



# 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

Date: 25/03/2025

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

**BSE Code: 540174**

## **Subject: Notice of the Extraordinary General Meeting of the Company**

This is to inform that the Extraordinary General Meeting of the company is scheduled to be held on Tuesday the 22<sup>nd</sup> day of April, 2025 at 01:00 P.M. through video conferencing / other audio-visual means as per the details mentioned in the enclosed notice of the Extraordinary General Meeting.

The Notice of Extraordinary General Meeting have also been made available on the website of the company.

The Company is providing e-voting facility to its shareholders, in respect of all shareholders resolutions, to be passed at the General Meeting. The e-voting period will start on 19<sup>th</sup> April, 2025 at 09:00 A.M. and will end on 21<sup>st</sup> April, 2025 at 05:00 P.M.

You are requested to take the above in your record.

Thanking you

For Southern Infosys Limited

**Kriti**

**Bareja**

**Kriti bareja**

**Company Secretary and Compliance Officer**

**Membership No. A51320**

Digitally signed  
by Kriti Bareja  
Date: 2025.03.25  
17:22:26 +05'30'





**SOUTHERN INFOSYS LTD.**

#402A, Arunachal Building, 19 Barakhamba Road, New Delhi-110001, India

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CIN: L67120DL1994PLC059994, Website: [www.southerninfosys.com](http://www.southerninfosys.com)

**Extraordinary General Meeting Notice**

**[Pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, each as amended from time to time and in accordance with applicable Circulars issued by the Ministry of Corporate Affairs]**

To

The Members,

Notice is hereby given that the Extraordinary General Meeting of the members of **SOUTHERN INFOSYS LIMITED** (CIN-L67120DL1994PLC059994) will be held through video conferencing and other audio-visual means (VC / OAVM) on Tuesday, 22nd April, 2025 at 1.00 P.M. to transact the following **Special business**:

1. To approve the change in the name of the company from “**Southern Infosys Limited**” to “**Southern Infoconsultants Limited**” and consequent change in the Memorandum of Association (“MOA”) and Articles of Association (“AOA”).

E-voting for aforesaid resolutions:

commence on	concludes on	Cut-off date for eligible members
Saturday, 19 <sup>th</sup> April, 2025 at 9.00 A.M.	Monday, 21 <sup>st</sup> April, 2025 at 5.00 P.M.	15 <sup>th</sup> April, 2025

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically.

The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of **National Securities Depository Limited (“NSDL”)** for facilitating e-voting. The Company has made necessary arrangements with **M/s. Alankit Assignments**

**Limited**, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

Pursuant to Rule 22(5) of the Management Rules, the Board has appointed **M/s. Nitin Bhatia & Co.**, Company Secretaries (COP: 12902), as the scrutinizer (“Scrutinizer”) for conducting the e-voting process in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

Members to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 P.M. (IST) on Monday, 21st April 2025. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

**SPECIAL BUSINESS: ITEM NO.1: APPROVAL FOR CHANGE IN NAME OF THE COMPANY AND CONSEQUENT ALTERATIONS IN MEMORANDUM OF ASSOCIATION (“MOA”) AND ARTICLES OF ASSOCIATION (“AOA”) OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** in accordance with the recommendation of the Board and pursuant to provisions of Sections 4, 5, 13 and 14 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof), Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of the Registrar of Companies & Ministry of Corporate Affairs (“MCA”) or any other authority as may be necessary, the consent of the shareholders of the Company be and is hereby accorded, to change the name of the Company from **‘SOUTHERN INFOSYS LIMITED’** to **‘SOUTHERN INFOCONSULTANTS LIMITED’** as approved by Central Registration Centre (“CRC”), Ministry of Corporate Affairs.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, 14 and other applicable provisions of the Companies Act, 2013 read with rule 29 of the Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof) and other applicable rules thereon, approval of the shareholders be and is hereby accorded, for alteration and substitution of the following clauses of Memorandum of Association and Articles of Association of the Company:

- i. The existing Clause I of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as Clause I:
  - I. The name of the Company is **‘SOUTHERN INFOCONSULTANTS LIMITED’**
- ii. Under “Constitution of the Company” and Part II “Interpretation” in the Articles of Association of the Company be altered and substituted by the name of **“SOUTHERN INFOCONSULTANTS LIMITED”**

- iii. The name '**SOUTHERN INFOSYS LIMITED**' wherever it appears in Memorandum of Association and Articles of Association of the Company be substituted by name '**SOUTHERN INFOCONSULTANTS LIMITED**'.

**FURTHER RESOLVED THAT** the name of the Company appearing on all other Company records shall be amended and substituted.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the members and to authorize/depute/delegate/appoint any official of the Company/consultants/ lawyers as may be required and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard."

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

Sd/-

Kriti Bareja  
Company Secretary & Compliance Officer  
Membership No.: A51320

Date: 25.03.2025

Place: New Delhi

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) in respect of the aforesaid items of Special Business is enclosed herewith.
2. The Extraordinary General Meeting (EGM) is being held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, and all other relevant circulars issued from time to time followed by Circular No. 2/2022 dated 5th May, 2022 and Circular No.10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs and ‘SEBI’ Circular No. SEBI/HO/ CFD/ CMD2/CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 5th January , 2023 (hereinafter referred collectively as “e-EGM circulars”), physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The deemed venue for the EGM shall be the registered office of the company viz..402-A, Arunachal Building, 19, Barakhamba Road, New Delhi – 110 001
3. Since the EGM of the Company will be held through VC/OAVM and personal presence is not required, the route map is not annexed herewith.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act,2013.
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. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and “MCA circulars” and “SEBI circulars”, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
9. In line with the General Circulars No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021 and Circular No. 10/2022 dated December 28, 2022 issued by the MCA and the SEBI Circulars, the notice of EGM is being sent only through electronic mode to those members whose email addresses are registered with the company / Depositories / Registrar & Transfer Agent (“RTA”) unless any member has requested for physical copy of the same. The Notice calling the EGM is available on the website of the Company at [www.southerninfosys.com](http://www.southerninfosys.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.e-voting.nsdl.com](http://www.e-voting.nsdl.com).
10. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/ CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSD RTAMB /P/CIR/2021/655 and SEBI/HO/MIRSD/ MIRSD RTAMB/ P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA.

The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

Furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, e-mail address, mobile no., bank account details, signature specimen) and nomination details by Members holding physical shares through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at [www.southerninfosys.com](http://www.southerninfosys.com). The Company has sent a letter to the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members are also requested to intimate changes, if any, pertaining to their name,

postal address, e-mail address, telephone/mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in dematerialized form and to the Company's RTA in case the shares are held in physical form, in the prescribed form, pursuant to the SEBI Circular.

Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

11. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI (LODR) and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the share held by them in physical form. Members can contact the company or company's RTA for assistance in this regard.
12. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form ISR3 or Form SH-14. The said form can be downloaded from the Company's website at [www.southerninfosys.com](http://www.southerninfosys.com). Members are requested to submit the said form to their Depository Participant in case the shares are held in dematerialized form and to the Company's RTA in case the shares are held in physical form, quoting your folio no.
13. The Company has appointed M/s Nitin Bhatia & Co., Practicing Company Secretaries Membership No.10285 to scrutinize the voting at the meeting and remote e voting process in a fair and transparent manner.
14. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

**The remote e-voting period begins on Saturday, 19<sup>th</sup> April 2025 at 9:00 A.M and will end on Monday, the 21<sup>st</sup> April 2025 at 5:00 P.M The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Tuesday, 15<sup>th</sup> April, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15<sup>th</sup> April 2025.**

### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as</li></ol>



shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



**Individual Shareholders holding securities in demat mode with CDSL**

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user you’re existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email

	as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

**4. Your User ID details are given below :**

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
<b>a) For Members who hold shares in demat account with NSDL.</b>	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
<b>b) For Members who hold shares in demat account with CDSL.</b>	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
<b>c) For Members holding shares in Physical Form.</b>	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

**5. Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

**6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nitinbhatia90@gmail.com](mailto:nitinbhatia90@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated

Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the

same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members 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 express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (southerninfosys@gmail.com). The same will be replied by the company suitably.
  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 EGM.
15. 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, 205-208, Anarkali Complex, Jhandewalan extension, New Delhi -110055 India, for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
16. The relevant details as required in sub regulation 36(3) of SEBI (Listing Obligation and disclosure requirements), 2015 and Secretarial Standard on General Meeting (SS-2) of ICSI, 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 director seeking appointment / re-appointment.
17. 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.
18. All documents referred to in the accompanying Notice shall be available for inspection electronically. Members seeking to inspect such documents can send an email to southerninfosys@gmail.com with subject line 'Inspection of EGM Documents'. The relevant documents will also be available for inspection by the members electronically during the EGM on the website of the service provider.

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. 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 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 NSDL i.e. [www.e-voting.nsdl.com](http://www.e-voting.nsdl.com), immediately after the result is declared and simultaneously communicated to the Bombay Stock Exchange

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

Sd/-

Kriti Bareja  
Company Secretary & Compliance Officer  
Membership No.

Date: 25.03.2025

Place: New Delhi



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013  
ITEM NO.1:**

The Board of Directors of the Company has, pursuant to the order of the Hon'ble Delhi High Court dated 27th May 2024 in the case of Infosys Vs Southern Infosys Limited [CS(COMM) 257/2024 & I.A. 6821/2024], resolved to change the name of the company from **"Southern Infosys Limited"** to **"Southern Infoconsultants Limited"**.

The Delhi High Court has issued this order so as to avoid any possible confusion with other entities. The change in the name is in compliance with the court order and is intended to better reflect the Company's focus on IT services and enhance its branding in line with its core business operations.

Consequent to the proposed change in the name in accordance with Sections 13 and 14 of the Companies Act, 2013 (the 'Act'), the Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company will also need to be amended to reflect the new name. The Board of Directors has authorized the necessary steps for such amendments, which will be carried out following the approval of the shareholders.

Accordingly, the Company had applied to Central Registration Centre, Ministry of Corporate Affairs seeking reservation of the name. The Central Registration Centre, Ministry of Corporate Affairs has approved the application to the availability of the new proposed name **"Southern Infoconsultants Limited"** vide its letter dated 26<sup>th</sup> February 2025 which will remain valid for 60 days from the date of its approval.

The Company is in compliance with the conditions provided under Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the change of name of the listed entity, to the extent they are applicable.

The change of the name will not affect the identity, operations, or the rights of the shareholders of the Company. All legal and financial obligations of the Company will remain the same, and the change will be purely a matter of updating the corporate identity.

The copy of certificate from M/s. V Sahai Tripathi & Co, Chartered Accountants, confirming the compliance of regulation 45(1) forming part of this notice and marked as Annexure – 1. The Directors therefore recommends the Special Resolution set out at Item No. 1 of the accompanying Notice, for the approval of the Members of the Company.

The proposed special resolution is now placed before the shareholders for approval.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, are concerned or interested in the proposed special resolution, except to the extent of their shareholding in the Company.

The Board recommends the passing of the special resolution for the approval of the change in the name of the Company.

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

Sd/-

Kriti Bareja

Company Secretary & Compliance Officer

Membership No.

Date: 25.03.2025

Place: New Delhi

To  
The Directors  
**Southern Infosys Limited**  
402-A, Arunachal Building, 19,  
Barakhamba Road, New Delhi-110001

Dear Sir/Madam,

**Ref:** Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Sub:** Certificate for proposed Change of Name of the Company.

The Board of Directors of **Southern Infosys Limited** ("the company") having its registered office at 402-A, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi, Delhi, India, 110001 (CIN: L67120DL1994PLC059994) vide its board resolution dated March 25, 2025 has proposed to change its name to "**Southern Infoconsultants Limited**".

According to the information and explanation given to us, pursuant to the requirement of provisions of regulation 45 of SEBI (LODR) Regulations, 2015, we hereby confirm that:

1. A time period of at least one year has elapsed from the last name change that was occurred:

**The Company has not changed its name since at least one year.**

2. At least 50% of the total revenue in the preceding 01(One) year period has been accounted for by the new activity suggested by the new name:

**Not applicable (refer Note 1 below)**

3. The amount invested in the new activity/project is at least 50% of the assets of the listed company:

**Not applicable (refer Note 1 below)**

**Note 1:** Since the company's name change is pursuant to a court order, this name change does not impact the company's activities or investment amount but has occurred solely due to the court's directive.



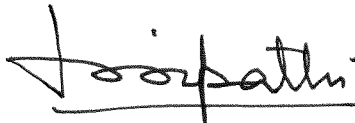
This certificate is issued at the request of the company pursuant to requirement of regulation 45(3) of SEBI (LODR) Regulations, 2015 for onward submission to the Bombay stock exchange, where the equity shares of the company are listed.

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**For V Sahai Tripathi & Co.**

Chartered Accountants

Firm Regn No: 000262N



**Vishwas Tripathi**

Partner

M. No. 086897



Date: 25<sup>th</sup> March, 2025

Place: New Delhi

UDIN: 25086897BMOGQY7881