



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/2017-18

Date : 01.09.2017

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

To,
Listing Department
Calcutta Stock Exchange
7, Lyons Range,
Kolkata – 700001

BSE Code : 540174

CSE Code : 14326

Subject : Book Closure and Notice of Annual General Meeting for FY 2016-17

Dear Sir,

This is to inform that the 23rd Annual General Meeting (AGM) of Southern Infosys Limited is scheduled to be held on Friday, the 29th September, 2017 at 10.00 A.M. at registered office of the company.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) 2015, a copy of notice of AGM including E-voting instructions is enclosed .

Further, pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of Listing Regulations, the Register of Members & Share Transfer Books for the purpose of 23rd Annual General Meeting of the Company shall remain closed from Saturday, 23rd September, 2017 to Friday, 29th September, 2017 (both days inclusive) for the purpose of ensuing AGM.

The Board has fixed 22nd September, 2017 as the cut-off date (Record Date) for E-voting purpose.

E-voting period for the purpose of 23rd Annual General Meeting for the Financial Year 2016-17 is fixed from 26th September, 2017 at 9.00 A.M. to 28th September, 2017 at 5.00 P.M.

You are requested to take above on your record.

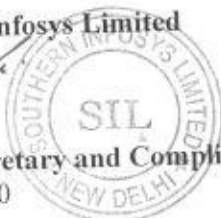
Thanking you,

For Southern Infosys Limited


(Kirti Bareja)

Company Secretary and Compliance Officer

M.No. : A51320





SOUTHERN INFOSYS LIMITED

NOTICE

Notice is hereby given that the Twenty-Third (23rd) Annual General Meeting of the members of **SOUTHERN INFOSYS LIMITED** (CIN-L67120DL1994PLC059994) will be held on Friday, 29th September, 2017 at 10.00 A.M. at Ground Floor, Mini Hall of Arunachal Building, 19, Barakhamba Road, New Delhi – 110001 to transact the following business:

Ordinary Business:

Item No. 1:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2017, together with the reports of the Board of Directors and Auditors thereon.

Item No. 2:

To appoint a Director in place of Mr. Rakesh Mohan Sharma (DIN-02459885) who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, the appointment of M/s V Sahai Tripathi & Co., Chartered Accountants, (Firm Registration No. 000262N), as the Statutory Auditors of the company to hold office till the conclusion of the Annual General Meeting to be held for the Financial year 2019-2020, be and is hereby ratified for the financial year 2017-18 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Special Business:

Item No.4:

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Pursuant to Sections 196, 197 & 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V and pursuant to recommendation of Nomination and remuneration committee and board approval thereto, the consent of the members of the company be and is hereby accorded by the way of ordinary resolution to appoint Ms. Poonam Sharma (DIN 03553479) as Managing Director of the Company for a period of five years with effect from 01st September, 2017 on the terms and conditions including remuneration mentioned below:

- 1. Remuneration: Nil**
- 2. Allowances: Nil**



SOUTHERN INFOSYS LIMITED

3. Reimbursements of expenses: Nil

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

On behalf of the Board
For **Southern Infosys Limited**

Place: New Delhi
Delhi: 01.09.2017

(Kriti bareja)
Company Secretary
M. No: A51320

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXY FORM IS ENCLOSED HEREWITH:

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights.

A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person of shareholder.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 23rd of September, 2017 to Friday, the 29th of September, 2017 (both days inclusive) for the purpose of AGM.

3. Corporate members intending to send their authorised representative to attend the AGM are requested to send duly certified copy of the Board resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.

4. 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



SOUTHERN INFOSYS LIMITED

5. Depository Participants. Members who hold shares in physical mode are requested to update the same 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.
6. This Notice of 23rd AGM and instructions for e-voting along with Annual report, attendance slip, proxy form and route map of the venue of the Meeting is being sent by electronic mode to all the members of the company whose email addresses are registered with the company/Depository Participant(s) unless a member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by permitted mode.
7. 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, forms integral part of the notice. Requisite declarations have been received from directors for their appointment and re-appointment.
8. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will also be transacted through such voting. Information and instructions including details of User ID and password relating to e-voting are provided in the Notice under Note No. 15.
9. Members / Proxies/ Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy of Annual Report.
10. 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 at the Meeting.
11. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
12. 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.
13. 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.**



SOUTHERN INFOSYS LIMITED

- 14.** 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 dropdown on the Company's website: Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility.
- 15.** 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.
- 16.** Queries proposed to be raised at the Annual General Meeting may be sent to the company at its registered office atleast 7 days prior to the date of the AGM to enable the management to compile the relevant information to reply the same in the meeting.
- 17.** Members whose names are recorded in the register of members or in the register of beneficial owner maintained by depositories as on the cut off date i.e. Friday, 22nd September, 2017, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the notice, who has no voting rights as on the cut-off date, shall treat the notice as intimation only.
- 18.** A person who has acquired the shares and has become a member of the company after the dispatch of the notice of the AGM and prior to the cut-off i.e. Friday, 22nd September, 2017 shall be entitled to exercise his/her vote either electronically i.e. Remote e-voting or through the poll paper at the AGM by following the procedure mentioned in this part.
- 19.** The route map showing directions to reach the venue of the meeting is annexed with the notice.
- 20.** 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.
- 21.** The facility for voting through poll paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through poll paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the meeting, but shall not be allowed to cast their votes again.
- 22.** 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 Friday, 22nd September, 2017.
- 23.** ACS Nitin Bhatia of M/s Nitin Bhatia & Co. 201, 2nd Floor, Pooja Complex, Veer Savarkar Block, Shakarpur, New Delhi-110092, has been appointed as the scrutinizer to scrutinize



SOUTHERN INFOSYS LIMITED

24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall,

within a period not exceeding two days from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favor or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

25. The results declared along with the report of the Scrutinizer shall be placed on the website of the company i.e. www.southerninfosys.com and on the website of CDSL i.e. www.evotingindia.com, immediately after the result is declared and simultaneously communicated to the Bombay Stock Exchange.

26. **The instructions for shareholding voting through electronic means are as under:**

i) The voting period begins on Tuesday, 26th September, 2017 at 9.00 A.M and ends on Thursday, 28th September, 2017 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) of Friday , the 22nd September, 2017 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

ii) The shareholders who have already voted prior to the meeting date would not be entitled to vote at meeting venue.

iii) The shareholder should login on to the e-voting website www.evotingindia.com.

iv) Click on "Shareholders."

v) Now Enter your User ID

a. For CDSL : 16 digits beneficiary ID

b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical form should enter Folio Number registered with the Company

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 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 De-mat form, follow the steps given below

	For Members holding shares in De-mat Form(first time user) and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both De-mat shareholders as well as physical shareholders) <ul style="list-style-type: none">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.



SOUTHERN INFOSYS LIMITED

	<ul style="list-style-type: none">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.
DOB or Dividend Bank 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">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).

*as mentioned above

(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 Members 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.



SOUTHERN INFOSYS LIMITED

(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 and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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

(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, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xxi) The results of voting shall be declared within two (2) days of the 23rd 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) CDSL Website and shall also be communicated to the Stock Exchange.

Explanatory statement pursuant to section 102 of the Companies Act, 2013 annexed to the notice

Item no. 4

Ms. Poonam Sharma, the executive Director of the Company has been associated with the Company since incorporation. The Nomination and Remuneration Committee, in its meeting held on 25th August, 2017 recommended and the Board of Directors, in its meeting held on 01st September, 2017 approved the appointment of Ms. Poonam Sharma as Managing Director (Key Managerial Personnel) of the Company with effect from 01st September, 2017. Since company is at the stage of progress, therefore directors in their meeting have proposed Nil remuneration to Ms. Poonam Sharma, who duly consented to it.

Ms. Poonam Sharma herself, & Mr. Rakesh Mohan Sharma, directors of the Company, being related may be deemed to be interested or concerned in this item of the business.

On behalf of the Board
For **Southern Infosys Limited**

Place: New Delhi
Date: 01.09.2017

(Kriti Bareja)
Company Secretary
M.No.: A51320



SOUTHERN INFOSYS LIMITED

Annexure to Item No. 3 & 4

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

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

Name of the Director	Mr. Rakesh Mohan Sharma	Mrs. Poonam Sharma
DIN	02459885	03553479
Date of Birth and Age	November 21,1956, 61 years	November 06, 1962, 55 years
Date of appointment	04/07/1994	04/07/1994
Nationality	Indian	Indian
Father's Name	Lt. Shri Mool Chand Sharma	Lt. Shri Mool Chand Sharma
Qualifications	B.Com, FC.S.	Post Graduate
Expertise in Specific functional areas	Rich and innovative experience in business management, Finance & Corporate Laws	Experience in Management of business
Experience	36 years	22 years
Terms & Conditions of Appointment	As per the resolution passed by shareholder at their Annual General Meeting	As per the resolution passed by shareholder at their Annual General Meeting
Remuneration	Nil	Nil
Board Membership of other companies as on 31st March, 2017	Disha Investment Centre Private Limited Disha Capital Services Limited	Disha Investment Centre Private Limited
Chairmanship(s) / Membership(s) of Committees of other Companies as on 31st March, 2017.	NA	NA
Shareholding	378950	125010
Relationship of director inter-se	Relative of Ms. Poonam Sharma	Relative of Mr. Rakesh Mohan Sharma



SOUTHERN INFOSYS LIMITED

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company and hand it over at the entrance of the meeting hall.

1	Name of the Member (In Block Letter)	
2	Address	
3	Name of Proxy, If any (In Block Letters) (In case proxy attends in place of member)	
4	DP ID/Client ID/Folio No.	
5	No. of Shares held	

I/We hereby record my/our presence at the 23rd Annual General Meeting of the Members of the Company being held on Friday, 29th September, 2017 at 10.00 A.M. at Ground Floor, Mini Hall of Arunachal Building, 19, Barakhamba Road, New Delhi – 110001.

Signature of the Proxy

Signature of the member.....



SOUTHERN INFOSYS LIMITED

Form No. MGT-11 **Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/ Clint Id:
DP ID:

I/ We being the member of, holding.....shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 23rd Annual General Meeting of members of the Company, to be held on Friday, 29th September, 2017 at Ground Floor, Mini Hall of Arunachal Building, 19, Barakhamba Road, New Delhi – 110001, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions Ordinary Business	Vote	
		For	Against
1	1.To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2017, together with the reports of the Board of Directors and Auditors thereon		
2	2.To appoint a Director in place of Mr. Rakesh Mohan Sharma (DIN-02459885) who retires by rotation and being eligible, offers himself for- re-appointment		
3	To ratify the appointment of M/s V Sahai Tripathi & Co. As statutory auditors		
	Special Business		
4	To approve appointment of Ms. Poonam Sharma as Managing Director of the Company		

Signed this on day of..... 2017

Signature of Shareholder.....

Signature of Proxy holder(s).....

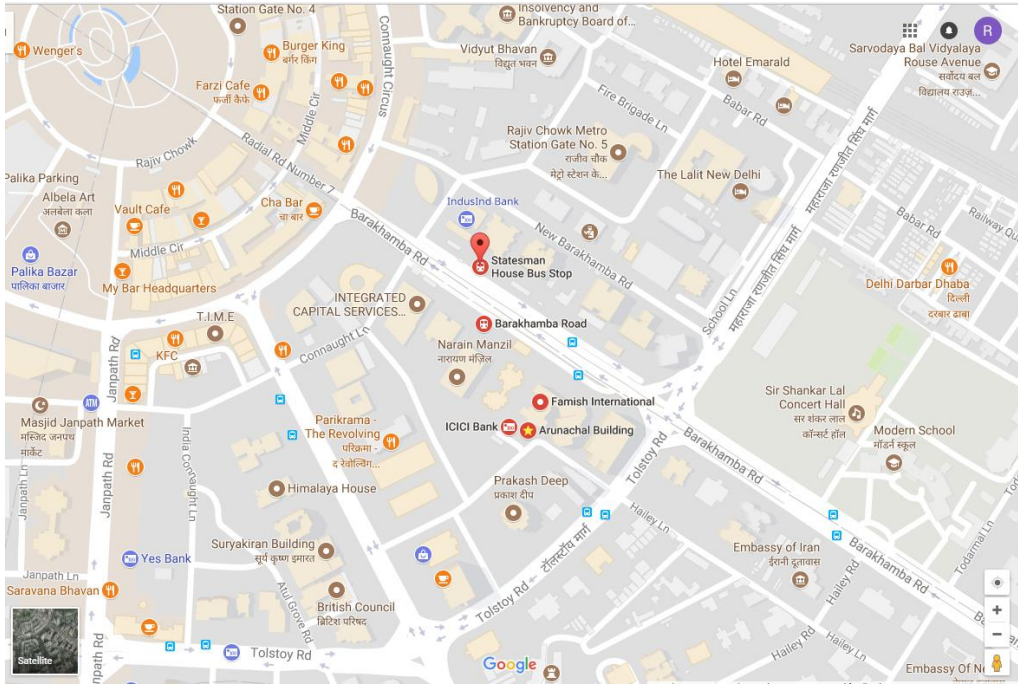
Affix 15/- paise revnue stamp
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Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at least 48 hours before the commencement of the Meeting.



SOUTHERN INFOSYS LIMITED

ROUTE MAP



Area Marked-Arunachal Building, B. Road, New Delhi-110001