

## SOUTHERN INFOSYS LIMITED

402A, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, NEW DELHI – 110001  
Ph.: 011-23354236, 23725693 Web: [www.southerninfosys.com](http://www.southerninfosys.com) CIN: L67120DL1994PLC059994

### QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT.

NAME OF THE COMPANY: SOUTHERN INFOSYS LIMITED  
QUARTER ENDED: 31/12/2011

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS YES/NO	REMARKS
1	2	3	4
<b>II. Board of Directors</b>	49 (II)	-	
(A) Composition of Board	49 (IIA)	Yes	The Company had an optimum combination of Executive Directors and Non-Executive Directors. Non-Executive Directors being more than 50%.
(B) Independent Directors	49 (IIB)	Yes	50% of the Directors were Independent and none of the Directors act as Independent Director in more than 3/7 Listed Companies as the case may be.
(C) Non-Executive Directors' compensation & disclosures	49 (IIC)	Yes	None of the Directors received any remuneration from the Company.
( D ) Other provision as to Board and Committees	49 (IID)	Yes	During the quarter, the Board Meeting was held on 11 <sup>th</sup> November, 2011. None of the Directors on the Board is a member of more than 10 Committees and/or Chairman of more than 5 Committees across all the Companies.
(E) Code of Conduct	49 (IIE)	Yes	Available on website.

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(F) Whistle Blower Policy	49 (II F)	Yes	Chairman of Audit Committee is accessible.
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	2/3 <sup>rd</sup> is Independent Directors and Chairman is Independent Director.
(B) Meeting of Audit Committee	49 (III B)	Yes	During the quarter, the meeting was held on 11 <sup>th</sup> November, 2011 and necessary Quorum was present.
( C ) Powers of Audit Committee	49 (III C)	Yes	Exercised all powers.
(D ) Role of Audit committee	49 (III D)	Yes	Recommended on financial management.
(E) Review of Information by Audit Committee	49 (III E)	Yes	Reviewed quarterly financial results.
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	Reviewed the performance of all Directors and did not recommend remuneration.
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	N.A.
<b>VI. Risk Management</b>	49 (VI)	Yes	Management has considered future risks.
<b>VII. Related Party Transactions</b>	49 (VII)	No transactions with related party.	N.A.
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	N.A.	N.A.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Disclosed in Notes to Financial Accounts.
( C ) Remuneration of directors	49 (VIII C)	-	No remuneration was paid to any Director.
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	Shareholders' grievances were redressed.

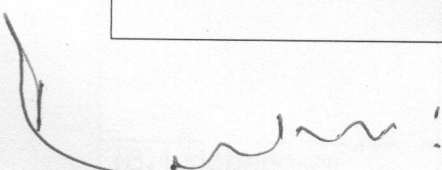


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(F) Proceeds from Public Issues, Right Issues, Preferential Issues etc.	40 (VIII F)	-	No issue was launched during the quarter.
IX. CEO/CFO Certification	49 (IX)	-	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (IX)	Yes	



(Director)  
12.01.2012