



**REPORT OF SCRUTINIZER**

To:

The Chairman

SIS LIMITED

REGD. OFFICE- ANNAPOORNA BHAWAN,

TELEPHONE EXCHANGE ROAD, KURJI,

PATNA- 800 010

I, Sudhir V Hulyalkar, Company Secretary in Practice, having my office at 4th Floor, Prabhas Complex, #27/1, S. Kariyappa Road, Basavanagudi, Bangalore- 560004 have been appointed as the Scrutinizer by the Board of directors of **SIS Limited** (CIN- L75230BR1985PLC002083) by its resolution dated Tuesday, January 30, 2024 for the purpose of scrutinising the postal ballot process and to submit my report in respect of the following resolution:

**Resolution 1:**

**Re-appointment of Mr. Ravindra Kishore Sinha (DIN: 00945635) as an Executive Director and Chairman of the Company - Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Members be and is hereby accorded for the reappointment of Mr. Ravindra Kishore Sinha (DIN: 00945635) as an Executive Director and Chairman of the Company, for a further period of 5 years, on completion of his present term of office i.e. with effect from May 15, 2024, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice hereunder.



**Sudhir Vishnupant Hulyalkar**  
Company Secretaries

**RESOLVED FURTHER THAT** the Board be and is hereby authorised 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 and subsequent circulars issued in this regard, the latest being and General Circular No. 09/2023 dated September 25, 2023 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, February 2, 2024 (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 Friday, February 9, 2024 (9.00 A.M. IST) and ended on Saturday, March 9, 2024 (5.00 P.M. IST)
8. Total 216 shareholders have voted through e-voting. The summary of the votes cast through postal ballot process (E voting) is as under:

PARTICULARS		FOR	AGAINST	ABSTAIN	INVALID (SEE NOTE 1 BELOW)	TOTAL (SEE NOTE 2 BELOW)
Resolution 1	Votes	12,09,11,648	30,76,765	0	51,42,326	12,91,30,739
	No. of shareholders	198	20	0	4	222

*Note 1. These votes casted by Corporate/ Institutional shareholders 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. Total 216 shareholders have voted and among them 6 shareholders have partially voted "FOR" and partially voted "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 1:**

**Re-appointment of Mr. Ravindra Kishore Sinha (DIN: 00945635) as an Executive Director and Chairman of the Company - Special 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
198	12,09,11,648	97.52%



**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
20	30,76,765	2.48%

**iii) Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	51,42,326

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.

Thanking You

Place: Bengaluru

Date: 11/03/2024



Sudhir Vishnupant Hulyalkar  
Company Secretary in Practice  
Scrutinizer for Postal Ballot  
FCS No: 6040; CP No: 6137  
PR. No. 607/2019  
UDIN: F006040E003565805

