



SOUTHERN INFOCONSULTANTS LIMITED

CIN: L67120DL1994PLC059994

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Date: 29.09.2025

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

BSE Code: 540174

Dear Sir.

Subject: Proceedings of 31st General Meeting of Southern Infoconsultants Limited.

Dear Sir/ Madam,

This is to inform you that 31st Annual General Meeting of Southern Infoconsultants Limited was held on Monday, the 29th September, 2025 at 12:30 P.M IST by way of Video Conferencing.

Pursuant to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, summary of proceedings of Annual General Meeting is appended below.

Thanking you,
Yours faithfully,
For Southern Infoconsultants Limited

Kriti B
arya
(Kriti Barya)

Company Secretary & Compliance Officer
M.No. A51320



PROCEEDINGS OF 31st ANNUAL GENERAL MEETING

The 31st Annual General Meeting of Southern Infoconsultants Limited was held on Monday, the 29th September, 2025 at 12:30 P.M by way of Video Conferencing / Other Audio-Visual Means:

Following were present:

Directors

- | | |
|---------------------------|---------------------------------|
| 1. Mr. Siddharth Sharma | : Chairman, Whole Time Director |
| 2. Mrs. Shivani Sharma | : Director |
| 3. Mrs. Anju Uppal | : Independent Director |
| 4. Mrs. Vijaya Raje Singh | : Independent Director |
| 5. Mrs. Deepali Sharma | : Director |

In Attendance

1. Representative of: Scrutinizer, Nitin Bhatia & Co.
2. Representative of: Mukesh Agrawal & Co., Statutory Auditors
3. Ms. Kriti Bareja: Company Secretary & Compliance

Quorum of the Meeting: 44 members attended the meeting virtually, including 1 corporate shareholder through authorized representative.

Company Secretary, Kriti Bareja, informed that the meeting was conducted through VC/OAVM. She also gave general instructions regarding participation in the meeting. Thereafter Chairman, Mr. Siddharth Sharma, took the chair of the meeting and welcomed all the members. The requisite quorum being present, the chairman called the meeting to order.

The Chairman informed that the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), vide their circulars have allowed companies to hold AGM through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of Members at a common venue. Hence, the meeting is being held through Video Conferencing in compliance with the Companies Act, 2013, read with notifications and guidelines issued by the MCA and SEBI. Then he spoke about the certain key points to participate in the meeting.

Thereafter he addressed the other directors who then introduced themselves. Further, the chairman Thank the representative of statutory auditors and secretarial auditor at the meeting.

The chairman informed that the Notice of the AGM and the Annual Report of the Company for the year 2024-25 containing the Directors Report, Audited Financial Statements (Standalone and Consolidated), Auditors' Report thereon were made available to all the members, the same were taken as read. He further affirmed that the Company has taken the

requisite steps to enable the members to participate and vote on the items being considered at this AGM

The chairman then briefed about financial performance of the company and its future growth.

After that he informed that the company had arranged remote e-voting facility on all the resolutions to be passed at the meeting for those members who had not cast their votes through remote e-voting.

The members were also informed that the combined result of e-voting would be placed on website of the company within two days from the conclusion of the meeting.

The following items of business, as per the Notice of the 31st AGM dated September 04, 2025, were transacted at the Meeting through remote e-voting and e-voting at the 31st AGM as required under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant circulars issued by Ministry of Companies Affairs and Securities Exchange Board of India (SEBI). The resolution passed by the members with requisite majority, briefly, related to:

ORDINARY BUSINESS

1. **“RESOLVED THAT** the Audited Standalone and Consolidated Annual accounts of the company for the financial year ended 31TH March, 2025 along with the reports of Auditors and Directors thereon forming part of Annual Report, as circulated, be and are hereby approved and adopted.”
2. **“RESOLVED THAT** Mr. Siddharth Sharma, Director of the company, who retires by rotation and being eligible, offers himself for reappointment, be and is hereby reappointed as the director of the company.
3. **RESOLVED** That pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Audit Committee, M/s Mukesh Agrawal & Company, Chartered Accountants (Firm Registration No. 011393N), be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of this Annual General Meeting till the conclusion of 36th Annual General Meeting of the Company, at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company from time to time.

SPECIAL BUSINESS

4. **RESOLVED That** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Siddharth Sharma (DIN-07401382), as Whole time Director and Key Managerial Personnel of the Company for a period of 5 (Five) years with effect from 29TH September, 2025 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Siddharth Sharma.
5. **“RESOLVED That** pursuant to the provisions of Section 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), the consent of the members of the Company be and is hereby accorded to adopt new set of Article of Association pursuant to the Companies Act, 2013 primarily based on the Form of “Table F” under the Act in place of existing Articles of Association of the Company under the Companies Act, 1956, as per copy placed before the members be and is hereby approved.”
6. **RESOLVED That** pursuant to Section 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), consent of the members be and is hereby accorded to adopt the new set of Memorandum of Association as required under the Companies Act, 2013 primarily based on the Form of “Table A” under the Act in place of the existing Memorandum of Association under the Companies Act, 1956, as per copy placed before the members be and is hereby approved.

7. "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the applicable provisions of the Articles of Association of the Company, Mrs. Shivani sharma (DIN: 11276857), who was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company by the Board of Directors with effect from 04.09.2025 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation."
8. **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 guarantee or provide security in connection with the loan to any other body corporate, from time to time, in one or more tranches as the board of directors may deem beneficial and in the interest of company, for an aggregate amount not exceeding 8,00,00,000/- (Indian Rupee 8 crores only) including the amount of loans given, investment made, guarantees or security provided so far.
9. RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule IV to the Act and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the approval of the members be and is hereby accorded for the appointment of MRS. VIJAYA RAJE SINGH (DIN: 06934317) as an Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 29 september 2025 to 28 september 2030.
10. RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule IV to the Act and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the approval of the members be and is hereby accorded for the appointment of MRS. Anju Uppal (din: 11252681) as an Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 29 september 2025 to 28 september 2030.

11. "RESOLVED THAT pursuant to the Provisions of Section 204 of the Companies Act, 2013 and the rules made thereunder, Nitin Bhatia & Co, Practicing Company Secretaries (S201 5HR324600), be and is hereby appointed as the Secretarial Auditor of the Company for a period of Five year, commencing from the financial year 2025-26 to 2029-30, to conduct the secretarial audit of the Company and to issue the secretarial audit report as per the applicable provisions of the Companies Act, 2013, and other relevant laws."

The Chairman thanked the members, the Directors and Auditors present at the meeting for their participation. The Meeting concluded with a vote of thanks to the Chair. The AGM concluded at 12.42 p.m. The e-voting facility was kept open for 15 minutes post conclusion of the meeting to enable the member to cast their votes.

For Southern Infoconsultants Limited


(Kriti Bareja)

Company Secretary & Compliance Officer

