



A Market Leader in
Security, Cash Logistics
& Facility Management

SIS LIMITED

(FORMERLY SECURITY AND INTELLIGENCE SERVICES (INDIA) LIMITED)

CIN: L75230BR1985PLC002083

Registered Office: Annapurna Bhawan, Telephone Exchange Road, Kurji, Patna- 800 010; Tel. No.: +91 612 226 6666 | Fax. No.: +91 612 226 3948
Company Secretary and Compliance Officer: Ms. Pushpalatha Katkuri, E-mail: shareholders@sisindia.com | Website: www.sisindia.com

POST-BUYBACK PUBLIC ADVERTISEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF SIS LIMITED
This post-Buyback public advertisement (the "Advertisement") is being made in accordance with Regulation 24(vi) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations") regarding completion of the Buyback.

This Advertisement should be read in conjunction with the public announcement dated August 17, 2022 published on August 18, 2022 ("Public Announcement"), the letter of offer dated September 23, 2022 ("Letter of Offer") and Offer Opening Advertisement dated September 29, 2022 published on September 30, 2022, issued in connection with the Buyback.

Unless specifically defined herein, capitalised terms and abbreviations used herein shall have the same meaning as ascribed to them in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- SIS Limited had announced the offer to Buyback up to 14,54,545 (Fourteen Lakhs Fifty Four Thousand Five Hundred and Forty Five Only) Equity Shares, representing 0.99% of the total number of Equity Shares in the existing total paid-up Equity Share capital of the Company, from the shareholders/beneficial owners of Equity Shares of the Company as on the Record Date, being Tuesday, August 30, 2022 on a proportionate basis, through the 'tender offer' process, at a price of ₹ 550 (Indian Rupees Five Hundred Fifty only) per Equity Share, payable in cash, for an aggregate amount not exceeding ₹ 80,00,00,000 (Indian Rupees Eighty Crores only) excluding the Transaction Costs (the "Buyback Offer Size"). The Buyback Offer Size represents 9.85% and 4.07% of the aggregate fully paid-up Equity Share capital and free reserves of the Company as at March 31, 2022, on audited standalone and consolidated financial statements, respectively, which is within the statutory limit of 25% of the aggregate of paid-up capital and free reserves of the Company.
- The Buyback was undertaken by way of tender offer through the stock exchange mechanism as prescribed under the SEBI Buyback Regulations and the SEBI Circulars. For the purposes of the Buyback, NSE was the designated stock exchange.
- The Buyback Opening Date was Tuesday, October 4, 2022 and the Buyback Closing Date was Tuesday, October 18, 2022.

2. DETAILS OF THE BUYBACK

- 14,54,545 (Fourteen Lakhs Fifty Four Thousand Five Hundred and Forty Five) Equity Shares were bought back under the Buyback, at the price of ₹ 550 (Indian Rupees Five Hundred Fifty only) per Equity Share.
- The total amount utilized in the Buyback is ₹ 79,99,99,750 (Indian Rupees Seventy Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Fifty only), excluding Transaction Costs.
- The Registrar to the Buyback i.e. Link Intime India Private Limited ("Registrar"), considered a total of 13,123 valid bids for 1,13,87,894 Equity Shares in response to the Buyback, which is approximately 7.83 times of the maximum number of Equity Shares proposed to be bought back. The details of the valid bids considered by the Registrar are as follows:

Particulars	Number of Equity Shares available for Buyback (A)	Total no. of bids received in the category	Total Equity Shares bid for in the category (B)	Total valid Bids received in the category	Total valid Equity Shares received in the category** (C)	No. of times (total valid Equity Shares received to the total no. of Equity Shares proposed to be bought back) (C/A)
Small Shareholder Category	2,18,182	12,051	5,09,989	12,051	503,916	2.31
General Category	12,36,363	1,072	1,08,86,526	1,072	1,08,83,978	8.80
Not in master file*	-	190	18,075	-	-	-
Total	14,54,545	13,313	1,14,14,590	13,123	1,13,87,894	7.83

*190 bids for 18,075 Equity Shares were not considered since they were not shareholders as on Record Date.

**Excludes excess bid by 168 shareholders for 6,073 Equity Shares under Reserve Category and 18 shareholders for 2,548 Equity Shares under General Category, which were over and above their shareholding as on Record Date hence such equity shares have not been considered for acceptance.

- All valid bids were considered for the purpose of Acceptance in accordance with the SEBI Buyback Regulations and the Letter of Offer. The communication of acceptance / rejection was dispatched by the Registrar, via email, to the relevant Eligible Shareholders (who have their e-mail IDs registered with the Company) on October 28, 2022. In cases where email IDs were not registered with the Company or depositories, physical letters of acceptance / rejection were dispatched to the Eligible Shareholders by the Registrar and the same was completed on October 28, 2022.
- The settlement of all valid bids was completed by the Clearing Corporation on Friday, October 28, 2022. The Clearing Corporation have made direct funds pay-out to Eligible Shareholders whose shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders were not available or if the funds transfer instruction was rejected by the Reserve Bank of India / relevant bank(s), due to any reasons, then the amount payable to the concerned Eligible Shareholder will be transferred to the Seller Broker for onward transfer to such Eligible Shareholders.
- Demat Shares accepted under the Buyback were transferred to the Company Demat Account on October 28, 2022. The unaccepted Demat Shares have been unblocked in the account of respective Eligible Shareholders by Clearing Corporation on October 28, 2022. No Bids for Physical Shares received or accepted under Buyback
- The extinguishment of 14,54,545 Equity Shares accepted under the Buyback in dematerialized form is currently under process and shall be completed by Friday, November 4, 2022.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company pre and post Buyback is set forth below:

Particulars	Pre-Buyback*	Particulars	Post-Buyback
Authorised share capital (270,000,000 equity shares of ₹ 5/- each fully paid up)	1,35,00,00,000	Authorised share capital (270,000,000 equity shares of ₹ 5/- each fully paid up)	1,35,00,00,000
Issued and subscribed share capital (147,174,380 equity shares of ₹ 5/- each fully paid up)	73,58,71,900	Issued and subscribed share capital (145,726,585 equity shares of ₹ 5/- each fully paid up)	72,86,32,925^
Paid-up share capital (147,174,130 equity shares of ₹ 5/- each fully paid up)	73,58,70,650	Paid-up share capital (145,726,335 equity shares of ₹ 5/- each fully paid up)	72,86,31,675 ^

*As on Record date i.e. August 30, 2022

^This includes allotment of 6,750 Equity shares under employee stock option plan approved by the Nomination and Remuneration Committee on October 20, 2022

- Details of the Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares bought back under the Buyback are as mentioned below

Sr. No.	Name of the Shareholder	No. of Equity Shares accepted under the Buyback	Equity Shares accepted as a % of the total Equity Shares bought back	Equity Shares accepted as a % of total post Buyback Equity Share Capital of the Company#^
1	Ravindra Kishore Sinha	4,84,911	33.34%	0.33%
2	Rita Kishore Sinha	1,97,756	13.6%	0.14%
3	Rituraj Kishore Sinha	1,32,829	9.13%	0.09%
4	Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund	72,550	4.99%	0.05%
5	Government Pension Fund Global	44,785	3.08%	0.03%
6	Vocational Skills Council India Private Limited	26,911	1.85%	0.02%
7	Malabar Select Fund	24,821	1.71%	0.02%
8	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Pure Val	22,523	1.55%	0.02%
9	Malabar India Fund Limited	21,423	1.47%	0.01%
10	Steinberg India Emerging Opportunities Fund Limited	21,323	1.47%	0.01%
11	Thomas Fredrik Berglund	16,108	1.11%	0.01%

#Subject to extinguishment of 14,54,545 Equity Shares accepted in the Buyback

^This includes allotment of 6,750 Equity shares under employee stock option plan approved by the Nomination and Remuneration Committee on October 20, 2022

- The shareholding pattern of the Company, prior to the Buy-back (as of the Record Date being August 30, 2022) and post the completion of the Buy-back is as follows:

Category of Shareholder	Pre-Buyback		Post-Buyback*	
	No. of Equity Shares	% to the existing Equity Share Capital	No. of Equity Shares	% to the post-Buyback Equity Share Capital
Promoters and Members of the Promoter Group, and persons acting in concert (collectively "the Promoter")	10,52,04,829	71.48	10,43,47,362	71.61
Shareholding of the Non-Promoter(s)	4,19,69,301	28.52		
Foreign Investors (including Non-Resident Indians/ FIIs / Foreign Mutual Funds)	2,70,40,709	18.37	4,13,78,973	28.39
Financial Institutions/Banks/ Banks & Mutual Funds promoted by Banks/ Institutions	56,50,510	3.84		
Others (Public, Public Bodies Corporate etc.)	92,78,082	6.30		
Total	14,71,74,130	100.00	14,57,26,335	100.00

#Subject to extinguishment of 14,54,545 Equity Shares accepted in the Buyback

^This includes allotment of 6,750 Equity shares under employee stock option plan approved by the Nomination and Remuneration Committee on October 20, 2022

4. MANAGER TO THE BUYBACK



Edelweiss Financial Services Limited

Address: 6th Floor, Edelweiss House, Off C.S.T. Road, Kalina, Mumbai 400 098, Maharashtra, India

Website: www.edelweissfin.com; CIN: L99999MH1995PLC094641; Tel. No.: +91 22 4009 4400

Contact person: Lokesh Shah; Email: SIS@edelweissfin.com; Sebi Registration no: INM0000010650

5. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Advertisement and confirms that the information included herein contains true, factual and material information and does not contain any misleading information. This Advertisement is issued under the authority of the Board of Directors by the Buyback Committee through the resolution passed by the Buyback Committee meeting held on October 28, 2022.

For and on behalf of the Board of Directors of SIS Limited

Sd/-
Name: Rituraj Kishore Sinha
Designation: Managing Director
DIN: 00477256
Place: Delhi
Date: October 28, 2022

Sd/-
Name: Arvind Kumar Prasad
Designation: Director - Finance
DIN: 02865273
Place: Delhi
Date: October 28, 2022

Sd/-
Name: Pushpalatha Katkuri
Designation: Company Secretary
Membership No.: A21695
Place: Bangalore
Date: October 28, 2022