please provide Renewed Insurance Policies. - <b>NA</b>
7	Report of the Lead Bank regarding (Applicable for public issue) - <b>NA</b> <ol style="list-style-type: none"> <li>progress of the Project</li> </ol>

	b. report on monitoring of utilization of funds raised for the issue, as applicable
8	Copy of all notices, resolutions and circulars relating to new issue of non-convertible debt securities, proceedings of meetings of debenture holders, advertisement issued in the media – <b>Not Applicable</b>
9	Letter issued by Credit Rating agency for revised credit rating during the quarter. – <b>NA</b>
10	<b>Quarterly Basis-</b> A statement of value of pledged securities. - <b>NA</b>
11	<b>Quarterly Basis-</b> A statement of value for Debt Service Reserve Account or any other form of security offered. – <b>NA</b>
12	<b>Half yearly Basis-</b> Net worth certificate of guarantor (secured by way of personal guarantee), as applicable. – <b>NA</b>
13	<b>Annual Basis-</b> Financials/value of guarantor prepared on basis of audited financial statement etc. of the guarantor (secured by way of corporate guarantee), as applicable – <b>NA</b>
14	<b>Annual Basis-</b> Valuation report (Registered Valuer) and title search report for the immovable/movable assets, as applicable. – <b>NA</b>

	<p><b>Contact Details :</b></p> <p>a) Name of Authorised Signatory: Pushpalatha K</p> <p>b) Email Address: Pushpalatha.k@sisindia.com</p> <p>c) Contact Numbers : 080-2559 0801</p> <p>d) Name ,Address and Email id of R&amp;T Agent : Link Intime India Private Limited C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai 400 083 Telephone: +91 22 4918 6000</p> <p>e) Name , Address and Email id of the Credit Rating Agency : CRISIL Ratings Limited, CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai- 400 076 Phone: +91 22 3342 3000.</p>
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For **SIS Limited**



**Pushpalatha K**  
**Company Secretary**



**Date: May 12, 2022**