

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: 30/09/2013

| 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, the Board met on 11 th August, 2013, 3 rd September, 2013 and 30 th September, 2013. 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. |

SOUTHERN INFOSYS LIMITED

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

Ph.: 011-23354236, 23725693 Web: www.southerninfosys.com CIN: L67120DL1994PLC059994

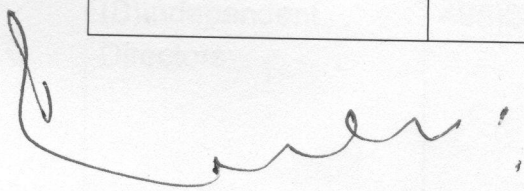
| | | | |
|---|------------|-------------------------------------|--|
| (F) WhistleBlower Policy | 49 (IIF) | Yes | Chairman of Audit Committee is accessible. |
| III. AuditCommittee | 49(III) | | |
| (A) Qualified& IndependentAudit Committee | 49 (IIIA) | Yes | 2/3 rd is Independent Directors and Chairman is Independent Director. |
| (B) Meeting ofAudit Committee | 49 (IIIB) | Yes | 2 meetings were held during the quarter and necessary Quorum was present. |
| (C) Powers ofAudit Committee | 49 (IIIC) | Yes | Exercised all powers. |
| (D) Role ofAudit committee | 49 (IIID) | Yes | Recommended on financial management and appointment of statutory auditors. |
| (E) Reviewof Information byAudit Committee | 49 (IIIE) | Yes | Reviewed quarterly financial results. |
| IV. Nominationand 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. RelatedParty Transactions | 49(VII) | No transactions with related party. | N.A. |
| VIII.Disclosures | 49(VIII) | | |
| (A) Relatedparty transactions | 49 (VIIIA) | N.A. | N.A. |
| (B) Disclosureof Accounting Treatment | 49 (VIIIB) | Yes | Disclosed in Notes to Financial Accounts. |
| (C) Remunerationof directors | 49 (IIIC) | - | No remuneration was paid to any Director. |

SOUTHERN INFOSYS LIMITED

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

Ph.: 011-23354236, 23725693 Web: www.southerninfosys.com CIN: L67120DL1994PLC059994

| | | | |
|---|-----------|-----|--|
| (D)Management | 49 (VIID) | Yes | Management's Discussion and Analysis Report has been prepared. |
| (E)Shareholders | 49 (VIIE) | Yes | Shareholders' grievances were redressed. |
| (F) Proceeds from Public Issues, Right Issues, Preferential Issues etc. | 40 (VIIF) | - | No issue was launched during the year. |
| IX. CEO/CFO Certification | 49 (IX) | - | |
| X. Report on Corporate Governance | 49 (X) | Yes | Corporate Governance Report forms part of Directors' Report. |
| XI. Compliance | 49 (IX) | Yes | |



(Director)
11.10.2013