

## 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: 30/09/2014**

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 meeting was held on 14 <sup>th</sup> August,2014, 3 <sup>rd</sup> September,2014 and 29 <sup>th</sup> September,2014 and the time gap between the meetings in the previous quarter & current quarter didn't exceed 4 months. None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees across all the Companies.
(E) Code of Conduct	49 (IIE)	Yes	Available on website.

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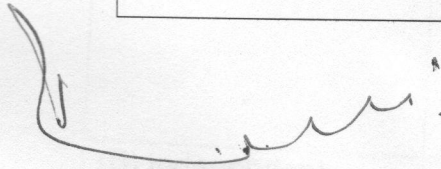
(F) Whistle Blower Policy	49 (II F)	Yes	Chairman of Audit Committee is accessible.
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	2/3 <sup>rd</sup> is Independent Directors and Chairman is Independent Director.
(B) Meeting of Audit Committee	49 (III B)	Yes	The meeting was held on 14 <sup>th</sup> August, 2014 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 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	Management's Discussion and Analysis Report has been prepared.

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(E) Shareholders	49 (VIII E)	Yes	Shareholders' grievances were redressed.
(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 forms part of Directors' Report.
XI. Compliance	49 (IX)	Yes	

  
(Director)  
13.10.2014