A Market Leader in Security, Cash Logistics & Facility Management
Group Enterprises

August 7, 2026

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

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001
Company Code: Equity: 540673
Debt: 976573

Dear Sir/Madam,

Subject: Submission of public announcement dated August 6, 2026 for the buyback of fully paid up equity shares of face value of ₹ 5 (Rupee five only) each ("Equity Shares") by SIS Limited ("Company") from the open market route pursuant to the provisions of the SEBI (Buyback of Securities) Regulations, 2018 ("Buyback Regulations"), as amended ("Buyback").

This is in furtherance to our letter dated August 5, 2026, informing the outcome of the Board meeting held on the same date that approved, inter alia, the Buyback of Equity Shares from the open market through stock exchange mechanism.

In this connection, pursuant to Regulation 16(iv) of the SEBI Buyback Regulations, the Company has made a public announcement dated August 6, 2026 ("**Public Announcement**") for the Buyback, which was published on August 7, 2026, in the newspapers mentioned below:

Name of the newspaper	Language and circulation	Editions
Business Standard	English	All editions
Business Standard	Hindi	All editions
New India Herald	Hindi	Patna*

**Patna being where the registered office of the Company is located.*

In this regard, we would like to submit the following documents:

(1) Copy of the Public Announcement that has been published in the aforesaid newspapers (**Annexure A**); and
(2) a certified true copy of the resolution passed by the Board of Directors, on August 5, 2026, for approval of the Buyback (**Annexure B**).

Further, as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the SEBI Buyback Regulations, the copy of the Public Announcement would also be available on the websites of the Company, i.e., www.sisindia.com, the manager to the Buyback, Elara Capital (India) Private Limited, i.e. www.elaracapital.com, and the stock exchanges, BSE Limited, i.e. www.bseindia.com and National Stock Exchange of India Limited i.e. www.nseindia.com.

Kindly take the above information on record.

Thanking you.

Sincerely,
For **SIS Limited**

PUSHPA LATHA KATKURI Digitally signed by PUSHPA LATHA KATKURI Date: 2026.08.07 20:34:41 +05'30'

Pushpalatha Katkuri
Company Secretary and Compliance Officer

Enclosures: *As above*

A Market Leader in Security, Cash Logistics & Facility Management

Group Enterprises

SIS LIMITED

CIN: L75230BR1985PLC002083

Registered Office: Annapoorna Bhawan, Telephone Exchange Road, Kurji, Patna- 800 010, Bihar, India
Telephone number: +91 612 226 6666; **Website:** www.sisindia.com; **Email:** shareholders@sisindia.com;
Contact Person: Pushpalatha Katkuri, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT

FOR THE ATTENTION OF SHAREHOLDERS OF THE EQUITY SHARES OF THE SIS LIMITED ("THE COMPANY") FOR THE BUYBACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGES UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This public announcement (the **"Public Announcement"**) is being made in relation to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of the Company from open market through stock exchange mechanism, pursuant to Regulation 16(iv)(b) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s) or amendment(s) from time to time) (the **"Buyback Regulations"**) and contains the disclosures as specified in the applicable provisions of Schedule IV read with Schedule I to the Buyback Regulations.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, certain numerical information in this Public Announcement has been presented in 'crores.' One crore represents 10 million, i.e. 10,000,000.

BUYBACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH THE STOCK EXCHANGES

Part A - Disclosures in accordance with Schedule I of the Buyback Regulations

1. DETAILS OF THE BUYBACK AND OFFER PRICE

1.1. Pursuant to the provisions of Article 28 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the **"Share Capital Rules"**) and other relevant rules made thereunder, as amended from time to time (together the **"Companies Act"**) (including any statutory amendment(s), modification(s) or re-enactment(s) from time to time), the provisions of the Buyback Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"Listing Regulations"**) (including any statutory amendment(s), modification(s) or re-enactment(s) from time to time), and subject to such other approvals, permissions, consents, exemptions, and sanctions of the Securities and Exchange Board of India (**"SEBI"**), the Registrar of Companies, Bihar at Patna (the **"ROC"**) and/ or other authorities, and subject to such other approvals, permissions, consents, exemptions and sanctions as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, exemptions, and sanctions which may be agreed to by the Board of Directors of the Company (the **"Board"** which expression shall be deemed to include any committee constituted by the Board and/or officials, which the Board may constitute/ authorize to exercise its powers, including the powers conferred by this resolution), the Board at its meeting held on August 5, 2026 (**"Board Meeting"**) approved the buyback of fully paid up equity shares by the Company having face value of ₹5/- each (**"Equity Share(s)"**) by the Company from the shareholders/ beneficial owners of the Company (other than those who are promoters or persons in control), at a price not exceeding ₹478.50 (Rupees Four Hundred Seventy Eight and Fifty Paise only) per Equity Share (**"Maximum Buyback Price"**) payable in cash from the open market through stock exchanges (i.e. through National Stock Exchange of India Limited (**"NSE"**) and BSE Limited (**"BSE"**), (together **"Stock Exchanges"**) out of free reserves or such other sources as permitted by law, for an amount not exceeding ₹106.00 Crores (Rupees One Hundred and Six Crores only) (**"Maximum Buyback Size"**), excluding any expenses incurred or to be incurred for the buyback viz. brokerage, advisor's fees, intermediaries' fees, public announcement publication fees, filing fees, turnover charges, applicable taxes such as tax on distributed income on buyback, securities transaction tax, goods and services tax, income tax, stamp duty, other incidental and related expenses, etc. (**"Transaction Costs"**) representing 9.99% and 4.60% of the total paid-up equity share capital and free reserves (including securities premium account) as per the audited standalone financial statements and audited consolidated financial statements for the financial year ended March 31, 2026 (being the latest audited financial statements of the Company), which is within the maximum amount allowed under the Companies Act and the Buyback Regulations, (hereinafter referred to as **"Buyback"**).

1.2 The Maximum Buyback Size represents 9.99% and 4.60% of the aggregate of the total paid-up capital and free reserves of the Company based on audited standalone financial statements and audited consolidated financial statements of the Company as at March 31, 2026, respectively (being the latest audited financial statements of the Company, available at the Board Meeting) which is not more than 10% of the total paid-up capital and free reserves of the Company in accordance with the proviso to the Regulation 4(iv) of the Buyback Regulations.

1.3 At the Maximum Buyback Size and the Maximum Buyback Price, the indicative maximum number of Equity Shares bought back would be 22,15,256 (Twenty Two Lakhs Fifteen Thousand Two Hundred and Fifty Six only) Equity Shares, which will not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company. The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid up equity share capital of the Company as provided under Regulation 38 of the Listing Regulations, during the Buyback period and upon completion thereof.

1.4 The Company shall utilize at least 75% of the Maximum Buyback Size i.e. ₹79.50 Crores (Rupees Seventy Nine Crores and Fifty Lakhs only) (**"Minimum Buyback Size"**) towards the Buyback and the Company will accordingly purchase an indicative minimum of 16,61,442 (Sixteen Lakhs Sixty One Thousand Four Hundred and Forty Two only) Equity Shares based on the Minimum Buyback Size and the Maximum Buyback Price (**"Minimum Buyback Shares"**). Further, if the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.

1.5 The Buyback will be implemented by the Company out of its free reserves, current surplus and/or cash and cash equivalents and/ or internal accruals and / or liquid resources and / or such other permissible sources of funds of the Company, as may be permitted by law and in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations, and in accordance with Regulation 4(iv)(b)(ii) of the Buyback Regulations, by way of open market purchases through the Stock Exchanges, by the order matching mechanism except 'all or none' order matching system, as provided under the Buyback Regulations.

1.6 A copy of this Public Announcement will be made available on the Company's website www.sisindia.com and is expected to be available on the website of SEBI (www.sebi.gov.in) and on the website of the NSE at www.nseindia.com and BSE at www.bseindia.com during the period of the Buyback.

1.7 In addition to publication of this Public Announcement and its availability on the websites of the Company, SEBI and the Stock Exchanges, the Company shall disseminate information regarding the Buyback to all shareholders of the Company through electronic means, within the timeline prescribed under the SEBI (Buy-Back of Securities) (Amendment) Regulations, 2026 (effective from August 1, 2026), which re-introduced the open market buyback route through the Stock Exchanges.

2 NECESSITY FOR THE BUYBACK

2.1 The current Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the members in an effective and efficient manner. The Board at its meeting held on Wednesday, August 5, 2026 considered the accumulated free reserves as well as the cash liquidity reflected in the latest available audited standalone financial statements and audited consolidated financial statements as on March 31, 2026 and also as on the date of the Board Meeting and considering these, the Board decided to allocate up to ₹106.00 Crores (Rupees One Hundred and Six Crores only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback.

2.2 The Buyback will help the Company achieve the following objectives: (i) optimize returns to shareholders; and (ii) enhance overall shareholders' value.

2.3 After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board approved a Buyback of Equity Shares at a price of ₹478.50 (Rupees Four Hundred Seventy Eight and Fifty Paise only) per Equity Share for an aggregate amount not exceeding ₹106.00 (Rupees One Hundred and Six Crores only). The Buyback is being undertaken, inter-alia, for the following reasons:

(i) The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;

(ii) The Buyback, which is being implemented from the open market through the stock exchange route as prescribed under the SEBI Buyback Regulations, would involve less than 15% of the paid up capital and free reserves of the company, based on both audited standalone financial statements and audited consolidated financial statements of the Company.

(iii) The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long-term increase in shareholders' value;

(iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment; and

(v) The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required.

3. MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES

The maximum amount of funds required for the Buyback will aggregate up to ₹106.00 Crores (Rupees One Hundred and Six Crores only), excluding Transaction Costs, being 9.99% and 4.60%, which is less than 10%, of the aggregate of the total paid-up capital and free reserves of the Company based on audited standalone financial statements and audited consolidated financial statements of the Company as at March 31, 2026, respectively.

4. MAXIMUM PRICE AT WHICH THE EQUITY SHARES ARE PROPOSED TO BE BOUGHT BACK AND THE BASIS OF ARRIVING AT THE BUY-BACK PRICE

4.1. The Equity Shares of the Company are proposed to be bought back at a price not exceeding ₹478.50 per Equity Share i.e. the Maximum Buyback Price.

4.2. The Maximum Buyback Price has been arrived at after considering various factors including, but not limited to, the trends in the volume weighted average market prices of the Stock Exchanges where the Equity Shares are listed, price earnings ratio, impact on net worth, earnings per share and other financial parameters.

4.3. The Maximum Buyback Price represents:

i. Premium of 9.20% and 9.98% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the three months period preceding July 31, 2026, being the date of the intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback (**"Intimation Date"**).

ii. Premium of 9.60% and 9.97% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the two weeks period preceding the Intimation Date.

iii. Premium of 12.55% and 12.79% over the closing price of the Equity Shares on BSE and NSE, respectively, as on July 30, 2026, which is a day preceding the Intimation Date.

iv. Premium of 13.33% and 13.28% over the closing price of the Equity Shares on BSE and NSE, respectively, as on the Intimation Date.

The closing market price of the Equity Shares as of the Intimation Date was ₹422.20 and ₹422.40 and as on the Board Meeting Date was ₹431.15 and ₹430.55 on BSE and the NSE, respectively.

As required under Section 68(2)(d) of the Companies Act and Regulation 4(ii)(a) of the SEBI Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up capital and free reserves after the Buyback on audited standalone financial statements or audited consolidated financial statements of the Company as on March 31, 2026, whichever sets out a lower amount.

5. MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUY- BACK

5.1. The indicative maximum number of Equity Shares at the Maximum Buyback Price and the Maximum Buyback Size bought back would be 22,15,256 (Twenty Two Lakhs Fifteen Thousand Two Hundred and Fifty Six only) Equity Shares (**"Maximum Buyback Shares"**), comprising approximately 1.57% of the total paid-up equity share capital of the Company. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the Maximum Buyback Shares, but, will always be subject to the Maximum Buyback Size.

5.2. The Company shall utilize at least 75% of the amount earmarked as the Maximum Buyback Size for the Buyback, i.e. ₹79.50 Crores (Rupees Seventy Nine Crores and Fifty Lakhs only) (**"Minimum Buyback Size"**). Based on the Minimum Buyback Size and Maximum Buyback Price, the Company would purchase a minimum of 16,61,442 (Sixteen Lakhs Sixty One Thousand Four Hundred and Forty Two only) Equity Shares.

6. COMPLIANCE WITH REGULATION 4 OF THE BUYBACK REGULATIONS

In terms of the provisions of the Buyback Regulations, the offer for Buyback through the open market route cannot be made for 15% or more of the total paid-up equity capital and free reserves of the Company, based on both audited standalone financial statements and audited consolidated financial statements of the Company.

As per the latest audited balance sheet of the Company as at March 31, 2026, the total paid-up equity capital and free reserves are as follows:

(in crores)

Particulars	Standalone	Consolidated
Total paid-up equity capital (A)	70.64	70.64
Total free reserves (B)	990.17	2,235.99
Total paid-up equity capital and free reserves (C=A+B)	1,060.81	2,306.63
Maximum amount permissible for Buyback under the Regulation 4(iv) of Buyback Regulations, i.e. lower of 15% of the total paid-up equity capital and free reserves of standalone and consolidated financial statements.		159.12
Maximum amount permissible for Buyback with the approval of Board of Directors of the Company under the section 68(2)(b) of the Companies Act and proviso to Regulation 5(i)(b) of the Buy-back Regulations, (10% of the aggregate total paid-up capital and free reserves, based on the standalone and consolidated financial statements of the Company, whichever sets out a lower amount)		106.08

Based on the above, the Maximum Buyback Size, is less than 10% of the total paid-up capital and free reserves of the Company, based on both audited standalone financial statements and audited consolidated financial statements of the Company, which is in compliance with Regulation 4(iv) of Buyback Regulations.

The Buyback will not result in the delisting of the Equity Shares from the Stock Exchanges.

7. METHOD TO BE ADOPTED FOR BUYBACK AS REFERRED TO IN REGULATION 4(iv)(b) AND REGULATION 16 OF THE BUYBACK REGULATIONS

7.1. The Buyback will be implemented by the Company by way of open market purchases through the Indian Stock Exchanges, by the order matching mechanism except "all or none" order matching system, as provided under the Buyback Regulations.

7.2. The Company shall not, directly or indirectly, purchase its own Equity Shares through any subsidiary company, including its own subsidiary companies, or through any investment company or group of investment companies.

7.3. The Company shall not buy back its Equity Shares from any person through negotiated deals, whether on or off the Stock Exchanges, through spot transactions, or through any private arrangement, in the implementation of the Buyback.

7.4. The Company shall not allow the Buyback of its Equity Shares unless the consequent reduction of its share capital is effected in accordance with the Companies Act.

7.5. In terms of Regulation 40(1) of the Listing Regulation, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. Accordingly, the Buyback is open to beneficial owners holding Equity Shares in dematerialized form (**"Demat Shares"**). The promoters, and the persons in control of the Company shall not participate in the Buyback. Further, as required under the Buyback Regulations, the Company will not buy back Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in or until the time such Equity Shares become transferable, as applicable.

7.6. In relation to the Buyback of Demat Shares, the execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the broker, appointed by the Company, in accordance with the requirements of the Stock Exchanges and SEBI.

8. THE AGGREGATE SHAREHOLDING OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP, DIRECTORS OF THE PROMOTER (WHERE PROMOTER IS A COMPANY), DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY

Details of the aggregate shareholding of the promoters, members of the promoter group, directors of the promoters and members of the promoter group (where the promoter is a company), directors and key managerial personnel of the Company as on the date of the Board Meeting and the date of this Public Announcement, is as below.

8.1. The aggregate shareholding of the promoters and promoter group and persons in control as on the date of the Board Meeting and the date of this Public Announcement:

S. No.	Name of Shareholder	Number of Equity Shares held	Percentage of shareholding (%)
Promoters			
1.	Ravindra Kishore Sinha	5,53,42,130	39.16
2.	Rituraj Kishore Sinha	1,57,35,683	11.14
Members of the promoter group			
3.	Rita Kishore Sinha	2,25,69,507	15.97
4.	Rivoli Sinha	45,77,012	3.24
5.	Vocational Skills Council India Private Limited	30,71,340	2.17
6.	Pallavi Sinha	2,13,058	0.15
7.	Vikash Kishore Prasad	13,750	0.01
8.	Satyendra Kishore	10,800	0.01
9.	Vishan Narain Khanna	11,000	0.01
10.	Pallavi Sinha (Trustee of RKS JV Trust)	1,122	Negligible
Total		**10,15,45,402**	**71.86**

8.2. The aggregate shareholding of the director(s) of the promoters, where the promoter is a company, as on the date of the Board Meeting and the date of this Public Announcement: Not applicable since the Company does not have any corporate promoter.

8.3. The aggregate shareholding of the directors and key managerial personnel of the Company as on the date of the Board Meeting and the date of this Public Announcement:

S. No.	Name of Shareholder	Designation	Number of Equity Shares held	Percentage of shareholding (%)
1.	Rita Kishore Sinha	Chairman and Executive Director	2,25,69,507	15.97
2.	Rituraj Kishore Sinha	Managing Director	1,57,35,683	11.14
3.	Rivoli Sinha	Non-Executive Director	45,77,012	3.24
4.	Arvind Kumar Prasad	Whole-Time Director	3,05,479	0.22
5.	Uday Singh	Independent Director	3,00,000	0.21
6.	Brajesh Kumar	Chief Financial Officer	47,720	0.03
7.	Pushpalatha Katkuri	Company Secretary and Compliance Officer	2,228	Negligible
8.	Upendra Kumar Sinha	Independent Director	Nil	Nil
9.	Sunil Srivastav	Independent Director	Nil	Nil
10.	Onkar Sharma	Independent Director	Nil	Nil
11.	Vrinda Sarup	Independent Director	Nil	Nil
12.	Deepak Kumar	Independent Director	Nil	Nil

8.4. No Equity Shares or other specified securities in the Company were either purchased or sold by the promoters, members of the promoter group, directors of the promoters (where the promoter is a company), persons in control, directors and key managerial personnel, during a period of 12 (twelve) months preceding the date of this Public Announcement, except for the following transactions:

Sr. No.	Name of the Shareholders	Aggregate number of Equity Shares purchased/ (sold)	Nature of transactions	Minimum Price (₹)	Date of Minimum price	Maximum Price (₹)	Date of Maximum price
1.	Brajesh Kumar	13,500	ESOP Allotment*	N.A.	N.A.	N.A.	N.A.
2.	Rituraj Kishore Sinha	(17,011)	Sale	345.05	September 12, 2025	350.25	September 12, 2025
3.	Pallavi Sinha (Trustee of RKS JV Trust)	17,011	Purchase	345.05	September 12, 2025	350.25	September 12, 2025
4.	Pushpalatha Katkuri	1,228	ESOP Allotment#	N.A.	N.A.	N.A.	N.A.
5.	Pallavi Sinha (Trustee of RKS JV Trust)	(1,373)	Sale	336.70	October 29, 2025	342.85	October 29, 2025
6.	Pallavi Sinha (Trustee of RKS JV Trust)	(22,379)	Sale	331.15	November 11, 2025	340.10	November 11, 2025
7.	Pallavi Sinha (Trustee of RKS JV Trust)	(4,485)	Sale	332.00	November 12, 2025	337.70	November 12, 2025
8.	Pallavi Sinha (Trustee of RKS JV Trust)	(10,870)	Sale	332.25	November 14, 2025	340.00	November 14, 2025
9.	Satyendra Kishore	(84)	Sale	332.25	November 14, 2025	340.00	November 14, 2025
10.	Pallavi Sinha (Trustee of RKS JV Trust)	(8,000)	Sale	333.10	November 17, 2025	337.50	November 17, 2025
11.	Pallavi Sinha (Trustee of RKS JV Trust)	(2,000)	Sale	284.00	March 12, 2026	293.35	March 12, 2026
12.	Vishan Narain Khanna	2,500	Purchase	278.00	March 13, 2026	289.00	March 13, 2026
13.	Arvind Kumar Prasad	(6,000)	Sale	367.00	May 4, 2026	418.85	May 4, 2026
14.	Brajesh Kumar	(2,250)	Sale	395.25	May 7, 2026	403.00	May 7, 2026
15.	Brajesh Kumar	4,000	ESOP Allotment$	N.A.	N.A.	N.A.	N.A.
16.	Pushpalatha Katkuri	(1,592)	Sale	409.90	June 5, 2026	439.65	June 5, 2026
17.	Pushpalatha Katkuri	(500)	Sale	397.05	June 8, 2026	409.70	June 8, 2026
18.	Brajesh Kumar	(10,000)	Sale	415.45	June 11, 2026	444.30	June 11, 2026
19.	Pushpalatha Katkuri	(367)	Sale	422.10	June 19, 2026	441.00	June 19, 2026

**ESOP allotment dated September 10, 2025. # ESOP allotment dated October 18, 2025.*
$ ESOP allotment dated May 23, 2026.

8.5. No Equity Shares or other specified securities in the Company were either purchased or sold by the promoters, members of the promoter group, directors of the promoters (where the promoter is a company), persons in control, and directors and key managerial personnel, during a period of 6 (six) months preceding the date of the Board Meeting, except for the following transactions:

Sr. No.	Name of the Shareholders	Aggregate number of Equity Shares purchased/ (sold)	Nature of transactions	Minimum Price (₹)	Date of Minimum price	Maximum Price (₹)	Date of Maximum price
1.	Pallavi Sinha (Trustee of RKS JV Trust)	(2,000)	Sale	284.00	March 12, 2026	293.35	March 12, 2026
2.	Vishan Narain Khanna	2,500	Purchase	278.00	March 13, 2026	289.00	March 13, 2026
3.	Arvind Kumar Prasad	(6,000)	Sale	367.00	May 4, 2026	418.85	May 4, 2026
4.	Brajesh Kumar	(2,250)	Sale	395.25	May 7, 2026	403.00	May 7, 2026
5.	Brajesh Kumar	4,000	ESOP Allotment$	N.A.	N.A.	N.A.	N.A.
6.	Pushpalatha Katkuri	(1,592)	Sale	409.90	June 5, 2026	439.65	June 5, 2026
7.	Pushpalatha Katkuri	(500)	Sale	397.05	June 8, 2026	409.70	June 8, 2026
8.	Brajesh Kumar	(10,000)	Sale	415.45	June 11, 2026	444.30	June 11, 2026
9.	Pushpalatha Katkuri	(367)	Sale	422.10	June 19, 2026	441.00	June 19, 2026

$ ESOP allotment dated May 23, 2026.

9. INTENTION OF THE PROMOTERS AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

9.1. In accordance with Regulation 16(ii) of the Buyback Regulations, since the Buyback is being implemented by way of open market purchases through the Stock Exchanges, the Buyback shall not be made by the Company from the promoters and persons in control.

9.2. Further, as per Regulation 24(i)(e) of the Buyback Regulations, neither the promoters nor their associates have dealt in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters) from the date of the Board Meeting till the date of this Public Announcement and shall not deal in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters) from the date of this Public Announcement, till the closing of the Buyback offer.

9.3. Further, as per Regulation 24(i)(ea), the Equity Shares held by the Promoters and members of the promoter group including their associates, are frozen at the International Securities Identification Number (ISIN) level during the period from the date of the Board Resolution and shall remain frozen till the closing of the Buyback offer. The transfer of Equity Shares pursuant to invocation of encumbrances created prior to the commencement of Buyback, may be allowed subject to the freeze on such Equity Shares continuing to apply pursuant to invocation of encumbrances, and also subject to the conditions as may be specified by SEBI. The operationalisation of this ISIN-level freeze mechanism is governed by the SEBI circular dated July 21, 2026 on Operationalisation of Freezing of Holdings of Promoter and Promoter Group (including their associates) at the ISIN Level under Regulation 24(i)(ea) of the Buyback Regulations, and the operational guidelines issued by the depositories pursuant thereto.

10. SUBSISTING DEFAULTS

The Company confirms that there are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of Companies Act, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any member, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

The Company further confirms that it has not defaulted in compliance with the provisions of Section 92 (annual return), Section 123 (declaration of dividend), Section 127 (punishment for failure to distribute dividend) or Section 129 (financial statements) of the Companies Act, in accordance with Section 70(1)(b) of the Companies Act.

11. COMPLIANCE WITH SECTION 68(2)(c) OF THE COMPANIES ACT AND REGULATION 24(i) OF THE BUYBACK REGULATIONS

The Company confirms that it has not undertaken any buyback of its Equity Shares or other specified securities during the period of one year immediately preceding the date of the Board Meeting. The Company further undertakes that, save as permitted under the Companies Act and the Buyback Regulations, it shall not make any further offer of buyback within a period of one year reckoned from the expiry of the Buyback period, i.e., the date on which payment of consideration to shareholders who have accepted the Buyback is made.

12. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

a. that immediately following the date of the Board Meeting, there will be no grounds on which the Company can be found unable to pay its debts;

b. as regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting.

c. In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, and the Insolvency and Bankruptcy Code, 2016, as amended.

13. REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITORS

A text of the report dated August 5, 2026, of S S Kothari Mehta & Co. LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

AUDITOR REPORT ON PERMISSIBLE CAPITAL PAYMENT

Independent Auditor's Report on the proposed buyback of equity shares pursuant to the requirements of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended.

Date: August 5, 2026

To,

The Board of Directors
SIS Limited
Annapoorna Bhawan, Telephone Exchange Road
Kurji, Patna, Bihar – 800 010

Elara Capital (India) Private Limited
One International Centre,
Tower 3, 21st Floor,
Senapati Bapat Marg,
Elphinstone Road West,
Mumbai 400 013,
Maharashtra, India

(hereinafter referred to as the **"Manager to the Buyback"**)

Sub: **Buyback of face value of Rs. 5 each ("Equity Shares") by SIS Limited (the "Company"; and the buyback of equity shares, the "Buyback").**

1. This certificate is issued in accordance with the terms of our engagement letter dated June 25, 2026 with SIS Limited (hereinafter the **"Company"**) in connection with their proposed buyback of equity shares.

2. This certificate is issued to the Board of directors of SIS Limited (hereinafter referred as **"the Company"**) in connection with their proposed buyback of equity shares. The Board of Directors of the Company (**"the Board of Directors"**) has prepared the accompanying Annexure A - Statement of permissible capital payment as at March 31, 2026 (**"the Statement"**) pursuant to the proposed buyback of equity shares approved by the Board of Directors of the Company in their meeting held on August 5, 2026 in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013, as amended and the rules made thereunder, as amended (**"the Companies Act"**) and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**"the SEBI Buyback Regulations"**).

3. The Statement contains the computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2)(c) of the Companies Act read with Regulation 4(i) of the SEBI Buyback Regulations and based on the latest audited standalone and consolidated financial statements for the year ended March 31, 2026. We have initialled the Statement for identification purposes only.

Management's Responsibilities

4. The preparation of the Statement (Annexure-A) in accordance with the requirements of section 68(2)(c) of the Companies Act and ensuring compliance with the SEBI Buyback Regulations, is the responsibility of the Board

continued on next page

of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares and will not be rendered insolvent within a period of one year from the date of the board meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

Auditor's Responsibility

6. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance on:
   6.1. Whether we have inquired into the state of affairs of the Company;
   6.2. Whether the amount of capital payment for the buyback, as stated in the Statement, is within the permissible limit and computed and properly determined in accordance with the provisions of Section 68(2)(c) read with Regulation 4(i) and Regulation 5(i)(b) of the SEBI Buyback Regulations;
   6.3. whether the Board of Directors of the Company, in its meeting held on August 5, 2026, has formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.

7. The audited standalone and consolidated financial statements as of and for the financial year ended March 31, 2026, were audited by us, on which we issued an unmodified audit opinion vide our report dated April 30, 2026. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (**"the ICAI"**). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.

8. We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' (**"Guidance Note"**), issued by ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.

10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence as per the requirement of the Guidance Note as referred to in paragraph 9 above. We have performed the following procedures:
    10.1. Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended March 31, 2026 which has been prepared by the Management of the Company and audited by us on which we have issued our audit report dated April 30, 2026.
    10.2. Examined authorisation for buyback from the Articles of Association of the Company;
    10.3. Agreed the amounts of paid-up equity share capital, securities premium account, general reserve and retained earnings as at March 31, 2026 as disclosed in the accompanying Statement, with the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2026.
    10.4. Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited standalone and consolidated financial statements of the Company as on March 31, 2026;
    10.5. Examined that all the shares for buy-back are fully paid-up;
    10.6. No borrowing has been used/availed by the Company against the aforesaid financial arrangement for fulfilling the obligations under the Buyback.
    10.7. Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) read with Regulation 4(i) of the SEBI Buyback Regulations;
    10.8. Inquired if the Board of Directors of the Company, in its meeting held on August 5, 2026 has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting i.e., August 5, 2026;
    10.9. Examined Director's declarations in respect of the buyback and solvency of the Company;
    10.10. Obtained necessary representations from the management of the Company.

Opinion

11. Based on inquiries conducted and our examination as above, and according to the information and explanations provided to us by the management of the Company we report that:
    11.1 We have inquired into the state of affairs of the Company in relation to the latest audited standalone and consolidated financial statements of the Company for the year ended March 31, 2026.
    11.2 The permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) of the Companies Act read with Regulation 4(i) of the SEBI Buyback Regulations, based on the audited standalone and consolidated financial statements for the year ended March 31, 2026; and
    11.3 The Board of Directors, in their meeting held on August 5, 2026 have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting i.e., August 5, 2026 and we are not aware of anything to indicate that the opinion expressed by the directors in the declaration as to any of the matters mentioned in the declaration of insolvency is unreasonable in the circumstances as of date of declaration.

Restriction on Use

12. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this certificate in the documents pertaining to the buy back, pursuant to the requirements of the SEBI Buyback Regulations, to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buyback Regulations, the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable, and for providing to the Manager to the Buyback.

13. This certificate can be relied on by the manager to the Buyback and the legal counsel appointed by the company in relation to the Buyback.

Yours faithfully,

For and on behalf of
S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm Registration No: 000756N/N500441

Sd/-
Naveen Aggarwal
Partner
Membership No.: 094380
UDIN: 26094380UWUZNW2847
Place: New Delhi
Date: August 5, 2026

ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2)(c) of the Companies Act, 2013, as amended (**"the Companies Act"**) and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**"SEBI Buyback Regulations"**), based on annual audited standalone and consolidated financial statements as at March 31, 2026.

(Amount in ₹crore)

Particulars as on 31 March 2026	Consolidated	Standalone
A. Paid-up Equity Share Capital 14,12,72,159 equity shares of ₹5/- each fully paid up	70.64	70.64
B. Free Reserves*		
Securities premium	9.70	22.39
Retained earnings	2,194.44	909.59
General reserve	31.85	58.19
Total Free Reserves	**2,235.99**	**990.17**
Total of Paid-up Equity Share Capital and Free Reserves (A+B)	**2,306.63**	**1,060.81**
Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the total paid-up equity capital and free reserves)	576.66	265.20
Amount approved by the Board of Directors in the meeting held on August 5, 2026 approving buyback	106.00	
Buyback size as a percentage of total paid-up Equity Share Capital and Free reserves	4.60%	9.99%

**Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.*

Note: The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2026 for buyback of equity shares is based on the amounts appearing in the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2026. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from time to time.

For and on behalf of SIS Limited

Sd/-

Brajesh Kumar
Chief Financial Officer

Date: August 5, 2026

Unquote

15. **PRIOR APPROVAL OBTAINED FROM THE LENDERS OF THE COMPANY IN CASE OF A BREACH OF ANY COVENANT WITH SUCH LENDER(S).**
    The Company has obtained consent from its lenders and it is confirmed that there is no breach of any covenant with such lenders

Part B - Disclosures in accordance with Schedule IV of the Buyback Regulations.

1. **DATE OF BOARD APPROVAL FOR THE BUYBACK**
   The Buyback has been approved by the Board in the Board Meeting held on August 5, 2026. Further, since the Maximum Buyback Size is not more than 10% of the total paid-up Equity Share capital and free reserves of the Company in accordance with the proviso to the Section 68(2)(b) of the Act, approval from the shareholders of the Company is not required.

2. **MINIMUM AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK, SOURCES OF FUNDS, AND COST OF FINANCING THE BUYBACK**

2.1. The indicative maximum number of Equity Shares at the Maximum Buyback Price and the Maximum Buyback Size bought back would be 22,15,256 (Twenty Two Lakhs Fifteen Thousand Two Hundred and Fifty Six only) Equity Shares, comprising approximately 1.57 % of the paid-up equity share capital of the Company. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the Maximum Buyback Shares but, will always be subject to the Maximum Buyback Size.

2.2. The actual number of Equity Shares bought back will depend upon the actual price, excluding the Transaction Costs, paid for the Equity Shares bought back, and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in existing number of Equity Shares would depend upon the price at which the Equity Shares of the Company are traded at the Stock Exchanges as well as the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.

2.3. Further, the Company shall utilise at least 75% of the Maximum Buyback Size for the Buyback i.e., ₹79.50 Crores (Rupees Seventy Nine Crores and Fifty Lakhs only) (excluding Transaction Costs) (**"Minimum Buyback Size"**). Further, the Company shall utilize a minimum of 40% of the amount earmarked for the Buyback i.e. ₹42.40 Crores (Rupees Forty Two Crores and Forty Lakhs only) within the initial half of the sixty-six working days from the date of the opening of the Buyback.

2.4. Based on the Minimum Buyback Size and Maximum Buyback Price, the Company would purchase a minimum of 16,61,442 (Sixteen Lakhs Sixty One Thousand Four Hundred and Forty Two only) Equity Shares. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of the Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. However, the Maximum Buyback Shares will not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company.

2.5. The Buyback (including the Transaction Costs) will be funded out of the internal accruals of the Company including free reserves, and/or such other sources as may be permitted by the Buyback Regulations and the Companies Act, and on such terms and conditions as the Board may deem fit. Borrowed funds from banks and financial institutions will not be used for the Buyback. In terms of Section 69 of the Act, the Company shall transfer from its free reserves a sum equal to the face value of the equity shares bought back through the Buyback to the Capital Redemption Reserve Account, and the details of such transfer shall be disclosed in its subsequent audited financial statements.

3. **PROPOSED TIMETABLE FOR THE BUYBACK**

Activity	Date
Date of Board resolution approving Buyback	August 5, 2026
Date of publication of the Public Announcement	August 7, 2026
Date of opening of the Buyback	August 13, 2026
Acceptance of Equity Shares accepted in dematerialised mode	Upon the relevant pay-out by the Stock Exchanges
Extinguishment of Equity Shares	The Equity Shares (in dematerialised form) will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, and the bye-laws, the circulars and guidelines framed thereunder. The Company shall ensure that all Equity Shares bought back are extinguished within seven working days of the expiry of the Buyback period
Last date for the completion of the Buyback	Earlier of: a) sixty-six working days i.e. November 20, 2026 from the date of the opening of the Buyback; or b) when the Company completes the Buyback by deploying the amount equivalent to the Maximum Buyback Size; or c) at such earlier date as may be determined by the Board (including a committee thereof, constituted by the Board or persons nominated by the Board / committee to exercise its powers, and / or the powers conferred by the Board resolution in relation to the Buyback), after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back), however, that all payment obligations relating to the Buyback shall be completed before the last date for the Buyback.

4. **PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK**

4.1. The Buyback is open to all shareholders of the Company holding Equity Shares in dematerialised form (**"Demat Shares"**). Shareholders holding Equity Shares in physical form can participate in the Buyback after such Equity Shares are dematerialized by approaching depository participant.

4.2. Further, as required under the Companies Act and Buyback Regulations, the Company will not Buyback Equity Shares which are partly paid-up, the Equity Shares with call-in-arrears, locked-in Equity Shares or non-transferable Equity Shares, until they become fully paid-up, or until the pendency of such lock-in, or until the time such Equity Shares become freely transferable, as applicable.

4.3. The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges, by the order matching mechanism except "all or none" order matching system, as provided under the Buyback Regulations and price-time priority-based order matching principle, as provided under Stock Exchange Circulars, in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2026 dated July 1, 2026 and in accordance with the SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, Operational Guidance - Amendment to Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018.

4.4. For the implementation of the Buyback, the Company has appointed Elara Securities (India) Private Limited as the registered broker (**"Company's Broker"**) through whom the purchases and settlements on account of the Buyback would be made by the Company.

The contact details of the Company's Broker are as follows:

ElaraCapital

Elara Securities (India) Private Limited
One International Centre, Tower 3, 21st Floor, Senapati Bapat Marg, Elphinstone Road West,
Mumbai 400 013, Maharashtra, India
Telephone number: + 91 22 6164 8599
Email: eq.ops@elaracapital.com
Contact Person: Sujit Samantaray

4.5. The Equity Shares are traded in dematerialised mode under the trading codes SIS at NSE and 540673 at BSE. The ISIN of the Equity Shares of the Company is INE285J01028.

4.6. The Company shall, commencing from August 13, 2026 (i.e., the date of opening of the Buyback), place "buy" orders on the Stock Exchanges on the normal trading segment under BO series to Buyback the Equity Shares through the Company's Broker, in such quantity and at such price which will be in accordance with Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2026 dated July 1, 2026 (effective from August 1, 2026), SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, Operational Guidance - Amendment to Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 and the Stock Exchange Circulars, not exceeding the Maximum Buyback Price of ₹478.50 per Equity Share, as it may deem fit.

4.7. **Procedure for Buyback of Demat Shares:** Beneficial owners holding Demat Shares who desire to sell their Equity Shares in the Buyback, would have to do so through their stock broker, who is a registered member of the Stock Exchanges by indicating to their broker the details of the Equity Shares they intend to sell whenever the Company has placed a "buy" order for Buyback of the Equity Shares. The Company shall place a "buy" order for Buyback of Demat Shares, by indicating to the Company's Broker, the number of Equity Shares it intends to buy along with a price for the same. The trade would be executed at the price at which the order matches the price offered by the beneficial owners and that price would be the Buyback price for that beneficial owner. The execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the Company's Broker in accordance with the requirements of the Stock Exchanges and SEBI. Orders for Equity Shares can be placed on the trading days of the Stock Exchanges. The Company is under no obligation to place "buy" order on a daily basis. The orders for buying back the Equity Shares will be placed on normal trading segment of Stock Exchanges atleast once a week.

4.8. It may be noted that a uniform price would not be paid to all the shareholders / beneficial owners pursuant to the Buyback and that the same would depend on the price at which the trade with that particular shareholder / beneficial owner was executed on the Stock Exchanges.

4.9. **Procedure for Buyback of Physical Shares:** As per the proviso to regulation 40(1) of Listing Regulations read with master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities dated November 11, 2024, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository ("LODR Amendment"). In light of the LODR Amendment, the Company shall not accept the Equity Shares offered under the Buyback unless such Equity Shares are in dematerialised form.

ACCORDINGLY, ALL SHAREHOLDERS OF THE COMPANY HOLDING EQUITY SHARES IN PHYSICAL FORM AND DESIROUS OF OFFERING THEIR EQUITY SHARES IN THE BUYBACK ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED. IN CASE ANY ELIGIBLE SHAREHOLDER HAS SUBMITTED EQUITY SHARES IN PHYSICAL FORM FOR DEMATERIALIZATION, SUCH ELIGIBLE SHAREHOLDERS SHOULD ENSURE THAT THE PROCESS OF DEMATERIALIZATION IS COMPLETED WELL IN TIME SO THAT THEY CAN PARTICIPATE IN THE BUYBACK BEFORE BUYBACK CLOSING DATE.

4.10. Shareholders are requested to get in touch with the Manager to the Buyback or the Company's Broker or the Registrar and Share Transfer Agent of the Company to clarify any doubts in the process.

4.11. Subject to the Company purchasing Equity Shares for an amount equivalent to the Minimum Buyback Size i.e. ₹79.50 Crores (Rupees Seventy Nine Crores and Fifty Lakhs only), nothing contained herein shall create any obligation on the part of the Company or the Board to Buyback any additional Equity Shares or confer any right on the part of any shareholder to have any Equity Shares bought back, even if the Maximum Buyback Size has not been reached, and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, to the extent permissible by law. The Company is under no obligation to utilize the entire amount of Maximum Buyback Size or buy the Maximum Buyback Shares. However, if the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size or is not able to utilize a minimum of 40% of the amount earmarked for the Buyback within the initial half of the sixty six working days from the date of the opening of the Buyback, except for the reasons mentioned in the Buyback Regulations, the amount held in the escrow account (up to a maximum of 2.5% of the Maximum Buyback Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.

4.12. The Company shall submit the information regarding the Equity Shares bought back by it to the Stock Exchanges on a daily basis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website (www.sisindia.com) on a daily basis.

4.13. Eligible shareholders who intend to participate in the Buyback should consult their respective tax advisors for applicable taxes.

5. **METHOD OF SETTLEMENT**

5.1. **Settlement of Demat Shares:** The Company will pay consideration for the Buyback to the Company's Broker on or before every pay-in date for each settlement, as applicable to Stock Exchanges where the transaction is executed. The Company has opened a depository account (**"SIS Limited Buyback Demat Account"**) with Elara Securities (India) Private Limited for the purpose of Buyback. The Equity Shares bought back in the demat form would be transferred directly to the escrow account of the Company i.e. SIS Limited Buyback Demat Account. Demat Shares bought back by the Company will be transferred into the SIS Limited Buyback Demat Account by the Company's Broker, on receipt of such Demat Shares and after completion of the clearing and settlement obligations of the Stock Exchanges. Beneficial owners holding Demat Shares would be required to transfer the number of such Demat Shares sold to the Company pursuant to the Buyback, in favour of their stock broker through whom the trade was executed, by offering the delivery instruction slip to their respective depository participant (**"DP"**) for debiting their beneficiary account maintained with the DP and crediting the same to the broker's pool account as per procedure applicable to normal secondary market transactions. The beneficial owners would also be required to provide to the Company's Broker, copies of all statutory consents and approvals required to be obtained by them for the transfer of their Equity Shares to the Company as referred to in paragraph 13 of Part B.

5.2. **Extinguishment of Demat Shares:** The Demat Shares bought back by the Company shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 and the bye-laws, the circulars, and guidelines framed thereunder, each as amended from time to time, in the manner specified in the Buyback Regulations and the Companies Act. The Company undertakes to ensure that all Demat Shares bought back by the Company are extinguished within seven working days from the expiry of the Buyback period.

5.3. Consideration for the Equity Shares bought back by the Company shall be paid only by way of cash through normal banking channel.

6. **BRIEF INFORMATION ABOUT THE COMPANY**

6.1. SIS Limited was incorporated on January 2, 1985, as Security and Intelligence Services (Eastern India) Private Limited under the Companies Act, 1956. The registered office of the Company is located at Annapoorna Bhawan, Telephone Exchange Road, Kurji, Patna - 800 010, Bihar, India. Subsequently, the name of the Company has been changed from Security and Intelligence Services (Eastern India) Private Limited to Security and Intelligence Services (India) Private Limited, pursuant to fresh certificate of incorporation for change of name dated May 27, 1992. Thereafter, the name of the Company has changed from Security and Intelligence Services (India) Private Limited to Security and Intelligence Services (India) Limited, pursuant to fresh certificate of incorporation for change of name dated July 29, 1993. Further, the name of the Company has been changed from Security and Intelligence Services (India) Limited to SIS Limited pursuant to the certificate of incorporation issued by the Ministry of Corporate Affairs, Registrar of Companies, dated January 13, 2021. The Equity Shares of the Company are listed since August 10, 2017, on the Stock Exchanges.

6.2. SIS Limited provides integrated business support services, offering security, cash logistics, and facility management solutions across India, Australia, New Zealand, and Singapore. Its security portfolio includes trained guarding personnel, technology-enabled security, e-surveillance, system integration, alarm monitoring, and emergency response services. The Company also provides electronic security and home alarm monitoring solutions in India. Its cash logistics business delivers secure cash transportation, ATM management, cash processing, doorstep banking, and vault services. Additionally, the Company offers integrated facility management services, including cleaning, maintenance, pest control, and facility operations. These services are supported by skilled manpower, advanced technology, and efficient processes to deliver reliable and customized solutions to clients across diverse industries.

6.3. SIS Limited has a widespread branch network consisting of over 370 branches in India, which spreads across more than 600 districts in India. The Company has employed over 3,00,000 personnel in India and rendered security and facility management services at over 61,000 customer premises across India. In its international operations, the Company operates across Australia, Singapore and New Zealand and employed more than 10,000 personnel as of March 31, 2026. Its widespread branch network enables servicing a large number of customer premises and render customized services across India and international markets.

7. **FINANCIAL INFORMATION ABOUT THE COMPANY**

7.1. The selected financial information of the Company on a standalone basis, as extracted from the un-audited limited review standalone financial results and other financial information for the three months period ended June 30, 2026 and audited standalone financial statements for the last three financial years ended March 31, 2026, 2025 and 2024 is given below:

(₹ in crore)

Particulars	Un-audited (Limited Review) (IND-AS)	Audited (IND-AS)		
	For the three months ended June 30, 2026	Fiscal 2026	Fiscal 2025	Fiscal 2024
Revenue from Operations	1,468.10	5,456.42	4,931.04	4,541.26
Other Income	2.64	71.37	36.50	83.73
Other gain / (loss)	1.66	85.40	2.42	0.29
Total income	**1,472.40**	**5,613.19**	**4,969.96**	**4,625.28**
Total expenses (excluding finance cost, depreciation and amortization, tax and other exceptional items)	1,383.90	5,144.83	4,652.96	4,274.24
Finance cost	20.41	74.65	88.84	87.74
Depreciation	16.72	77.79	69.01	73.69
Impairment in value of investment	Nil	Nil	3.14	Nil
Exceptional items	Nil	270.15	Nil	Nil
Profit before tax (after exceptional items)	**51.37**	**45.77**	**156.01**	**189.62**
Tax expenses / (credit)	(2.52)	(55.18)	27.26	2.53
Profit / (loss) after tax	**53.89**	**100.95**	**128.75**	**187.09**
Profit attributable to:				
Owner of the Company	53.89	100.95	128.75	187.09
Other comprehensive income	1.42	77.46	(13.88)	0.26
Total comprehensive income	55.31	178.41	114.87	187.35
Paid-up equity share capital (A)	**70.65**	**70.64**	**72.18**	**72.05**
Other equity* (B)	1,066.20	1,009.19	1,075.07	956.93
Net worth* (A+B)	**1,136.85**	**1,079.83**	**1,147.25**	**1,028.98**
Non-current borrowings	287.23	289.62	336.55	253.91
Current Borrowings (including Current Portion of Long Term Borrowings)	414.91	198.08	521.85	600.64
Total debt	**702.14**	**487.70**	**858.40**	**854.55**

** Excluding revaluation reserves and miscellaneous expenditure to the extent not written off.*

Key financial ratios are as under:

(₹ in crore)

Particulars	Un-audited (Limited Review) (IND-AS)	Audited (IND-AS)		
	For the three months ended June 30, 2026	Fiscal 2026	Fiscal 2025	Fiscal 2024
Basic Earnings per equity share (in ₹)*	3.81	7.12	8.93	12.87
Diluted Earnings per equity share (in ₹)*	3.79	7.07	8.88	12.77
Book value per equity share (in ₹)	80.46	76.44	79.47	71.41
Debt / Equity Ratio	0.62	0.45	0.75	0.83
Return on net worth excluding revaluation reserves (%)*	4.74	9.35	11.22	18.18

**Ratios for the three months ended June 30, 2026 have not been annualised*

7.2. The selected financial information of the Company on a consolidated basis, as extracted from the un-audited limited review consolidated financial results and other financial information for the three months period ended June 30, 2026 and audited consolidated financial statements for the last three financial years ended March 31, 2026, 2025 and 2024 is given below:

(₹ in crore)

Particulars	Un-audited (Limited Review) (IND-AS)	Audited (IND-AS)		
	For the three months ended June 30, 2026	Fiscal2026	Fiscal2025	Fiscal2024
Revenue from Operations	4,603.58	15,981.53	13,189.04	12,261.43
Other Income	9.87	40.45	58.66	39.95
Other gain / (loss)	2.41	8.09	9.41	2.72
Total Income	**4,615.86**	**16,030.07**	**13,257.11**	**12,304.10**
Total expenses (excluding finance cost, depreciation and amortization, tax and other exceptional items)	4,396.48	15,264.91	12,585.34	11,676.97
Finance cost	58.13	174.68	160.65	148.16
Depreciation	62.50	215.44	163.78	166.33
Impairment of goodwill	Nil	Nil	305.83	65.61
Exceptional Items	Nil	290.02	Nil	Nil
Share of profit/(loss) of associates/joint ventures	7.63	31.90	25.83	24.89
Profit before tax (after exceptional items)	**106.38**	**116.92**	**67.34**	**271.92**
Tax expenses / (credit)	4.72	(20.89)	55.55	81.88
Profit / (loss) after tax	**101.66**	**137.81**	**11.79**	**190.04**
Profit attributable to:				
Owner of the Company	101.66	137.81	11.79	190.04
Other comprehensive income	15.29	245.38	(20.82)	(4.78)
Total comprehensive income	**116.95**	**383.19**	**(9.03)**	**185.26**
Paid-up equity share capital (A)	**70.65**	**70.64**	**72.18**	**72.05**
Other equity* (B)	2,593.28	2,474.63	2,335.71	2,341.49
Net worth* (A+B)	**2,663.93**	**2,545.27**	**2,407.89**	**2,413.54**
Non-current borrowings	851.56	897.09	856.95	230.05
Current Borrowings (including Current Portion of Long Term Borrowings)	771.68	538.26	644.65	1,278.55
Total debt	**1,623.24**	**1,435.35**	**1,501.60**	**1,508.60**

** Excluding revaluation reserves and miscellaneous expenditure to the extent not written off.*

Key financial ratios are as under:

(₹ in crore)

Particulars	Un-audited (Limited Review) (IND-AS)	Audited (IND-AS)		
	For the three months ended June 30, 2026	Fiscal 2026	Fiscal 2025	Fiscal 2024
Basic Earnings per equity share (in ₹)*	7.19	9.72	0.82	13.08
Diluted Earnings per equity share (in ₹)*	7.15	9.65	0.81	12.97
Book value per equity share (in ₹)	188.53	180.17	166.79	167.49
Debt / Equity Ratio	0.61	0.56	0.62	0.63
Return on net worth excluding revaluation reserves (%)*	3.82	5.41	0.49	7.87

**Ratios for the three months ended June 30, 2026 have not been annualised*

continued on next page

7.3. The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per equity share (in ₹)	Net Profit attributable to equity shareholders/ Weighted average number of equity shares outstanding
Diluted Earnings per equity share (in ₹)	Net Profit attributable to equity shareholders / Weighted average number of equity shares outstanding adjusted for the effect of dilution
Book value per equity share (in ₹)	Net Worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off) / Total number of Equity Shares subscribed outstanding
Debt / Equity Ratio	Total debt / Net Worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)
Return on net worth excluding revaluation reserves (%)	Net Profit After Tax / Net Worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)

8. DETAILS OF ESCROW ACCOUNT OPENED AND THE AMOUNT DEPOSITED THEREIN

8.1. In accordance with Regulation 20 of the Buyback Regulations and towards security for performance of its obligations under the Buyback Regulations, the Company has entered into an escrow agreement dated August 6, 2026 (**"Escrow Agreement"**) with the Manager to the Buyback and Yes Bank Limited who has been appointed as escrow banker (**"Escrow Bank"**) pursuant to which the Company has opened an escrow account (**"SIS Limited - Buyback Escrow Account 2026"**) (**"Escrow Account"**). The Company has authorized the Manager to the Buyback to operate the Escrow Account in compliance with the Buyback Regulations and the Escrow Agreement. The Company will deposit in the Escrow Account an amount in cash aggregating to ₹26.50 crores (Rupees Twenty-Six Crores and Fifty Lakhs only), being 25% of the Maximum Buyback Size in the Escrow Account (**"Escrow Amount"**) in accordance with the Buyback Regulations.

8.2. The funds in the Escrow Account may be released for making payment to the shareholders subject to at least 2.5% of the Maximum Buyback Size remaining in the Escrow Account at all points in time.

8.3. The balance lying to the credit of the Escrow Account will be released to the Company on completion of all obligations in accordance with the Buyback Regulations.

8.4. If the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size i.e. ₹79.50 Crores (Rupees Seventy Nine Crores and Fifty Lakhs only) or is not able to utilize a minimum of 40% of the amount earmarked for the Buyback i.e. ₹42.40 Crores (Rupees Forty Two Crores and Forty Lakhs only) within the initial half of the sixty six working days from the date of opening of the Buyback, except for the reasons mentioned in the Buyback Regulations, the amount held in the Escrow Account (up to a maximum of 2.5% of the Maximum Buyback Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.

9. LISTING DETAILS AND STOCK MARKET DATA

9.1. The Company's Equity Shares are listed on the BSE and NSE.

9.2. The high, low and weighted average prices for the last three years and the monthly high, low and weighted average prices for the six months preceding this Public Announcement and the corresponding volumes on BSE and NSE where equity shares of the Company are listed and traded are as follows:

BSE

Period	High (₹)*	Date of High	Number of Equity Shares traded on that day	Low (₹)*	Date of Low	No of Equity Shares traded on that day	Average Price (₹)**	Total volume of Equity Shares traded in the period
Preceding three (3) years:								
Fiscal 2026	401.20	July 31, 2025	18,275	257.40	March 23, 2026	8,096	339.79	27,50,429
Fiscal 2025	484.00	April 24, 2024	2,374	289.20	March 19, 2025	10,795	409.72	78,24,800
Fiscal 2024	560.00	January 20, 2024	83,210	320.60	April 3, 2023	7,144	439.25	20,59,734
Preceding six (6) months								
July 2026	445.75	July 15, 2026	5,587	412.30	July 1, 2026	14,982	433.61	1,42,536
June 2026	481.70	June 24, 2026	6,02,049	397.00	June 2, 2026	8,776	448.85	9,03,132
May 2026	419.60	May 4, 2026	1,69,698	367.40	May 13, 2026	2,032	403.07	2,54,901
April 2026	369.60	April 29, 2026	2,405	280.00	April 6, 2026	3,106	322.05	36,523
March 2026	308.95	March 2, 2026	6,13,931	257.40	March 23, 2026	8,096	306.02	6,63,918
February 2026	358.30	February 5, 2026	5,814	288.25	February 26, 2026	3,349	323.56	62,916

Source: www.bseindia.com

**High and low prices are based on the high and low of the daily prices.*

*** Average Price (Total Turnover / Total Traded Quantity) for all trading days during the period*

NSE

Period	High (₹)*	Date of High	Number of Equity Shares traded on that day	Low (₹)*	Date of Low	No of Equity Shares traded on that day	Average Price (₹)**	Total volume of Equity Shares traded in the period
Preceding three (3) years:								
Fiscal 2026	401.85	July 31, 2025	3,80,314	257.05	March 23, 2026	1,84,063	339.01	2,63,57,686
Fiscal 2025	484.90	April 24, 2024	51,716	287.90	March 19, 2025	1,72,063	386.01	1,89,04,923
Fiscal 2024	564.55	January 20, 2024	19,47,894	322.00	April 3, 2023	3,39,119	445.53	2,74,98,015
Preceding six (6) months								
July 2026	445.35	July 15, 2026	1,64,646	414.30	July 1, 2026	1,61,748	434.00	26,66,302
June 2026	480.95	June 24, 2026	88,66,092	396.05	June 1, 2026	4,27,620	447.63	1,36,93,607
May 2026	418.85	May 4, 2026	36,32,313	367.00	May 4, 2026	36,32,313	402.33	51,72,580
April 2026	369.90	April 29, 2026	77,956	279.90	April 6, 2026	61,833	326.57	8,94,575
March 2026	309.50	March 2, 2026	56,984	257.05	March 23, 2026	1,84,063	286.41	20,13,593
February 2026	359.00	February 5, 2026	2,05,810	288.30	February 24, 2026	1,11,904	315.86	27,71,849

Source: www.nse.com

**High and low prices are based on the high and low of the daily prices.*

***Average Price (Total Turnover / Total Traded Quantity) for all trading days during the period*

9.3. The stock prices on the Stock Exchanges on relevant dates are:

Date	Description	BSE (₹)			NSE (₹)		
		High	Low	Close	High	Low	Close
July 30, 2026	Day prior to notice of Board Meeting to consider proposal of Buyback was given to the Stock Exchanges	432.00	422.90	425.15	430.70	421.80	424.25
July 31, 2026	Day on which Notice of Board Meeting to consider proposal of Buyback was given to the Stock Exchanges	424.75	420.55	422.20	425.95	420.30	422.40
August 5, 2026	Board meeting day	436.80	424.55	431.15	434.00	425.45	430.55
August 6, 2026	First trading day post Board Meeting day	444.05	430.00	435.55	444.10	429.65	435.90

10. PRESENT CAPITAL STRUCTURE AND SHARE HOLDING PATTERN

10.1. The capital structure of the Company as on the date of this Public Announcement and the proposed capital structure of the Company post completion of the Buyback is set forth below:

(in crores)

Share Capital	Pre Buyback	Share Capital	Post Buyback*
Authorized Share Capital			
27,00,00,000 Equity Shares of ₹5/- each	135.00	27,00,00,000 Equity Shares of ₹5/- each	135.00
Issued and Subscribed Share Capital			
14,13,07,893 Equity Shares of ₹5/- each fully paid up	70.65	13,90,92,637 Equity Shares of ₹5/- each fully paid up	69.55
Paid-up Share Capital			
14,13,07,643 Equity Shares of ₹5/- each fully paid up	70.65	13,90,92,387 Equity Shares of ₹5/- each fully paid up	69.55

**Assuming that the indicative Maximum Buyback Shares are bought back. However, the shareholding post completion of the Buyback, may differ depending upon the actual number of Equity Shares bought back in the Buyback.*

10.2. The shareholding pattern of the Company as on July 31, 2026 (**"Pre-Buyback"**) and the proposed shareholding pattern of the Company post completion of the Buyback are given below:

Category of Shareholder	Pre-Buyback			Post- Buyback#		
	Number of Shareholders	Number of Equity Shares	% to the existing equity share capital	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	10,15,45,402	71.86	10	101,545,402	73.01
Foreign Investors (including Non-Resident Indians, FIIs and Foreign Mutual Funds)	958	2,23,04,484	15.78	Can not be ascertained at this stage	37,546,985	26.99
Financial Institutions / Banks & Mutual Funds promoted by Banks / Institutions	9	89,03,068	6.30			
Others (Public, Public Bodies Corporate etc.)	63,257	85,54,689	6.06			
Total	**64,234**	**141,307,643**	**100.00**		**139,092,387**	**100.00**

**The shareholding is considered as per the last weekly beneficiary position data furnished by the RTA/ depositories as on July 31, 2026.*

#Assuming that the indicative Maximum Buyback Shares are bought back. However, the shareholding post completion of the Buyback, may differ depending upon the actual number of Equity Shares bought back in the Buyback.

10.3. There are no partly paid-up or Equity Shares or calls in arrears as on the date of this Public Announcement.

10.4. There are no outstanding instruments convertible into Equity Shares, except for 2,50,544 options which are vested under the Employee Stock Option Plan, 2016 (**"ESOP"**) and are due for exercise.

10.5. No scheme of amalgamation or compromise or arrangement pursuant to the Companies Act is pending in relation to the Company as on the date of this Public Announcement.

11. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS

11.1. For the details of the aggregate shareholding of the promoters, members of the promoter group, directors of the promoters and members of the promoter group (where the promoter or the member of the promoter group is a company), directors, key managerial personnel and of persons who are in control of the Company as on the date of this Public Announcement, please refer to paragraph 8.1, 8.2 and 8.3 of Part A above.

11.2. For the details of Equity Shares sold or purchased by the persons mentioned in paragraph 11.1 above during a period of 12 months preceding the date of this Public Announcement and six months preceding the date of the Board Meeting, please refer to paragraph 8.4 and 8.5 of Part A above.

12. MANAGEMENT DISCUSSION AND ANALYSIS ON THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY

12.1. The Buyback is expected to enhance overall long-term shareholders' value for continuing shareholders, without compromising on the future growth opportunities of the Company, as well as provide an exit opportunity to the public shareholders. The Buyback is not likely to cause any material adverse impact on the earnings of the Company, except a reduction in the treasury income which the Company could have otherwise earned from investments. The Company will also bear the cost of the Buyback transaction. The Company believes that the Buyback will not impair its ability to pursue growth opportunities or meet its cash requirements for business operations.

12.2. The Buyback is proposed, considering the accumulated surplus funds available with the Company, after considering the funds required for future growth of the Company as envisaged by the Board.

12.3. The Buyback will be funded out of the internal accruals of the Company including free reserves of the Company, in accordance with Section 68(1) of the Companies Act and Regulation 4(ix) of the Buyback Regulations.

12.4. The Buyback will lead to reduction in existing Equity Shares and consequently, is expected to improve the 'earnings per share' and enhance return on equity, assuming that the Company would earn similar profits as in the past.

12.5. Pursuant to Regulation 16(ii) of the Buyback Regulations, the promoters, members of the promoter group and persons in control of the Company will not participate in the Buyback. The Buyback will not result in a change in control or otherwise affect the existing management structure of the Company.

12.6. Consequent to the Buyback (which excludes participation by the promoters, members of the promoter group and persons in control of the Company) and based on the number of Equity Shares bought back by the Company from the shareholders including resident outside India, erstwhile overseas corporate bodies, foreign portfolio investors and non-resident Indian shareholders, the shareholding pattern of the Company would undergo a change; however public shareholding shall not fall below 25% of the total fully paid up equity share capital of the Company.

12.7. In accordance with Section 68(2)(d) of the Companies Act and Regulation 4(ii) of the Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves post the Buyback based on lower of audited standalone and consolidated financial statements of the Company.

12.8. The Company shall not issue any Equity Shares or other securities including by way of bonus issue, till the date of expiry of the Buyback period in accordance with the applicable provisions of the Companies Act and the Buyback Regulations, except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares. As on the date of this Public Announcement, there are 2,50,544 vested stock options which are outstanding under the Employee Stock Option Plan, 2016 ("ESOP") of the Company. The eligible employees may exercise such vested stock options in accordance with the terms of ESOP, and the Company may allot 2,50,544 Equity Shares pursuant to such exercise. Consequently, the paid-up equity share capital of the Company may change due to the exercise of vested stock options and the allotment of Equity Shares thereunder.

12.9. The Company shall not make any further issue of the same kind of shares or other securities including allotment of new shares or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares. Further, unless otherwise specifically permitted by any relaxation circular issued by SEBI, in accordance with Regulation 24(i)(f) of the Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the Buyback period, except in discharge of its subsisting obligations.

12.10. Unless otherwise determined by the Board or Buyback Committee or as may be directed by the Appropriate Authorities, the Buyback will be completed within a maximum period of sixty-six working days from the date of opening of the Buyback. In accordance with Buyback Regulations, the Company shall not withdraw the Buyback once this Public Announcement has been made.

13. STATUTORY APPROVALS

13.1. Pursuant to Sections 68, 69 and 70 and all other applicable provisions of the Act and applicable rules thereunder and the provisions of the Buyback Regulations and the Articles of Association of the Company, the Company has obtained the Board approval as mentioned above.

13.2. The Buyback from each shareholder is subject to all statutory consents and approvals as may be required by such shareholder under applicable laws and regulations. The shareholders shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India and / or SEBI, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. Shareholders would be required to provide copies of all such consents and approvals obtained by them to the Company's Broker.

13.3. The shareholders shall be solely responsible for determining the requirements for, and obtaining all such statutory consents and approvals under the provisions of the Companies Act, the Buyback Regulations, Foreign Exchange Management Act, 1999 (**"FEMA"**) (including, without limitation the approvals from the Reserve Bank of India and/or the SEBI, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. Shareholders would be required to provide copies of all such consents and approvals obtained by them to the Company's Broker.

13.4. To the best of the knowledge of the Company, no other statutory approvals are required by it for the Buyback as on the date of this Public Announcement. Subject to the obligation of the shareholders to obtain the consents and approvals necessary for transfer of their Equity Shares to the Company as set out in paragraph 13.3 of Part B above, the Company shall obtain such statutory approvals as may be required, from time to time, if any, for completion of the Company's obligations in relation to the Buyback.

14. COLLECTION AND BIDDING CENTERS

The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges using their nationwide trading terminals. Therefore, the requirement of having collection centres and bidding centres is not applicable.

15. COMPLIANCE OFFICER

Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e., 10:00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and public holidays.

Pushpalatha Katkuri
Company Secretary and Compliance Officer
SIS Limited
A – 28 & 29, Pocket A, Okhla Phase I, Okhla Industrial Estate, New Delhi - 110 020, Delhi, India
Telephone number: +91 80 2559 0801
E-mail: shareholders@sisindia.com

16. REGISTRAR TO THE BUYBACK AND INVESTOR SERVICE CENTRE

The Company has designated the following as Investor Service Center for the Buyback who is also the registrar & transfer agent to the Buyback ("Registrar"):

MUFG MUFG Intime

MUFG INTIME INDIA PRIVATE LIMITED
(FORMERLY LINK INTIME INDIA PRIVATE LIMITED)
Address: C-101, 247 Park, 1st Floor, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India
Telephone number: +91 8108114949
Contact Person: Ms. Shanti Gopalkrishnan
Email: linkcs@linkintime.co.in
Investor Grievance Id: investor.helpdesk@in.mpms.mufg.com
Website: www.in.mpms.mufg.com
SEBI Registration No.: INR000004058
Validity Period: Permanent
CIN: U67190MH1999PTC118368

17. MERCHANT BANKER / MANAGER TO THE BUYBACK

The Company has appointed the following as Merchant Banker / Manager to the Buyback:

ElaraCapital

Elara Capital (India) Private Limited
One International Centre, Tower 3, 21st Floor, Senapati Bapat Marg, Elphinstone Road West,
Mumbai 400 013, Maharashtra, India
Telephone number: + 91 22 6164 8599
Email: sis.buyback@elaracapital.com
Contact Person: Astha Daga
Website: www.elaracapital.com
SEBI Registration No.: INM000011104
CIN: U65993MH2006PTC164708

18. DIRECTORS' RESPONSIBILITY

As per Regulation 24(1)(a) of the Buyback Regulations, the Board of Directors of the Company, in their capacity as directors, accept full and final responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback and confirm that this Public Announcement contains true, factual and material information and does not contain any misleading information. This Public Announcement is issued under the authority of the Buyback Committee in terms of the resolution dated August 6, 2026.

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

Sd/-	Sd/-	Sd/-
Name: Rituraj Kishore Sinha	**Name:** Arvind Kumar Prasad	**Name:** Pushpalatha Katkuri
Designation: Managing Director	**Designation:** Whole-time Director	**Designation:** Company Secretary and Compliance Officer
DIN: 00477256	**DIN:** 02865273	
Place: New Delhi	Place: New Delhi	Place: New Delhi
Date: August 6, 2026	Date: August 6, 2026	Date: August 6, 2026

CONCEPT

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT A MEETING OF THE BOARD OF DIRECTORS ("BOARD") OF SIS LIMITED ("COMPANY") HELD ON WEDNESDAY, AUGUST 5, 2026, AT A-28 & 29, OKHLA INDUSTRIAL AREA, PHASE – I, NEW DELHI – 110 020

Sub: <u>Approval of the proposal for buyback of the equity shares of the Company, including matters related/incidental thereto ("Buyback")</u>

a) <u>Approval of Buyback</u>

"**RESOLVED THAT** pursuant to the provisions of Article 28 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions of the Companies Act, 2013 ("**Companies Act**") and applicable rules made thereunder and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**Buyback Regulations**") (including any statutory amendment(s), modification(s) or re-enactments thereof from time to time) and subject to such other approvals, permissions, consents, exemptions and sanctions as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, exemptions, and sanctions, which may be agreed to by the Board of Directors of the Company (the "**Board**" which expression shall be deemed to include any committee constituted by the Board and/or officials, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution), approval of the Board of Directors be and is hereby accorded for the buyback of fully paid up equity shares of the Company having a face value of ₹5/- each ("**Equity Share(s)**") by the Company from the shareholders/beneficial owners of the Company (other than those who are promoters, members of the Promoter Group or persons in control), at a price not exceeding ₹478.50 (Indian Rupees Four Hundred Seventy-Eight and Fifty Paise only) per Equity Share ("**Maximum Buyback Price**") payable in cash from the open market through stock exchanges (i.e. through the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**"), (together "**Stock Exchanges**") out of free reserves or such other sources as permitted by law, for an amount not exceeding ₹106.00 Crores (Indian Rupees One Hundred and Six Crores only) ("**Maximum Buyback Size**") excluding any expenses incurred or to be incurred for the Buyback, viz. brokerage, advisor's fees, intermediaries' fees, public announcement publication fees, filing fees, turnover charges, applicable taxes such as tax on distributed income on buyback, securities transaction tax, goods and services tax, income tax, stamp duty and other incidental and related expenses, etc. ("**Transaction Costs**") representing 9.99% and 4.60% of the total paid-up equity share capital and free reserves (including securities premium account) as per the audited standalone financial statements and audited consolidated financial statements for the financial year ended March 31, 2026 (being the latest audited financial statements of the Company), which is within the maximum amount allowed under the Companies Act and the Buyback Regulations, (hereinafter referred to as "**Buyback**").

RESOLVED FURTHER THAT at the Maximum Buyback Price i.e., ₹478.50 (Indian Rupees Four Hundred Seventy-Eight and Fifty Paise only) per Equity Share and for the Maximum Buyback Size i.e ₹106.00 Crores (Indian Rupees One Hundred and Six Crores only), the indicative maximum number of Equity Shares proposed to be bought back are 22,15,256 (Twenty-Two Lakh Fifteen Thousand Two Hundred Fifty-Six only) Equity Shares ("**Maximum Buyback Shares**"). and if the Equity Shares bought back shall be at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back may exceed the indicative Maximum Buyback Shares (assuming full deployment of the Maximum Buyback Size), but shall always be subject to the Maximum Buyback Size.

RESOLVED FURTHER THAT unless otherwise permitted under applicable law, the Company shall utilize at least 75% of the Maximum Buyback Size ("**Minimum Buyback Size**") towards the Buyback and the Company will accordingly purchase an indicative minimum of 16,61,442 (Sixteen Lakh Sixty-One Thousand Four Hundred and Forty-Two only) Equity Shares based on the Minimum Buyback Size and the Maximum Buyback Price ("**Minimum Buyback Shares**").

RESOLVED FURTHER THAT such Buyback be met out of the balances in free reserves, current surplus and / or cash and cash equivalents and / or internal accruals and / or liquid resources and / or such other permissible sources of funds of the Company, as permitted under the Companies Act and the Buyback Regulations and the Buyback shall be implemented from the open market through the stock exchange mechanism in such manner as may be prescribed under the Companies Act and the Buyback Regulations and on such terms and conditions as the Board or the Buyback Committee (defined below) may deem fit.

RESOLVED FURTHER THAT the Buyback would be subject to compliance with the minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**").

RESOLVED FURTHER THAT a Buyback Committee comprising of the following members:

S. No.	Name	Designation
1	Mr. Rituraj Kishore Sinha, Managing Director	Member
2	Mr. Arvind Kumar Prasad, Whole-Time Director	Member
3	Mr. Uday Singh, Independent Director	Member

be and is hereby, constituted and the powers of the Board in respect of the Buyback be delegated to the Committee ("**Buyback Committee**") and each member of the Buyback Committee, be and are hereby severally authorised to do all such acts, deeds and things, as may be necessary, expedient or proper in connection with the implementation of the Buyback, including but not limited to the following:

(a) finalizing the terms of the Buyback, including the aggregate amount to be utilized for the Buyback (subject to the Maximum Buyback Size), the price (subject to the Maximum Buyback Price) and the number of Equity Shares to be bought back within the statutory limits, schedule of activities, opening and closing date of the Buyback, time frame for completion of the Buyback, and making any amendment(s) and modification(s) to such terms as may be prescribed by the Appropriate Authorities;

(b) opening, operating and closing all necessary accounts including bank accounts, depository accounts, escrow accounts, fixed deposit accounts, if any, as per applicable law for the purpose of the Buyback and authorizing persons to operate the said accounts;
(c) entering into escrow arrangements as may be required under the Buyback Regulations;
(d) arranging for bank guarantees and/ or transfer of cash to the escrow account as may be necessary for the Buyback in accordance with applicable law;
(e) preparing, executing, approving and filing various documents as may be necessary or desirable in connection with or incidental to the Buyback including the public announcement, certificates regarding extinguishment of Equity Shares and post-completion advertisement, which are required to be filed in connection with the Buyback on behalf of the Board;
(f) signing, executing and delivering such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RoC, Stock Exchanges, depositories and/or other Appropriate Authorities;
(g) appointment of legal advisor, depository participants and other intermediaries. agencies, advisors, independent chartered accountant, practicing company secretary, advertising agencies, consultants or representatives and to decide and settle the remuneration for all such intermediaries/ agencies/ persons, statutory auditor's certification fees, payment to Registrars including payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
(h) making all necessary applications, providing all necessary information and documents to, and representing the Company before third parties, including, statutory auditors, in relation to the Buyback;
(i) creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
(j) taking all actions for obtaining all necessary certificates, consents and reports from statutory auditors and other third parties (including lenders) as required under applicable law or contractually;
(k) proposing and accepting any change(s) or modification(s) in the Buyback mechanism and the documents connected with the Buyback including a reduction in the Buyback offer period, as may be deemed fit and necessary in compliance with applicable law;
(l) taking all actions for the extinguishment of Equity Shares bought back by the Company pursuant to the Buyback;
(m) settling and resolving any queries or difficulties raised by SEBI, Stock Exchanges, RoC and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buyback;
(n) taking any other action as may be necessary which are incidental and connected with the completion of the Buyback; and
(o) delegating all or any of the authorities conferred above to any executive, officer and/or representative of the Company, in order to give effect to the Buyback.

RESOLVED FURTHER THAT Ms. Pushpalatha Katkuri, Company Secretary and Compliance Officer, shall act as secretary to the Buyback Committee.

RESOLVED FURTHER THAT the quorum for a meeting of the Buyback Committee for implementing the Buyback shall be presence of any two members and the Buyback Committee may regulate its own proceedings and meet as often as required, to discharge functions.

RESOLVED FURTHER THAT the Buyback Committee shall have power and authority to delegate all or any of the authorities conferred upon it to any officer(s) and/or representatives of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation/sub-delegation of authority from time to time.

RESOLVED FURTHER THAT as required under the provisions of section 68(6) of the Companies Act, the draft declaration of solvency along with an affidavit as placed before the Board be and is hereby approved for filing with the ROC and SEBI and that Mr. Rituraj Kishore Sinha, Managing Director, and Mr. Arvind Kumar Prasad, Whole-Time Director, be and are hereby, severally authorized to sign the same on behalf of the Board.

RESOLVED FURTHER THAT the Board hereby confirms that the Board has made a full enquiry into the affairs and prospects of the Company and that based on such full inquiry conducted into the affairs and prospects of the Company, the Board has formed an opinion that:

i. Immediately following the date of this Board meeting, there will be no grounds on which the Company can be found unable to pay its debts;
ii. As regards the Company's prospects for the year immediately following the date of this Board meeting approving the Buyback, and having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board Meeting; and
iii. In forming the opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company is being wound up under the provisions of the Companies Act and the Insolvency and Bankruptcy Code, 2016.

RESOLVED FURTHER THAT Elara Capital (India) Private Limited (hereinafter referred to as "Manager"), be and is hereby appointed as the manager to the proposed Buyback to inter-alia carry out activities as manager under the Buyback Regulations, on such terms and conditions as mutually decided.

RESOLVED FURTHER THAT the Company shall, before making the public announcement, create an escrow account, either in form of bank guarantee or cash including bank deposit or deposit of frequently traded and freely transferable equity shares or other freely transferable securities with appropriate margin with the merchant banker or government securities or units of mutual funds invested in gilt funds and overnight schemes or a combination thereof, towards security performance of its obligations as may be prescribed under the Act and the Buyback Regulations and, on such terms and conditions as the Board or the Buyback Committee thereof may deem fit.

RESOLVED FURTHER THAT Elara Securities (India) Private Limited, be and is hereby appointed as the registered broker to the Company ("**Broker**") to execute the trades for the Buyback on the floors of BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") and the Company shall use a trading account in the name of "**SIS Limited**" with the Broker in relation to the proposed Buyback.

RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buyback Regulations, MUFG Intime India Private Limited, be and is hereby appointed as the investor service centre for the purpose of the proposed Buyback.

RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buyback Regulations, Ms. Pushpalatha Katkuri, be and is hereby appointed as the Compliance Officer for the Buyback.

RESOLVED FURTHER THAT the Buyback shall close as the Board or the Buyback Committee may deem fit, but which shall not be longer than sixty-six working days from the date of opening of the Buyback or such other period as may be permitted under the Companies Act and/or Buyback Regulations or as may be directed by the Appropriate Authorities.

RESOLVED FURTHER THAT after the Company has deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back), the Board or the Buyback Committee, in its absolute discretion, may close the Buyback by giving appropriate notice for such closure and on completing all formalities in this regard, in accordance with the Companies Act and/or Buyback 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 Equity Shares or other specified securities;
    i. Through any subsidiary company including its own subsidiary companies; and
    ii. Through any investment company or group of investment companies;
(b) There are no defaults (either in past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest 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 as the case may be; and
(c) The Company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Companies Act.

RESOLVED FURTHER THAT confirmation is hereby made by the Board that:

(a) All the Equity Shares for Buyback are fully paid-up;

(b) The Company shall not issue any Equity Shares or other securities including by way of bonus issue from the date of this resolution till the expiry of the Buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made in accordance with the Companies Act, 2013 and the Buyback Regulations, except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;

(c) The Company as per provisions of Section 68(8) of the Companies Act, 2013 shall not make any further issue of the same kind of Equity Shares or other securities within a period of six months after the completion of Buyback except by way of a bonus issue or in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

(d) Unless otherwise as may be specifically permitted under any relaxation circular issued by SEBI, as per Regulation 24(1)(f) of the Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the Buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations;

(e) The Company shall not Buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

(f) The Maximum Buyback Size of ₹106.00 Crores (Indian Rupees One Hundred and Six Crores only) does not exceed 10% of the total paid-up equity share capital and free reserves (including securities premium) based on both the audited standalone financial statements and the audited consolidated financial statements of the Company as on March 31, 2026 and hence in compliance with the requirements under Regulation 4(iv) of the Buyback Regulations;

(g) The indicative Maximum Equity Shares proposed to be bought back at the Maximum Buyback Size and Maximum Buyback Price under the Buyback i.e. 22,15,256 (Twenty-Two Lakh Fifteen Thousand Two Hundred Fifty-Six only), does not exceed 25% of the total number of outstanding Equity Shares of the Company. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size;

(h) There are no pending schemes of amalgamation or compromise or arrangement pursuant to the Act (“**Scheme**”) involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;

(i) The Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the Buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the Buyback Regulations;

(j) The Company shall not withdraw the Buyback offer after the public announcement of the Buyback is made and published in the newspaper;

(k) The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and/or Buyback Regulations and any other applicable laws;

(l) The Company shall not utilize any borrowed funds, whether secured or unsecured, of any form or nature, from banks or financial institutions for the purpose of buying back its Equity Shares tendered in the Buyback; The Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the Buyback Regulations;

(m) The Company will not buyback Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in, or until the Equity Shares become transferable, as applicable;

(n) The Company shall not accept the Equity Shares tendered under the Buyback unless such Equity Shares are in dematerialised form;

(o) The consideration of the Buyback shall be paid by the Company only in cash;

(p) The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice of its paid-up capital and free reserves, based on both the audited standalone financial statements and the audited consolidated financial statements of the Company as on March 31, 2026;

(q) The Company shall submit the information regarding the Equity Shares bought back by it to the BSE and NSE on a daily basis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website on a daily basis;

(r) The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

(s) The Buyback will be implemented by the Company by way of open market purchases through the BSE and NSE, through the order matching mechanism except "all or none" order matching system, as provided under the Buyback Regulations;

(t) As per Regulation 16(ii) of the Buyback Regulations, the Buyback of Equity Shares shall not be made from promoters or persons in control of the Company. Further, as per Regulation 24(i)(e) of the Buyback Regulations, neither the promoters nor their associates shall deal in the Equity Shares or other specific securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters) from the date of passing of this Board meeting resolution till the completion of the Buyback. The Equity Shares held by the promoter and promoter group including their associates, shall remain frozen at the International Securities Identification Number (ISIN) level during the period from the date of passing of this Board Resolution, till the closing of the offer;

(u) The Equity Shares bought back by the Company will be compulsorily extinguished and will not be held for reissuance;

(v) The Equity Shares bought back by the Company will be extinguished and/or physically destroyed as may be applicable in the manner prescribed under the Buyback Regulations and the Companies Act;

(w) The statements contained in all the relevant documents in relation to the Buyback shall be true, material and factual shall not contain any mis-statements or misleading information;

(x) The Buyback shall not result in delisting the Equity Shares from the Stock Exchanges;

(y) The Company shall not buyback out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities; and

(z) It is confirmed that there is not breach of the covenants as per the lenders agreements on the loans taken and the consent of lenders in this regard has been obtained by the Company.

RESOLVED FURTHER THAT the Buyback from shareholders/ beneficial owners who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and such shareholders shall be responsible for obtaining such approvals, if applicable.

RESOLVED FURTHER THAT assuming the consummation of the proposed Buyback, it would not result in any change in control or management of the Company.

RESOLVED FURTHER THAT the Company Secretary and Compliance Officer be and is hereby authorised to (i) maintain a register of Equity Shares bought back wherein details of Equity Shares bought back be entered including consideration paid for the Equity Shares bought back, date of extinguishing of Equity Shares and such other particulars as may be prescribed in relation to the Buyback, and (ii) authenticate the entries made in the said register.

RESOLVED FURTHER THAT the particulars of the Equity Shares extinguished shall be furnished by the Company to NSE and BSE within seven days of such extinguishment and the dematerialized Equity Shares shall be extinguished in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended and the bye-laws framed thereunder, each as amended, and that Ms. Pushpalatha Katkuri, the Company Secretary and Compliance Officer, be and is hereby authorized to do all such acts as may be required for this purpose.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Rituraj Kishore Sinha, Managing Director, Mr. Arvind Kumar Prasad, Whole-Time Director, Mr. Brajesh Kumar, Chief Financial Officer and Ms. Pushpalatha Katkuri, Company Secretary, be and are hereby severally authorized to sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RoC, stock exchanges, depositories and/or other Appropriate Authorities and to exercise such powers, and to do all such acts, deeds, things and matters as may be required or considered necessary, or incidental thereto and to settle any question(s) or difficulty or doubt(s) that may arise in connection therewith in the manner it may deem fit and appropriate.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer or confer any obligation on the Company or the Board or the Buyback Committee to buyback any Equity Shares, or impair any power of the Company or the Board, or the Buyback Committee to terminate any process in relation to such Buyback, if and as permitted by law.

RESOLVED FURTHER THAT a copy of this resolution duly certified to be true by any of the Director(s) or Company Secretary and Compliance Officer be issued as may be necessary."

b) **Opening of Escrow Account with Yes Bank Limited:**

"RESOLVED THAT an Escrow Account be opened in the name and style of "SIS Limited" with YES Bank Limited pursuant to the Escrow Agreement to be entered into between the Company, Elara Capital (India) Private Limited and YES Bank Limited.

RESOLVED FURTHER THAT the below mentioned authorised person(s) be are hereby severally authorised for (i) execution of the escrow agreement to be entered into between the Company, Elara Capital (India) Private Limited and YES Bank Limited ("**Escrow Agreement**"); (ii) opening of an escrow account in the name and style of "SIS Limited" to secure performance of the Company's obligations as may be specified under the Buyback Regulations and on such terms and conditions set out in the Escrow Agreement (such account hereinafter referred to as the "**Escrow Account**"); (iii) depositing an amount of 26.50 Crores (Rupees Twenty-Six Crore Fifty Lakh only), being 25% of the Maximum Buyback Size approved by the Board; and (iv) issuance of instructions for operation of the Escrow Account and signing/ executing/ submitting all the necessary papers, letter, agreements. documents, writings, submissions etc. to be submitted by the Company in connection with the opening, day-to-day business transactions, operations, closure and correspondence of its account:

S. No.	Name	Designation
1	Mr. Brajesh Kumar	Chief Financial Officer
2	Mr. Awadhesh Mohan Bhatnagar	Head – Funding & Treasury

RESOLVED FURTHER THAT the said Escrow Account be operated as per the terms and conditions of the Escrow Agreement and the applicable provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended.

RESOLVED FURTHER THAT a certified true copy of this board resolution be and is hereby given to YES Bank Limited for opening the Escrow Account.

RESOLVED FURTHER THAT YES Bank Limited is hereby authorised to act upon the written instructions issued by Elara Capital (India) Private Limited, being the manager to the buyback, in relation to the setting up and operation of the Escrow Account including, without limitation, to make appropriations and/or payments from the amounts lying to the credit of the Escrow Account and release of escrow amount from the Escrow Account, in accordance with the provisions of the Buyback Regulations and the Escrow Agreement.

RESOLVED FURTHER THAT in terms of the Buyback Regulations, in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the Escrow Account in full or part may be forfeited and utilized in accordance with the Buyback Regulations."

c) **Opening of Demat and Trading Account with Elara Securities (India) Private Limited:**

"**RESOLVED THAT** the approval of the Board of Directors of the Company be and is hereby granted to open and operate such accounts as may be necessary for the implementation of the buyback of equity shares of the Company in accordance with the applicable provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended.

RESOLVED FURTHER THAT a Trading and Demat Account in the name and style of "SIS Limited-Buyback Escrow Account" be opened with Elara Securities (India) Private Limited, Member of the National Stock Exchange of India Ltd (NSE), BSE Limited (BSE) and Depository Participant with Central Depository Services (India) Limited (CDSL) etc. for the purpose of facilitating the buyback of equity shares of the Company.

RESOLVED FURTHER THAT Elara Securities (India) Private Limited is hereby authorised to act upon instructions, whether oral or written, given on behalf of the Company by below mentioned authorised signatory, in connection with the implementation of the buyback:

S. No.	Name	Designation
1.	Mr. Brajesh Kumar	Chief Financial Officer

RESOLVED FURTHER THAT Mr. Brajesh Kumar, Chief Financial Officer, be and is hereby authorized to sell, purchase, endorse, transfer, negotiate and/or otherwise deal in Securities through Elara Securities (India) Private Limited, on behalf of the Company and to do all such acts, deeds and things as may be necessary in connection with the implementation of the buyback.

RESOLVED FURTHER THAT Mr. Brajesh Kumar, Chief Financial Officer, be and is hereby authorised to sign, execute and submit such applications, undertakings, agreements and other requisite documents, writings and deeds as may be deemed necessary or expedient for opening, operating and closing the aforesaid Demat account and for giving effect to this resolution."

d) **Authorisation for placing "buy" orders:**

"**RESOLVED THAT** Mr. Brajesh Kumar, Chief Financial Officer and Ms. Pushpalatha Katkuri, Company Secretary and Compliance Officer be and are hereby severally authorised to decide the number of Equity Shares to be bought back on a daily basis till the closure of the Buyback along with the price at which such Equity Shares to be bought, subject to the Maximum Buyback Price and Maximum Buyback Size, for placing the "buy" order on the National Stock Exchange of India Limited and BSE Limited on the normal trading segment to Buyback the Equity Shares through the Company's Broker i.e., Elara Securities (India) Private Limited and to do all acts, deed, matters and things, and undertake such other necessary steps to implement this resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

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RESOLVED FURTHER THAT Ms. Pushpalatha Katkuri, Company Secretary and Compliance Officer be and is hereby authorized to send the necessary intimations to the Stock Exchanges in relation to the aforesaid resolution, as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

RESOLVED FURTHER THAT a copy of this resolution duly certified to be true by the Company Secretary or any other person as may be authorized by the Board of Directors be issued as may be necessary."

For **SIS Limited**

PUSHPA LATHA KATKURI Digitally signed by PUSHPA LATHA KATKURI Date: 2026.08.07 20:35:25 +05'30'

Pushpalatha Katkuri
Company Secretary