

SOUTHERN INFOSYS LIMITED

402A, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, NEW DELHI – 110001

Ph.: 011-23354236, 23725693 Web: 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: 30/09/2011

| PARTICULARS | CLAUSE OF LISTING AGREEMENT | COMPLIANCE STATUS YES/NO | REMARKS |
|---|-----------------------------|--------------------------|---|
| 1 | 2 | 3 | 4 |
| II. Board of Directors | 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, three Board Meetings were held on 10 th August, 2011, 3 rd September, 2011 and 30 th September, 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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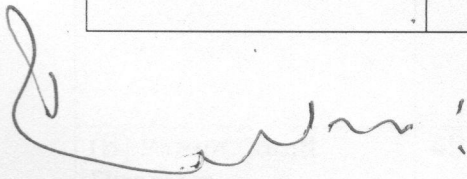
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|--|-------------|-------------------------------------|---|
| (F) Whistle Blower Policy | 49 (II F) | Yes | Chairman of Audit Committee is accessible. |
| III. Audit Committee | 49 (III) | | |
| (A) Qualified & Independent Audit Committee | 49 (III A) | Yes | 2/3 rd 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 10 th August, 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 and appointment of statutory auditors. |
| (E) Review of Information by Audit Committee | 49 (III E) | Yes | Reviewed quarterly, half-yearly and annual financial results. |
| IV. Nomination and Remuneration Committee | 49 (IV) | Yes | Reviewed the performance of all Directors and did not recommend remuneration. |
| V. Subsidiary Companies | 49 (V) | N.A. | N.A. |
| VI. Risk Management | 49 (VI) | Yes | Management has considered future risks. |
| VII. Related Party Transactions | 49 (VII) | No transactions with related party. | N.A. |
| VIII. Disclosures | 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 | Management's Discussion and Analysis Report has been prepared. |
| (E) Shareholders | 49 (VIII F) | Yes | Shareholders' grievances |

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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 | Corporate Governance Report for the year 2010-2011 forms part of Directors' Report. |
| XI. Compliance | 49 (IX) | Yes | Received compliance certificate from PCS. |



(Director)
14.10.2011