



# SOUTHERN INFOSYS LTD.

#402-A, Arunachal Building, 19 Barakhamba Road, New Delhi - 110001, INDIA  
Phone : +91-11-23354236, 43045402 Email : southerninfosys@gmail.com  
CIN : L67120DL1994PLC059994, Web.: www.southerninfosys.com

SIL/L&S/20-21

Date : 07/09/2020

To,  
The Department of Corporate Services  
Bombay Stock Exchange  
PJ Towers  
Dalal Street  
**Mumbai- 400001**  
**BSE Code: 540174**

To,  
Listing Department  
Calcutta Stock Exchange  
7, Lyons Range,  
**Kolkata - 700001**  
**CSE Code: 14326**

## **Subject : Notice of 26<sup>th</sup> Annual General Meeting of the Company.**

This is to inform that the 26<sup>th</sup> Annual General Meeting of the company is scheduled to be held on Wednesday the 30<sup>th</sup> Day of September, 2020 at 2.30 P.M. through video conferencing / other audio- visual means as per the details mentioned in the enclosed notice of the Annual General Meeting.


The Notice of 26<sup>th</sup> Annual General Meeting, Annual Report for FY 2019-20 have also been made available on the website of the company.

The Notice of 26<sup>th</sup> Annual General Meeting along with the Annual Report for FY 2019-20 has been dispatched to the shareholders.

The Company is providing e-voting facility to its shareholders, in respect of all shareholders resolutions, to be passed at the Annual General Meeting. The e-voting period will start on 27<sup>th</sup> September, 2020 at 09:00 A.M. and will end on 30<sup>th</sup> September, 2020 at 05:00 P.M.

You are requested to take the above in your record.

Thanking you  
For **Southern Infosys Limited**

  
(Kriti Bareja)  
Company Secretary and Compliance Officer.

## NOTICE

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the members of SOUTHERN INFOSYS LIMITED (CIN-L67120DL1994PLC059994) will be held through video conferencing on Wednesday, 30<sup>th</sup> September, 2020 at 2.30 P.M. to transact the following businesses:

### Ordinary Business:

1. To receive, consider and adopt the Audited standalone and consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2020, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Deepali Sharma (DIN-05133382), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and 142 of The Companies Act, 2013 read with The Companies(Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), M/s V. Sahai Tripathi & Co., chartered Accountants(FRN 000262N), be and are hereby re-appointed as statutory auditors of the company for a period of five years to hold office from the conclusion of 26<sup>th</sup> Annual General Meeting of the company till the conclusion of 31<sup>st</sup> Annual General Meeting of the company on such remuneration including any out of pocket expenses, as may be mutually determined by board of directors and auditors of the company.”

### Special Business:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a special resolution.

“RESOLVED THAT pursuant to the provision of section 186 of the companies Act, 2013 read with The Companies (Meeting of Board and its Power) Rules 2014 as amended from time to time and other applicable provision of The Companies Act, 2013 including statutory modification(s) and re-enactment, thereof for the time being in force, if any, the approval of the members of the company be and is hereby accorded to authorize the board of directors of the company (a) to give loan to any person or other body corporate; (b) to give any guarantee or provide security in connection with a loan to any other body corporate; and (c) acquire by way of subscription, purchase or otherwise, the securities of any body- corporate, from time to time, in one or more tranches as the board of directors may deem beneficial and in the interest of the company, for an aggregate amount not exceeding INR 5,00,00,000/-(Indian Rupees Five Crore Only) including the amount of loans given, investment made, guarantees or securities provided so far.

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a special resolution.

“RESOLVED THAT pursuant to the provision of section 149 of The Companies Act, 2013 read with schedule IV of The Companies Act, 2013 and rules made there under and other applicable provision, if any, and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including statutory modification and re-enactment thereof for the time being in force, if any, consent of members of the company be and is hereby accorded for re-appointment of Mr. Rajiv Mishra (DIN: 07051314), as an Independent Director of the company for a consecutive term of 5 years.”

6. To consider and, if thought fit, pass with or without modification, the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provision of section 149 of The Companies Act, 2013 read with schedule IV of The Companies Act, 2013 and rules made there under and other applicable provision of the act and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including statutory modification and re-enactment thereof for the time being in force, if any, consent of members of the company be and is hereby accorded to re-appoint Mr. Dharmendra Singh (DIN: 00158276) as an Independent Director of the company for a consecutive term of 5 years from the conclusion this Annual General Meeting.”

By Order of the Board  
For **Southern Infosys Limited**

Sd/-  
(Kriti Bareja)  
Director and Company Secretary

Place: New Delhi  
Delhi: 31.08.2020

**NOTES:-**

1. In view of outbreak of the COVID-19 social distancing norm to be followed and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 26th AGM of the company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 26th AGM shall be at registered office of the company viz. 402-A, Arunachal Building, 19, Barakhamba Road, New Delhi-110001.
2. As per the provisions of clause 3.A.II. of the General Circular No. 20/ 2020 dated May, 2020, issued by the MCA, the matters of Special Business as appearing at item nos. 4 to 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. Central Depositories Services (India) Limited (“CDSL”) will be providing facility for remote e-Voting, for participation in the 26th AGM through VC/OAVM Facility and e-Voting during the 26th AGM.
4. Since the 26<sup>th</sup> AGM of the Company will be held through VC/OAVM and personal presence is not required, the route map is not annexed herewith.
5. Members may join the 26th AGM through VC/OAVM Facility by following the procedure as

mentioned below which shall be kept open for the members from 2.15P.M. IST i.e. 15 minutes before the time scheduled to start the 26th AGM and the company shall close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time i.e. at 2.45 P.M.

6. The facility for participation in 26<sup>th</sup> AGM through VC or OAVM shall be allowed to maximum 1000 members on first come, first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

7. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. Pursuant to provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, a member is entitled to appoint a proxy to attend and vote at the meeting. However due to outbreak of Covid-19, in terms of the MCA Circulars.

10. Since the physical attendance of members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for this AGM. Corporate Shareholders (i.e. other than individuals HUF, NRI, etc.) are required to send a scanned copy of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting.

11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 26th AGM along with annual report of the company has been uploaded on the website of the Company at [www.southerninfosys.com](http://www.southerninfosys.com). The Notice and annual report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

12. Pursuant to section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is providing facility for voting by electronic means (remote e-voting and e-voting during the meeting) through an electronic voting system to its members holding shares in physical or electronic mode. The business set out in the Notice will also be transacted through such voting.

Instructions including details of User ID and password relating to e-voting are provided in the Notice as under:

- i) The voting period begins on Sunday, the 27<sup>th</sup> September, 2020 at 9.00 A.M and ends on Tuesday, 29<sup>th</sup> September, 2020, at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on Wednesday, the 23<sup>rd</sup> September, 2020 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter till the commencement of annual general meeting
- ii) The shareholders who have already voted prior to the meeting date would not be entitled to vote at AGM through VC/OAVM.
- iii) The shareholder should login on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv) Click on "Shareholders" module.

v) Now Enter your User ID

- a. For CDSL:16 digits beneficiary ID
- b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
- c. Members holding shares in Physical form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login – My easy using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

vi) Next enter the Image Verification as displayed and Click on Login.

vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are holding shares in physical form or first time user in case holding shares in Demat form, follow the steps given below

|                                    | For Members holding shares in De-mat Form(first time user) and Physical Form  |
|------------------------------------|---|
| PAN                                | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both De-mat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number* in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul> |
| DOB<br>Or Dividend Bank<br>Details | <p>Enter the Dividend bank details or date of birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank Details field as mentioned in the instruction (V).</li></ul>   |

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for "Southern Infosys Limited" on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively Please follow the instructions as prompted by the mobile app while voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) to Company/RTA email id.

(xx) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [southerninfosys@gmail.com](mailto:southerninfosys@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xxi) The results of voting shall be declared within two (2) days of conclusion of 26<sup>th</sup> Annual General Meeting convened for the purpose. The results of voting so declared along with the Scrutinizer's Report shall be placed on the Company's Website ([www.southerninfosys.com](http://www.southerninfosys.com)) CDSL Website and shall also be communicated to the Stock Exchange.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 26<sup>th</sup> AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e- voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to ask questions on the specific items in the notice during the meeting need to register themselves as speaker by sending their request in advance along with the query(s) atleast 5 days prior to meeting i.e. till 25<sup>th</sup> September 2020 mentioning their name, demat account number/folio number, email id, mobile number at "southerninfosys@gmail.com". The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at "southerninfosys@gmail.com". These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. The Company reserves the right to restrict the number of questions and number of speakers, as may be deemed appropriate, for smooth conduct of the AGM.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
  - If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
  - All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or

send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

12. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 21<sup>st</sup> day of September, 2020 to Wednesday, the 30<sup>th</sup> day of September, 2020 (both days inclusive).

13. Shareholders who have not registered their E-mails address, so far, are requested to register their E-mail address in respect of electronic holdings with the Depository through their concerned Depository.

14. Members who hold shares in physical mode are requested to update their e-mail id with the registrar and transfer agent by writing to M/s Alankit Assignments Limited, Alankit Heights 1E/13, Jhandewalan Extension New Delhi -110055 India, for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.

15. The relevant details as required in sub regulation 36(3) of SEBI (Listing Obligation and disclosure requirements), 2015 in respect of director seeking appointment/ re-appointment at the Annual general Meeting, are given in Annexure-A, which forms integral part of the notice. Requisite declarations have been received from directors for their appointment and re- appointment.

16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote through e-voting or remote e-voting.

17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to [southerninfosys@gmail.com](mailto:southerninfosys@gmail.com) with subject line 'Inspection of AGM Documents'. The relevant documents will also be available for inspection by the members electronically during the 26<sup>th</sup> AGM on the website of the service provider Shareholder would be able to view documents under the EVEN of the Bank after entering their login credentials. This notice and the Annual Report will also be available on the company's website.

18. Members holding share in electronic mode are requested to intimate any change in their address or bank account details to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank account details immediately to the Company/Alankit Assignments Limited.

19. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat account. Members holding shares in physical mode shall submit their PAN to the Company / Registrar and transfer Agent.

20. Members holding share in physical mode are advised to make nomination in respect of their shareholding in the Company. A downloadable version of the nomination form (SH-13) is available in Downloads section under Investor Relation drop down on the Company's website: Members holding shares in electronic mode may contact the respective DPs for availing the nomination facility.

21. Members who hold shares in physical mode in multiple folios in identical name or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.

22. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

23. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the company as on cut-off date i.e. Wednesday, 23<sup>rd</sup> September, 2020.



24. The results declared along with the report of the Scrutinizer shall be placed on the website of the company i.e. [www.southerninfosys.com](http://www.southerninfosys.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com), immediately after the result is declared and simultaneously communicated to the Bombay Stock Exchange.

By Order of the Board  
For **Southern Infosys Limited**

Place: New Delhi  
Date: 31.08.2020

Kriti Bareja  
Company Secretary

### **Explanatory Statement**

(Pursuant to Section 102 of Companies Act, 2013 and corresponding rules therein)

#### Item No.04

The company intends to make optimum use its funds by investing the idle funds available with the Company by way of granting loans, making investment in securities including mutual funds, giving guarantee or providing security etc. The funds shall be utilized further for achieving long term expansion and wealth maximization.

As per provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution in the Annual General Meeting in case the amount of investment proposed to be made or loan/ guarantee / security proposed to be given, together with the amount of investment already made, loan, guarantee and security already given is in aggregate more than sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account. Since the company intends to increase the limit to Rs. 5 crore, the shareholders' approval is required by way of special resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is or deemed to be concerned or interested in the resolution.

#### Item No. 5 & 6

The term of Mr. Rajiv Mishra and Mr. Dharmendra Singh, independent directors of the company shall expire on the conclusion of the ensuing Annual General Meeting. Both of them being eligible, offers themselves for re-appointment.

As per section 149 read with Schedule IV of The Companies Act, 2013, a person can be appointed as independent director of the company for a maximum 2 tenure of 5 years each. The Board of directors, considering their contribution to the growth of the company during their tenure and on the recommendation of the Nomination and Remuneration Committee, in its meeting held on 31.08.2020 recommends their re-appointment as such.

Declarations have been received from Mr. Rajiv Mishra and Mr. Dharmendra Singh, that they meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the Board, Mr. Rajiv Mishra and Mr. Dharmendra Singh fulfil the conditions specified in the Act, the Rules there under for re-appointment as Independent Directors. Mr. Rajiv Mishra and Mr. Dharmendra Singh would not be entitled to any remuneration except the sitting fee as may be decided by the board.

Consent of the members by way of special resolution is required for re-appointment of Mr. Rajiv Mishra and Mr. Dharmendra Singh as an Independent Director of the company.

Requisite notices under section 160 of The Companies Act, 2013 proposing re-appointment of Mr. Rajiv Mishra and Mr. Dharmendra Singh have been received by the company, and consents of Mr. Rajiv Mishra and Mr. Dharmendra Singh have been received pursuant to section 152 of the Companies Act, 2013.

In pursuance of regulation 36(3) of SEBI( Listing Obligation And Disclosure Requirements) Regulations, 2015, a brief details of Mr. Rajiv Mishra and Mr. Dharmendra Singh is given in Annexure-A forming part of this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is or deemed to be concerned or interested in these resolutions.

For **Southern Infosys Limited**

Sd/-

(Kriti Bareja)  
Company Secretary

ANNEXURE-A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT FORTH COMING ANNUAL GENERAL MEETING

(In pursuance of regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015

1.

|  |   |
|--|---|
| Name of the Director   | Mrs. Deepali Sharma   |
| DIN  | 05133382  |
| Date of birth and age  | November 22,1967 and 52 years   |
| Date of first appointment  | 14/02/2019  |
| Nationality  | Indian  |
| Father's Name  | Lt. Shri Lakshman Swaroop Kushal  |
| Qualifications   | Studied upto B.A,   |
| Expertise in Specific functional areas   | Rich and innovative experience in business management, Finance & investments  |
| Experience   | 30 years  |
| Terms & Conditions of Appointment  | As per the resolution passed by shareholder at their Annual General Meeting   |
| Remuneration   | Nil   |
| Board Membership of other companies as on 31 <sup>st</sup> March, 2020.                              | Disha Investment Centre Private Limited<br>Disha Capital Services Limited<br>Disha Capital Insurance Brokers Private Limited<br>Disha Capital Wealth Advisors Private Limited<br>Zipzap Internet Services Private Limited |
| Chairmanship(s) / Membership(s) of Committees of other Companies as on 31 <sup>st</sup> March, 2020. | NA  |
| Shareholding   | 2,65,000 equity shares  |
| Relationship of director inter-se  | Wife of Mr. Rakesh Mohan Sharma, non-executive Director<br>Mother of Mr. Siddharth Sharma, whole time director  |

2.

|  |   |
|--|---|
| Name of the Director   | Mr. Rajiv Mishra  |
| DIN  | 07051314  |
| Date of Birth and Age  | 13/09/1980 and 40 Years   |
| Date of first appointment  | 30/09/2010  |
| Nationality  | Indian  |
| Father's Name  | Shri Ashok Mishra   |
| Qualifications   | B. Tech   |
| Expertise in Specific functional areas   | Information Technologies  |
| Experience   | 20 years  |
| Terms & Conditions of Appointment  | As per the resolution passed by the shareholders in their annual general meeting. |
| Remuneration   | Nil   |
| Board Membership of other companies as on 31 <sup>st</sup> March, 2020.                              | NONE  |
| Chairmanship(s) / Membership(s) of Committees of other Companies as on 31 <sup>st</sup> March, 2020. | NA  |
| Shareholding   | NIL   |
| Relationship of director inter-se  | None  |

3.

|  |   |
|--|---|
| Name of the Director   | Mr. Dharmendra Singh  |
| DIN  | 00158276  |
| Date of Birth and Age  | 02/02/1956 and 64 Years   |
| Date of first appointment  | 30/09/2010  |
| Nationality  | INDIAN  |
| Father's Name  | Shri Yadu Veer singh  |
| Qualifications   | BA, LLB   |
| Expertise in Specific functional areas   | Corporate Law   |
| Experience   | 35 years  |
| Terms & Conditions of Appointment  | As per the resolution passed by the shareholders in their annual general meeting. |
| Remuneration   | As mutually agreed and decided by board of directors of the company               |
| Board Membership of other companies as on 31 <sup>st</sup> March, 2020.                              | MEERU CINE ENTERPRISES PRIVATE LIMITED  |
| Chairmanship(s) / Membership(s) of Committees of other Companies as on 31 <sup>st</sup> March, 2020. | NONE  |
| Shareholding   | NIL   |
| Relationship of director inter-se  | NONE  |