

Date: February 15, 2021

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Scrip Code: 540673	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E) Mumbai – 400 051 Symbol: SIS, Series: EQ
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Dear Sir/Madam,

Subject: Outcome of Board Meeting pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”)

In furtherance of our intimation letter dated February 10, 2021 and in terms of Regulation 30 of the SEBI LODR Regulations read with the SEBI circular bearing reference number CIR/CFD/CMD/4/2015 dated September 9, 2015, the board of directors of SIS Limited (the “**Company**”) at its meeting held today, i.e., February 15, 2021 has considered and approved the proposal for buyback of fully paid up equity shares of the Company having a face value of INR 5/- (Indian Rupees Five Only) (“**Equity Shares**”) and such buyback “**Buyback**”) from all shareholders/ beneficial owners of the Equity Shares of the Company, as on record date, which will be decided subsequently, on a proportionate basis, through the “tender offer” route, using mechanism for acquisition of shares through stock exchange as prescribed under Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “**Buyback Regulations**”) and such other circulars or notifications issued by the Securities and Exchange Board of India and the Companies Act, 2013 and rules made thereunder, as amended from time to time, at a price of INR 550/- (Indian Rupees Five Hundred and Fifty only) per Equity Share (“**Buyback Offer Price**”), payable in cash, for an aggregate amount not exceeding INR 999,999,550/- (Indian Rupees nine hundred ninety nine million nine hundred ninety nine thousand five hundred and fifty only), excluding expenses to be incurred for the Buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses and charges (“**Buyback Offer Size**”). The resultant Equity Shares to be bought back at the Buyback Offer Price are 18,18,181 Equity Shares, representing 1.24% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2020.

The Buyback Offer Size represents 14.13% and 7.47% of the aggregate of the Company’s fully paid-up equity capital and free reserves as per the latest standalone and consolidated audited financial statements of the Company, respectively, for the financial year ended March 31, 2020, which is less than 25% of the aggregate of the total paid-up capital and free reserves of the Company in accordance with Regulation 4(i) of the SEBI Buyback Regulations.

The Buyback Offer Price represents premium of 31.06% and 30.83% over the closing price of the Equity Shares on NSE and BSE, respectively, on February 9, 2021 being the day preceding the date when intimation for the Board Meeting was sent to the Stock Exchanges.

The Board of Directors also noted the intention of the promoters and members of the promoter group of the Company to participate in the proposed Buyback.

The Board has constituted a committee called ‘Buyback Committee’ and delegated its powers to do such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary, expedient,

usual or proper in relation to the proposed Buyback. The Board has appointed Ms. Pushpalatha K., Company Secretary as the compliance officer for the purposes of the proposed Buyback.

The details of the pre Buyback shareholding pattern of the Company is enclosed as **Annexure A**. Please note that the details regarding the post-Buyback shareholding pattern has not been provided since the actual number of Equity Shares to be bought back and category of shareholders from whom the Equity Shares will be bought back cannot be determined at this stage.

The Buyback offer is subject to the approval of the shareholders by way of a special resolution through postal ballot through remote electronic voting only and all other applicable statutory approvals.

The above information is also available on the website of the Company, i.e., www.sisindia.com. The meeting of the Board of Directors commenced at 3:00 pm and concluded at 04:20 pm. Trading window will be re-opened after 48 hours of the conclusion of Board Meeting.

We request you to take the above information on record.

Thanking You,

For **SIS Limited**



Pushpalatha K
Company Secretary



Encl.: As above

SIS Limited

(Formerly known as Security and Intelligence Services (India) Limited)

Address for correspondence: #106, 1st 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 Tel: +91 80 2559 0801

CIN: L75230BR1985PLC002083

Annexure A

Pre-Buyback Shareholding Pattern of the Company as on February 12, 2021*:

Category of Shareholder	Pre-Buyback		
	Number of Shareholders	Number of Equity Shares	% to the existing equity share capital
Promoters & Promoter Group along with persons acting in concert, (collectively “the Promoters”)	10	10,81,09,941	73.10
Foreign Investors (including Non-Resident Indians FIIs and Foreign Mutual Funds)	770	2,13,45,412	14.43
Financial Institutions / Banks & Mutual Funds promoted by Banks / Institutions	15	97,20,935	6.57
Others (Public, Public Bodies Corporate etc.)	30,149	87,20,064	5.90
Total	30,944	14,78,96,352	100.00

**The shareholding is considered as per the last weekly beneficiary position data furnished by the RTA/depositories as on February 12, 2021*

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