

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, March 25, 2025 for the purpose of scrutinising the postal ballot process and to submit my report in respect of the following resolution:

Item No. 1: Buyback of up to 37,12,871 Equity Shares at a price of ₹ 404/- per Equity Share, on a proportionate basis, through the "tender offer" route in accordance with the Companies Act and the SEBI Buyback Regulations (Special Resolution):

"RESOLVED THAT pursuant to the Board Resolution dated March 25, 2025, Article 28 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("**Companies Act**"), read with, rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the "**Share Capital Rules**"), the Companies (Management and Administration) Rules, 2014 and other relevant rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**SEBI Buyback Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI**

Sudhir Vishnupant Hulyalkar
Company Secretaries

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Listing Regulations”) (including reenactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India (“SEBI”), Registrar of Companies, Bihar at Patna (the “RoC”), BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) and/or other authorities, institutions or bodies (together with SEBI, BSE and NSE, the “**Appropriate Authorities**”), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed and by the board of directors of the Company (“**Board**”, which term shall be deemed to include any committee of the Board and/or officials, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution) hereby consents and approves the buyback by the Company of its fully paid-up equity shares having a face value of ₹5/- (Indian Rupees Five only) each (“**Equity Shares**”), not exceeding 37,12,871 Equity Shares (representing 2.57% of the total number of Equity Shares in the total paid-up equity capital of the Company as of December 31, 2024), at a price of ₹404 /- (Indian Rupees Four Hundred and Four only) per Equity Share (“**Buyback Offer Price**”), subject to any increase to the Buyback Offer Price and decrease in the number of Equity Shares proposed to be bought back, such that there is no change in the aggregate size of the buyback as may be approved by the Board/Buyback Committee, payable in cash for an aggregate amount not exceeding ₹150,00,00,000/- (Indian Rupees One Hundred and Fifty Crores only) (the “**Maximum Buyback Size**”), excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, securities transaction tax and goods and services tax (if any), stamp duty, filing fees to SEBI, stock exchange charges, advisors/legal fees, printing and dispatch expenses, if any, public announcement publication expenses and other incidental and related expenses and charges (“**Transaction Costs**”), which represents 15.19% and 6.49% of the aggregate of the Company’s fully paid-up equity share capital and free reserves as per the standalone audited financials and consolidated audited financials of the Company for the year ended as on March 31, 2024 respectively, (which is within the statutory limits of 25% of the aggregate of the fully



paid-up equity share capital and free reserves of the Company, based on the standalone or consolidated financial statements of the Company as on March 31, 2024, whichever sets out a lower amount, as per the provisions of the Companies Act and SEBI Buyback Regulations), from all the shareholders/beneficial owners of the Equity Shares of the Company (except any shareholders/beneficial owners who may be specifically prohibited under the applicable laws by Appropriate Authorities), including promoters (as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, and to be referred as “Promoters”) and members of the promoter group, as on a record date (“Eligible Shareholders”) to be subsequently decided by the Board (“Record Date”), through the “tender offer” route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the “Buyback”).

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the “*Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting*” notified by the Securities and Exchange Board of India (“SEBI”) vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR/III/CIR/P/2021/615 dated August 13, 2021 and SEBI circular CIRCULARSEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, including any amendments or statutory modifications for the time being in force (“SEBI Circulars”).

RESOLVED FURTHER THAT the Company may buyback Equity Shares from all the existing members holding Equity Shares of the Company on a proportionate basis, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or such number of Equity Shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the SEBI Buyback Regulations.



RESOLVED FURTHER THAT all of the shareholders of the Company who hold Equity Shares as on the Record Date shall be eligible to participate in the Buyback including promoters, promoter group and persons in control of the Company who hold Equity Shares of the Company except any shareholders who may be specifically prohibited under the SEBI Buyback Regulations or other applicable law.

RESOLVED FURTHER THAT the Company shall not buyback the locked-in Equity Shares or other specified securities and non-transferable shares or other specified securities till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations.

RESOLVED FURTHER THAT the Company has complied and shall continue to comply with Section 70 of the Companies Act, wherein:

(a) It shall not directly or indirectly purchase its own shares:

- (i) through a subsidiary company including its own subsidiary companies, if any; or
- (ii) through any investment company or group of investment companies.

(b) There are no defaults subsisting in the repayment of deposits or interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company, in the last three years; and (c) The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act.



RESOLVED FURTHER THAT the Buyback of Equity Shares from non-resident members of the Company, including Foreign Corporate Bodies (“FCBs”), Foreign Institutional Investors (“FIIs”)/Foreign Portfolio Investors (“FPIs”), members of foreign nationality, etc., shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred hereinabove as it may in its absolute discretion deem fit, to any Committee of Director(s)/any one or more Director(s)/Officer(s)/Authorised Representative(s) (“Buyback Committee”) of the Company in order to give effect to this resolution, including but not limited to finalizing the terms of the Buyback such as record date; entitlement ratio; the time frame for completion of Buyback; appointment of merchant bankers, registrars, brokers, lawyers, depository participants (“DPs”), escrow agents, advisors, consultants, intermediaries, other agencies, as may be required, for implementation of the Buyback; preparation, finalizing, signing and filing of the Public Announcement, Letter of Offer and such other necessary applications, undertakings, agreements, papers, documents and correspondence, if required under the Common Seal of the Company, to be filed in connection with the Buyback with SEBI, RBI, stock exchanges where the Equity Shares of the Company are listed, Registrar of Companies, Depositories and/or other regulatory and/or statutory authorities as may be required from time to time and obtain their approvals and to initiate all necessary actions including opening, operation and closure of necessary bank accounts (including escrow account), issuance of bank guarantee in favour of the merchant bankers, or deposit of acceptable securities with appropriate margin with the merchant bankers, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company.



RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any members to offer and/or any obligation on the part of the Company or the Board or the Buyback Committee to Buyback any shares, and/or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and the Buyback Committee be and are hereby empowered and authorised severally on behalf of the Company to accept and make any alteration(s)/modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements or any conditions laid down by any regulatory or other authority while giving its approval as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and/or any person authorised by the Board of Directors may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of 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 March 25, 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, April 25, 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 Tuesday, April 29, 2025 (09.00 A.M. IST) and ended on Wednesday, May 28, 2025 (5.00 P.M. IST)
8. Total 223 folios of 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
Resolution 1	Votes	12,13,66,130	3722	0	48,64,499	12,62,34,351
	No. of shareholders	209	11	0	3	223

Note 1. Votes cast by Corporate/ Institutional shareholders without uploading or submitting the board resolution, power of attorney or authorization as stated in the notice and required under Section 113 of the Companies Act, 2013 are considered as invalid.

9. I have scrutinized the votes cast 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:

Buyback of up to 37,12,871 Equity Shares at a price of ₹ 404/- per Equity Share, on a proportionate basis, through the "tender offer" route in accordance with the Companies Act and the SEBI Buyback Regulations (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
209	12,13,66,130	100%



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
11	3,722	0%

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	48,64,499

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: 29/05/2025

Thanking You



Sudhir Vishnupant Hulyalkar

Company Secretary in Practice

Scrutinizer for Postal Ballot

FCS No: 6040; CP No: 6137

PR. No. 6166/2024

UDIN: F006040G000487466

