

Date: June 30, 2023

National Stock Exchange of India Limited  
Exchange Plaza  
C-1, Block G, Bandra Kurla Complex,  
Bandra (E), Mumbai-400051

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400001

NSE Symbol: SIS

BSE Code: 540673

Dear Sir/Madam,

**Sub: Intimation/Submission of proceedings of the 39<sup>th</sup> Annual General Meeting and the voting results**

We wish to inform you that the 39<sup>th</sup> Annual General Meeting (AGM) of the Company was held today, i.e., June 30, 2023, and all the business mentioned in the Notice dated May 3, 2023, was transacted. In this regard, please find enclosed the following:

1. AGM proceedings as required under Regulation 30, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Report of the Scrutinizer dated June 30, 2023 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules 2014.

Kindly take note of the same.

Thanking you.

**For SIS Limited**

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

SIS Limited

CIN: L75230BR1985PLC002083

Address for correspondence: #106, 1<sup>st</sup> Floor, Ramanashree Arcade, 18 MG Road, Bangalore- 560 001, Karnataka

Registered office: Annapoorna Bhawan, Patliputra Telephone Exchange Road, Kurji, Patna 800 010 Bihar

Website: [www.sisindia.com](http://www.sisindia.com) Tel: +91 80 2559 0801 Email: [compliance1@sisindia.com](mailto:compliance1@sisindia.com)

### **Summary of proceedings of the 39<sup>th</sup> Annual General Meeting of SIS Limited**

The 39<sup>th</sup> Annual General Meeting ('AGM') of the members of SIS Limited ('Company') was held on Friday, June 30, 2023, at 12:00 Noon at Hotel Maurya, Fraser Road, Patna - 800 001, Bihar. In addition, a live webcast of the proceedings of the AGM was provided to all members.

#### **MEMBERS PRESENT:**

61 members were present in the meeting.

#### **DIRECTORS/MEMBERS OF THE ADVISORY BOARD/KMP PRESENT:**

1.	Mr. Ravindra Kishore Sinha	Chairman
2.	Mr. Rituraj Kishore Sinha	Managing Director
3.	Mr. Upendra Kumar Sinha, joined through Video Conference ("VC") from New Delhi	Independent Director, Chairman of the Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Risk Management Committee
4.	Ms. Vrinda Sarup, joined through VC from New Delhi	Additional Director (Independent)
5.	Mrs. Rita Kishore Sinha	Non-Executive Director
6.	Mr. Uday Singh	Independent Director
7.	Mr. TCA Ranganathan, joined through VC from New Delhi	Independent Director and Chairman of the Audit Committee
8.	Mr. Rajan Verma	Independent Director
9.	Mr. Sunil Srivastav	Independent Director
10.	Mr. Arvind Kumar Prasad, joined through VC from New Delhi	Director – Finance
11.	Ms. Rivoli Sinha	Non-Executive Director
12.	Mr. Thomas Fredrik Berglund, joined through VC from Portugal	Member of the Advisory Board
13.	Mr. Haakan Gustaf Oscar Winberg, joined through VC from Sweden	Member of the Advisory Board
14.	Mr. Devesh Desai	Chief Financial Officer
15.	Mr. Brajesh Kumar	Chief Financial Officer (India)

16.	Ms. Pushpalatha K	Company Secretary and Compliance Officer
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**OTHER REPRESENTATIVES:**

1	Mr. Naveen Aggarwal	Partner, SS Kothari Mehta & Co., Statutory Auditors
2	Mr. Sudhir V Hulyalkar	Company Secretary in Practice, Secretarial Auditor
3	Mr. Suryakant Kumar	Company Secretary in Practice, Scrutinizer

A live webcast of the AGM proceedings was provided to the members who were unable to attending the meeting in person.

The meeting commenced at 12:00 p.m. (IST) and concluded at 01:15 p.m. (IST).

The Chairman, Mr. Ravindra Kishore Sinha chaired the meeting and welcomed the members to the 39<sup>th</sup> Annual General Meeting of the Company.

The Chairman then introduced the Board of Directors, Members of the Advisory Board and Members of the Senior Management. With the requisite quorum present, the Chairman called the meeting to order.

The Chairman addressed the members and delivered his speech, apprising them of the business and financial performance of the Company and Group for the financial year 2022-23.

Furthermore, the Chairman informed the members that the Statutory Auditor's Report, Secretarial Audit Report, Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which directors are interested were available for inspection.

With the consent of the members, the Notice convening the meeting was taken as read. It was informed to the members that there were no qualifications, reservations or adverse remarks in the auditor's report and the auditors have issued an unmodified opinion on both the standalone and consolidated financial statements.

The Chairman then informed the members that a remote e-voting facility had been provided to all members to cast their vote electronically on all the resolutions set forth in the Notice. Members present at the AGM who had not cast their votes electronically were provided an opportunity to cast their votes at the meeting using the ballot process.

The following items of business, as per the Notice of AGM dated May 3, 2023, were placed at the meeting:

1. Adoption of the audited financial statements of the Company (including the audited consolidated financial statements) for the financial year ended March 31, 2023, together with the reports of the Board of Directors and the Auditors thereon.
2. Appointment of a Director in place of Mr. Rituraj Kishore Sinha (DIN: 00477256), who retires by rotation and being eligible, offered himself for re-appointment.
3. Appointment of a Director in place of Mr. Arvind Kumar Prasad (DIN: 02865273), who retires by rotation and being eligible, offered himself for re-appointment.

The Chairman further informed that the Board of Directors had appointed Mr. Suryakant Kumar, Practising Company Secretary, as the Scrutinizer to supervise the remote e-voting and the voting at the meeting through the ballot process. The Chairman authorized the Company Secretary to declare the voting results and intimate the stock exchanges.

The Chairman then invited the members to express their views or ask questions on the financial statements and related matters.

Members raised questions pertaining to financial performance and business operations of the Company. The Managing Director provided clarifications to the queries raised by the members.

The details of the voting results (combined results of the remote e-voting and ballot at the AGM) on all the resolutions as set out in the Notice of AGM along with the Scrutinizer's report are enclosed.

Based on the Report of the Scrutinizer, all the resolutions have been passed with requisite majority.



Date of the AGM	30-Jun-23
Total number of shareholders on record date (June 23, 2023)	39741
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	56
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	

Resolution No.	01							
Resolution required: (Ordinary/Special)	Ordinary Adoption of the audited financial statements of the Company (including the audited consolidated financial statements) for the financial year ended March 31, 2023, together with the reports of the Board of Directors and the Auditors thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		10,42,54,649	99.9369	10,42,54,649	0	100.0000	0.0000
	Poll	10,43,20,451	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>10,43,20,451</b>	<b>10,42,54,649</b>	<b>99.9369</b>	<b>10,42,54,649</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		2,55,35,379	91.4389	2,55,35,379	0	100.0000	0.0000
	Poll	2,79,26,163	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>2,79,26,163</b>	<b>2,55,35,379</b>	<b>91.4389</b>	<b>2,55,35,379</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		8,890	0.0659	8,890	0	100.0000	0.0000
	Poll	1,34,82,827	5,74,728	4.2627	5,74,728	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>1,34,82,827</b>	<b>5,83,618</b>	<b>4.3286</b>	<b>5,83,618</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>14,57,29,441</b>	<b>13,03,73,646</b>	<b>89.4628</b>	<b>13,03,73,646</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

Date of the AGM	30-Jun-23
Total number of shareholders on record date (August 23, 2022)	39741
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	56
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	

Resolution No.	02							
Resolution required: (Ordinary/Special)	Ordinary Appointment of a director in place of Mr. Rituraj Kishore Sinha (DIN: 00477256), who retires by rotation and being eligible, offers himself for re-appointment							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		10,42,54,649	99.9369	10,42,54,649	0	100.0000	0.0000
	Poll	10,43,20,451	-	-			-	-
	Postal Ballot (if applicable)		-	-			-	-
	<b>Total</b>	<b>10,43,20,451</b>	<b>10,42,54,649</b>	<b>99.9369</b>	<b>10,42,54,649</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		2,55,60,055	91.5273	2,55,58,662	1,393	99.9946	0.0054
	Poll	2,79,26,163	-	-			-	-
	Postal Ballot (if applicable)		-	-			-	-
	<b>Total</b>	<b>2,79,26,163</b>	<b>2,55,60,055</b>	<b>91.5273</b>	<b>2,55,58,662</b>	<b>1,393</b>	<b>99.9946</b>	<b>0.0054</b>
Public- Non Institutions	E-Voting		8,890	0.0659	8,883	7	99.9213	0.0787
	Poll	1,34,82,827	5,74,728	4.2627	5,74,728	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-			-	-
	<b>Total</b>	<b>1,34,82,827</b>	<b>5,83,618</b>	<b>4.3286</b>	<b>5,83,611</b>	<b>7</b>	<b>99.9988</b>	<b>0.0012</b>
<b>Total</b>		<b>14,57,29,441</b>	<b>13,03,98,322</b>	<b>89.4797</b>	<b>13,03,96,922</b>	<b>1,400</b>	<b>99.9989</b>	<b>0.0011</b>

Date of the AGM	30-Jun-23
Total number of shareholders on record date (August 23, 2022)	39741
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	56
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	

Resolution No.	03							
Resolution required: (Ordinary/Special)	Ordinary Appointment of a Director in place of Mr. Arvind Kumar Prasad (DIN: 02865273), who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		10,42,54,649	99.9369	10,42,54,649	-	100.0000	0.0000
	Poll	10,43,20,451	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>10,43,20,451</b>	<b>10,42,54,649</b>	<b>99.9369</b>	<b>10,42,54,649</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		2,55,60,055	91.5273	2,48,88,970	6,71,085	97.3745	2.6255
	Poll	2,79,26,163	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>2,79,26,163</b>	<b>2,55,60,055</b>	<b>91.5273</b>	<b>2,48,88,970</b>	<b>6,71,085</b>	<b>97.3745</b>	<b>2.6255</b>
Public- Non Institutions	E-Voting		8,890	0.0659	8,875	15	99.8313	0.1687
	Poll	1,34,82,827	5,74,728	4.2627	5,74,728	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>1,34,82,827</b>	<b>5,83,618</b>	<b>4.3286</b>	<b>5,83,603</b>	<b>15</b>	<b>99.9974</b>	<b>0.0026</b>
<b>Total</b>		<b>14,57,29,441</b>	<b>13,03,98,322</b>	<b>89.4797</b>	<b>12,97,27,222</b>	<b>6,71,100</b>	<b>99.4853</b>	<b>0.5147</b>



**Suryakant Kumar**  
*Practicing Company Secretary*  
113, Grand Plaza,  
Frazer Road, Patna-800001  
Email: suryakant\_csf@rediffmail.com  
Contact No. 09304534667

#### REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
SIS LIMITED  
(CIN- L75230BR1985PLC002083)  
REGD. OFFICE- ANNAPOORNA BHAWAN, TELEPHONE EXCHANGE ROAD, KURJI,  
PATNA- 800010  
39<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of  
SIS Limited held on Friday, June 30<sup>th</sup>, 2023, at 12:00 Noon (IST) at  
Hotel Maurya, Fraser Road, Patna – 800 001, Bihar

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 and voting by poll conducted during the 39<sup>th</sup> Annual General Meeting ("AGM") of SIS Limited held on Friday, June 30<sup>th</sup>, 2023, at 12:00 Noon (IST) at Hotel Maurya, Fraser Road, Patna – 800 001, Bihar.**

I, Suryakant Kumar, Practicing Company Secretary, appointed as the Scrutinizer by the Board of Directors of SIS Limited (the Company), at its meeting held on Wednesday, May 3, 2023, pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, to conduct the e-voting process (remote e-voting) and voting by poll at the AGM in respect of the resolutions placed before the members at the 39<sup>th</sup> AGM of the Company held on Friday, June 30, 2023, at 12:00 Noon(IST), submit my report as under:

1. The notice dated May 3, 2023, along with statement setting out material facts under Section 102 of the Companies Act, 2013, were sent to the members in respect of the resolutions placed at the AGM of the Company.
2. The Company had availed the remote e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for providing remote e-voting to the Members.

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**Suryakant Kumar**  
**Practicing Company Secretary**  
113, Grand Plaza,  
Frazer Road, Patna-800001  
Email: suryakant\_csf@rediffmail.com  
Contact No. 09304534667

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3. The Company has also provided voting facility by poll to the members present at the AGM, who did not cast their vote earlier through remote e-voting facility.
4. The Members of the Company holding shares as on June 23, 2023 ("cut-off date") were entitled to vote on the resolutions set out in the Notice of AGM.
5. The remote e-voting period remained open from Tuesday, June 27, 2023 (IST 09:00 a.m.) and ended on Wednesday, June 29, 2023 (IST 05:00 p.m.)
6. After the time fixed for the voting at the meeting by the Chairman, ballot box kept for polling was locked in my presence.
7. The locked poll box was subsequently opened in my presence and poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
8. Thereafter, the votes cast through remote e-voting were unblocked by me in the presence of two witnesses not in the employment of the Company and I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting system of CDSL.
9. The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by poll at the AGM is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process, both through remote e-voting and poll at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizers' Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the e-voting system of CDSL and voting by poll at the meeting.





**Suryakant Kumar**  
*Practicing Company Secretary*  
113, Grand Plaza,  
Frazer Road, Patna-800001  
Email: suryakant\_csf@rediffmail.com  
Contact No. 09304534667

I now submit my consolidated report on the result of the remote e-voting and e-voting at the meeting in respect of the resolutions mentioned below:

**Resolution No. 1 – Ordinary Resolution**

To receive, consider and adopt the audited financial statements of the Company (including the audited consolidated financial statements) for the financial year ended March 31, 2023, together with the reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	103	12,97,98,918	
Voting by poll	49	5,74,728	
Total	152	13,03,73,646	100.0000%

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0	0	
Voting by poll	0	0	
Total	0	0	

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by Them
3	0







**Suryakant Kumar**  
*Practicing Company Secretary*  
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Frazer Road, Patna-800001  
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Contact No. 09304534667

**Resolution No. 2 – Ordinary Resolution**

To appoint a Director in place of Mr. Rituraj Kishore Sinha (DIN: 00477256), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	101	12,98,22,194	
Voting by poll	49	5,74,728	
Total	150	13,03,96,922	99.9989%

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	4	1,400	
Voting by poll	0	0	
Total	4	1,400	0.0011%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	0





**Suryakant Kumar**  
*Practicing Company Secretary*  
113, Grand Plaza,  
Frazer Road, Patna-800001  
Email: suryakant\_csf@rediffmail.com  
Contact No. 09304534667

**Resolution No. 3 – Ordinary Resolution**

To appoint a Director in place of Mr. Arvind Kumar Prasad (DIN: 02865273), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-Voting	76	12,91,52,494	
Voting by poll	49	5,74,728	
Total	125	12,97,27,222	99.4853%

(ii) Voted against the resolution:

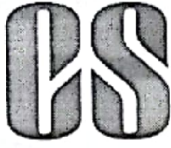
Mode of Voting	Number of members voted	Number of votes cast by them	% of total Number of valid votes cast
E-Voting	31	6,71,100	
Voting by poll	0	0	
Total	31	6,71,100	0.5147%

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
3	0







**Suryakant Kumar**  
**Practicing Company Secretary**  
113, Grand Plaza,  
Frazer Road, Patna-800001  
Email: suryakant\_csf@rediffmail.com  
Contact No. 09304534667

10. The registers and all other papers relating to voting by electronic means and poll papers shall remain in my custody until the Chairman considers, approves, and signs the minutes and thereafter the same shall be handed over to the Company Secretary for preserving safely.

Thanking you  
Yours Sincerely,

*Suryakant Kumar*



**Suryakant Kumar**  
ACS 27610, CP No. 10207  
Scrutinizer

Date : 30-06-2023  
Place : Patna  
UDIN : A027610E000527901

Witnesses:

1. Name: Dipti Shandilya  
Signature: *Dipti Shandilya*

2. Name: Sneha Singh  
Signature: *Sneha Singh*