



**Sudhir V Hulyalkar**  
Company Secretary

**REPORT OF SCRUTINIZER**

To:  
The Chairman  
SIS LIMITED  
(Formerly known as Security And Intelligence Services (India) Limited)  
REGD. OFFICE- ANNAPOORNA BHAWAN,  
ELEPHONE EXCHANGE ROAD, KURJI,  
PATNA- 800 010

I, Sudhir V Hulyalkar, Company Secretary in Practice, having my office at 16/8, Ground Floor, 2<sup>nd</sup> Cross, Gupta Layout, South End Road, Basavangudi, Bangalore – 560004 have been appointed as the Scrutinizer by the Board of directors of **SIS Limited** (CIN- L75230BR1985PLC002083) by its resolution dated Friday, 30<sup>th</sup> December 2022 for the purpose of scrutinising the postal ballot process and to submit my report in respect of the following resolution:

**Resolution 1: Appointment of Ms. Rivoli Sinha (DIN: 05124090) as a Non-Executive Director of the Company (Ordinary Resolution)**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) read with the Rules made thereunder and Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Rivoli Sinha (DIN: 05124090), who was appointed as an Additional Director of the Company effective November 2, 2022 in accordance with the provisions of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.



**Sudhir Vishnupant Hulyalkar**  
Company Secretaries

# 16/8, Ground Floor, 2nd Cross, Gupta Layout, South End Road, Basavanagudi, Bangalore - 560 004  
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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to 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, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 08, 2021, General Circular 03/2022 dated May 5,2022 and General Circular No. 11/2022 dated December 28, 2022 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”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).
4. The notice was also made available on the Company’s website: [www.sisindia.com](http://www.sisindia.com) and websites of the Stock Exchanges i.e., BSE Limited, and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)



respectively and on the website of Central Depository Services (India) Limited (“CDSL”) [www.evotingindia.com](http://www.evotingindia.com).

5. Members whose names appeared in the Register of Members/Register of Beneficial Owners as on Friday, December 23, 2022 (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 by electronic means (e-voting) only through CDSL e-voting platform at <https://www.evotingindia.com>.
7. The voting commenced on Sunday, January 1, 2023 (09.00 A.M. IST) and ended on Monday, January 30, 2023 (5.00 P.M. IST)
8. Total 175 shareholders have voted through e-voting. The summary of the votes cast through postal ballot process (E voting) is as under:

PARTICULARS		FOR	AGAINST	NOT VOTED	INVALID (SEE NOTE 1 BELOW)	TOTAL (SEE NOTE 2 BELOW)
Resolution 1	Votes	12,35,36,781	4,72,426	0	4,12,956	12,44,22,163
	No. of shareholders (Count)	139	38	0	1	178

*Note 1. These votes casted by 1 Corporate/ Institutional shareholder without uploading or submitting the board resolution or power of attorney or authorisation as per the instructions in the notice and as required under Section 113 of the Companies Act, 2013 are considered as invalid.*

*Note 2. 3 shareholders have voted partially for “FOR” and partially “AGAINST” the resolution.*

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:**

**Appointment of Ms. Rivoli Sinha (DIN: 05124090) as a Non-Executive Director of the Company (Ordinary 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
139	12,35,36,781	99.62%

**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
38	4,72,426	0.38%

**iii) Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	4,12,956

10. 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.

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

Place: Bengaluru  
Date: 31/01/2023

Thanking You



*Sudhir V. Hulyalkar*

Sudhir Vishnupant Hulyalkar  
Company Secretary in Practice  
Scrutinizer for Postal Ballot  
FCS No: 6040; CP No: 6137  
UDIN: F006040D003078549