



SOUTHERN INFOSYS LTD.

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CIN : L67120DL1994PLC059994, Web : www.southerninfosys.com
GST NO. : 07AAACD3491K1ZJ

Date: 07.03.2024

To,
The Department of Corporate Services
Bombay Stock Exchange
P J Towers,
Dalal Street,
Mumbai – 400001

BSE Code: 540174

Sub: Code of Practices and Procedures for fair disclosure of unpublished price sensitive information

Dear Sir,

Pursuant to the Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, please find enclosed herewith Code of Practices and Procedures for fair disclosure of unpublished price sensitive information

You are requested to take the same on your record.

Thanking you,
Yours faithfully,
For Southern Infosys Limited

(Shivani)

Company Secretary & Compliance Officer

M.No.: A65810



CODE OF PRACTICE AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION OF SOUTHERN INFOSYS LIMITED

Background

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('the Code'), with regard to shares of the Company as are listed on the Stock Exchange, is framed in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) regulations, 2015, effective 15th May, 2015 and further amended the same vide its notification dated December 31, 2018, and adopted by the Board on 07th March, 2024. Objective:

As per the Code, the Company shall ensure that:

- Prompt public disclosure is made of any such unpublished price sensitive information ('UPSI') that in the Company's opinion could impact price discovery, once such credible and concrete information is generated so as to make such information generally available i.e. make the information available to the public on a non-discriminatory basis;
- Uniform and universal dissemination of UPSI is done to avoid selective disclosure;
- Prompt dissemination is made of UPSI that may get disclosed selectively, inadvertently or otherwise, to make such information generally available;
- there is appropriate, fair and prompt response to queries on news reports and requests for verification of market rumours by Regulatory Authorities, except on news reports motivated by vested interests; the clarification of which is likely to be detrimental to the interests of the Company and the shareholders or to the advantage of the existing or potential competitor(s) of the Company;
- information shared with analysts, research personnel and the investor community will not constitute UPSI during interactions and the Company will ensure that no UPSI is disclosed selectively to any one of the above or any other investor to the disadvantage of stakeholders.
- In the unlikely event of any UPSI being disclosed selectively, inadvertently or otherwise, at a meeting with analysts or at any investor relations conference, such UPSI would be promptly communicated to the Stock Exchanges where the Company's shares are listed;
- the Company will ensure that handling of all UPSI would be on a "need-to-know" basis. UPSI may, however, be disclosed to designated persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company;

Legitimate Purpose

“Legitimate Purpose” shall mean sharing of UPSI in the ordinary course of business or on a need-to-know basis. The Company may share the UPSI, if required in the interest of the Company and in furtherance of business purposes, performance of duties or discharge of legal obligations

In following illustrative cases, sharing of UPSI would be considered as legitimate purpose:

- i) In the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, valuers, insolvency professionals , other advisors or consultants or business support agents, service providers, in order to avail professional services from them in relation to the subject matter of UPSI.
- ii) Sharing the relevant UPSI with consultant, advisors engaged by the Company in relation to the subject matter of the proposed deal/assignment/tie-up/fund raising resulting to UPSI;
- iii) Where such communication is in furtherance of performance of duty [ies];
- iv) For discharge of legal obligation(s)
- v) For any other genuine or reasonable purpose as may be determined by the board
- vii) Sharing the relevant UPSI with the potential customers, joint ventures partners, and vendors, essential to fulfill the terms and conditions of business contract
- vii) Sharing the relevant UPSI for advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new business opportunities.
- (viii) Sharing the relevant UPSI for statutory consolidation requirements or related customary disclosure obligations
- (ix) Sharing the relevant UPSI with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements] Regulations, 2015
- (x) For any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time
Provided that such sharing should not be carried out to evade or circumvent the prohibitions of PIT Regulations.

However, other provisions / restrictions as prescribed under the SEBI [Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed

The Secretary of the Company shall act as the Investor Relations Officer for the purpose of dealing with dissemination of information and disclosure of UPSI relating to the Company to the investors, analysts, press and electronic / social media.

the Code will be posted on the Company’s corporate website: southerninfosys@gmail.com.

By the order of the Board

Sd/-

Company Secretary