

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 28, 2025 for the purpose of scrutinising the postal ballot process and to submit my report in respect of the following resolutions:

Item No. 1: Re-appointment of Mr. Upendra Kumar Sinha (DIN: 00010336) as an Independent Director of the Company (Special Resolution):

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Upendra Kumar Sinha (DIN: 00010336), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has

Sudhir Vishnupant Hulyalkar
Company Secretaries



received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 years effective June 29, 2025, not liable to retire by rotation, upon such remuneration as may be determined by the Board of Directors from time to time within the limits approved by the members.

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.”

Item No. 2: Re-appointment of Ms. Vrinda Sarup (DIN: 03117769) as an Independent Director of the Company (Special Resolution):

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Vrinda Sarup (DIN: 03117769), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect 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 re-appointed as an Independent Director of the Company for a second term of 5 years effective June 20, 2025, not liable to retire by rotation, upon such remuneration as may be determined by the Board of Directors from time to time within the limits approved by the members.



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 of Postal Ballot of the Company dated January 28, 2025 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 Rules made thereunder and also read with the relaxations as notified by with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs and similar circulars issued by Securities and Exchange Board of India, latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024 dated 3rd October 2024 (hereinafter collectively referred to as ‘Circulars’) in relation to “clarification on passing of ordinary and special resolutions by companies under the Act and the rules made thereunder 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 and websites of the Stock Exchanges i.e., BSE Limited, and National Stock



Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of Central Depository Services (India) Limited (“CDSL”) www.evotingindia.com.

5. Members whose names appeared in the Register of Members/Register of Beneficial Owners as on Friday, January 31, 2025 (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 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 Saturday, February 08, 2025 (09.00 A.M. IST) and ended on Sunday, March 09, 2025 (5.00 P.M. IST)
8. Total 196 shareholders have voted through e-voting. The summary of the votes cast through postal ballot process (E voting) is as under:

PARTICULARS		FOR	AGAINST	INVALID (SEE NOTE 1 BELOW)	TOTAL
Resolution 1	Votes	11,59,65,414	51,48,435	49,04,499	12,60,18,348
	No. of shareholders	165	31	3	199
Resolution 2	Votes	12,10,82,659	31,190	49,04,499	12,60,18,348
	No. of shareholders	178	15	3	196

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.



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:

Re-appointment of Mr. Upendra Kumar Sinha (DIN: 00010336) as an Independent Director 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
165	11,59,65,414	95.75%

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
31	51,48,435	4.25%

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	49,04,499



Resolution No. 2:

Re-appointment of Ms. Vrinda Sarup (DIN: 03117769) as an Independent Director 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
178	12,10,82,659	99.97%

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
15	31,190	0.03%

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	49,04,499

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: 10/03/2025

Thanking You



Sudhir Vishnupant Hulyalkar
Company Secretary in Practice
Scrutinizer for Postal Ballot
FCS No: 6040; CP No: 6137
PR. No. 6166/2024
UDIN: F006040F004079802

