



SOUTHERN INFOCONSULTANTS LIMITED.

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

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CIN: L67120DL1994PLC059994, Website: www.southerninfoconsultants.com

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the members of **SOUTHERN INFOCONSULTANTS LIMITED** (CIN-L67120DL1994PLC059994) will be held through video conferencing and other audio-visual means (VC / OAVM) on Monday, 29th September at 12.30 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 31st March 2025, together with the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED That** the audited standalone and consolidated financial statements of the company for the financial year ended 31st March, 2025, together with the reports of the Board of Directors and Auditors thereon, as circulated to the members be and are hereby considered and adopted”

2. To appoint a director in place of Mr. Siddharth Sharma (DIN-07401382), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of M/s Mukesh Agrawal & Company as the Statutory Auditors of the Company. 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, 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.

RESOLVED Further That the Audit Committee/ Board of Directors of the Company, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment.

Special Business:

4. Re-appointment of Mr. Siddharth Sharma as whole time director. To consider and if thought fit, to pass the

following resolution as an **Ordinary Resolution**:

“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.

RESOLVED Further That the Board of Directors be and is hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution”

5. Adoption of new set of Article of Association. 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 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.

RESOLVED Further That the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to this resolution.”

6. Adoption of Memorandum of Association as per provisions of Companies Act, 2013 To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**: -

“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.

RESOLVED Further That the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including

of filing all the necessary e-forms with the Office of the Registrar of Companies, NCT of Delhi & Haryana.”

7. Regularization of Additional Director, Mrs. Shivani sharma (DIN: **11276857**) as NonExecutive and Non-Independent Director of the Company. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Ordinary Resolution**:

“**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..”

“**RESOLVED Further That** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

8. To Increase the limits under section 186 of the companies Act, 2013 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 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.

“**RESOLVED Further That** the board of director of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

9. To appoint mrs. Vijaya raje singh (DIN: 06934317) as a non-executive independent director of the company. To consider and if thought fit, to pass with or without modification, the following resolution as **ordinary resolution**:

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.

“**RESOLVED FURTHER THAT** any of the Director or Company Secretary of Company for the time being

be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

10. To appoint mrs. Anju Uppal (din: 11252681) as a non-executive independent director of the company. To consider and if thought fit, to pass with or without modification, the following resolution as **Ordinary resolution**:

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.

“RESOLVED FURTHER THAT any of the Director or Company Secretary of Company for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

11. Appointment of Nitin Bhatia & Co, Practicing Company Secretaries as a Secretarial Auditor of the Company and in this regard, to pass the following resolution as an **Ordinary Resolution**

“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.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration and other terms and conditions for the Secretarial Auditor, as may be mutually agreed upon between the Company and Secretarial Auditor, and to do all such acts, deeds and things as may be necessary or incidental to the appointment of Secretarial Auditor for the term of Five Years

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

Place: New Delhi
Delhi: 04.09.2025

Sd/-
Kriti Bareja
Company Secretary
Membership No.A51320

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 Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 22nd day of September, 2025 to Monday, the 29th day of September, 2025 (both days inclusive).
3. The 31st Annual General Meeting (AGM) 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-AGM circulars”), physical attendance of the Members to the AGM 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 AGM through VC/OAVM. The deemed venue for the 31ST AGM shall be the registered office of the company viz..402-A, Arunachal Building, 19, Barakhamba Road, New Delhi – 110 001
4. Since the 31ST AGM of the Company will be held through VC/OAVM and personal presence is not required, the route map is not annexed herewith.
5. 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 AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
6. The Members can join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.
7. 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.
8. 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.
9. 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 AGM. 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 AGM will be provided by NSDL.

10. In compliance with the MCA circulars, the SEBI Circulars and SEBI (LODR) Regulations, 2015 a physical communication is being sent by the company to those shareholders who have not registered their e-mail address with the Registrar and Transfer Agent / Depository Participant(s) / Company, providing the web link and QR Code for accessing the Notice of the 31st Annual General Meeting and Annual Report of the Company for the Financial Year 2024-25. The Notice of the AGM along with the Annual Report 2024-25 is being sent by electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the notice and Annual Report 2024-25 will also be available on the Company's website www.southerninfoconsultants.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl>.
11. 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.southerninfoconsultants.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.

12. 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.

13. 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.southerninfoconsultants.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.
14. 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.
15. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period commences September 26, 2025 at 9.00 A.M. and ends on September 28, 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., 22ND September, 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 22nd September 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp |

| | |
|--|---|
| | <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.e-voting.nsdl.com/ 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 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <p>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 and click on login icon New System My easi Tab and then user your existing my easi username password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website ww.cdslindia.com and click on login & New System My easi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 e-voting is in progress and also able to directly access the system of alle-Voting Service Providers.</p> |

| | |
|--|--|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | 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.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at e-voting@nsdl.co.in or call at 022-4886 7000 and 022-24997000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.e-voting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

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.e-voting.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 :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 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) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | 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.e-voting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.e-voting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at e-voting@nsdl.co.in 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 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 General 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 with a copy marked to e-voting@nsdl.co.in.

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.e-voting.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.e-voting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at e-voting@nsdl.co.in

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 Aadhaar Card) by email to rmsfcs@gmail.com.
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 Aadhaar Card) to rmsfcs@gmail.com. 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 e-voting@nsdl.co.in 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 AGM ARE ASUNDER:-

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 Members/ shareholders, who will be 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 in the AGM.
3. Members 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.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM 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 link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 rmsfcs@gmail.com. The same will be replied by the company suitably.
6. 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) at least **5 days prior to meeting i.e., till 24th September 2025** mentioning their name, demat account number/folio number, email id, mobile number at “rmsfcs@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 “rmsfcs@gmail.com”. These queries will be replied to by the company suitably by email.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. 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.
16. 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.
17. 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.
18. 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.
19. 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 rmsfcs@gmail.com with subject line 'Inspection of AGM Documents'. The relevant documents will also be available for inspection by the members electronically during the 31st AGM on the website of the service provider.
20. 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.**
21. 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.
22. The results declared along with the report of the Scrutinizer shall be placed on the website of the company i.e., www.southerninfoconsultants.com and on the website of NSDL i.e. 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 Infoconsultants Limited**

Place: New Delhi
Date: 04.09.2025

Sd/-
Kriti Bareja
Company Secretary
Membership No. A51320

EXPLANATORY STATEMENTS

1. ITEM NO. 4

Mr. Siddharth Sharma (DIN: 07401382) was appointed as Whole-time Director of the Company and his current term will be ending on 29th September, 2025. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 04.09.2025 has approved his re-appointment for a further period of 5 years with effect from 29th September, 2025, subject to approval of the members.

Mr. Siddharth Sharma is responsible for overall management the company. He has provided dedicated services and significant contribution to expand the business of the company. The company has achieved to secure orders under his leadership and direction besides exploring the new business options in e-commerce industry. In view of this, the Board of Directors, on the recommendation of Nomination and Remuneration committee at its meeting held on 1" April 2025 has approved the revision in consolidated remuneration of Mr. Siddharth Sharma as Whole Time Director till the remaining period of his tenure with effect from 1 April 2025 with a liberty to the Board or the Nomination and Remuneration Committee to revise the remuneration within the prescribed ceiling limits of Schedule V and other applicable provisions of the Act.

Consolidated Salary Rs. 95,000/- per month in the grade of Rs. 95,000-5,000-1,10,000.

In the event of absence or inadequacy of profits of the company in any Financial year, Mr. Siddharth Sharma will be entitled to receive the consolidated remuneration subject to the compliance of the applicable provisions of Schedule V of the Act and the provision of Section 196, 197 and other applicable provisions, if any of the ActThe terms and conditions of his re-appointment including remuneration are set out in the resolution and may be varied, altered or revised by the Board in accordance with the provisions of the Companies Act, 2013. The Board considers that the continued association of Mr. Sharma would be beneficial to the Company and hence recommends the resolution for approval.

None of the Directors except Mr. Siddharth Sharma himself, and Mrs. Shivani Sharma and Deepali Sharma (being related), are interested or concerned in the resolution.

2. ITEM NO. 5

The existing Articles of Association (AoA) of the Company are based on the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013, several provisions of the existing AoA require alteration/deletion. In order to align the AoA with the provisions of the Companies Act, 2013, it is proposed to adopt a new set of Articles primarily based on "Table F" in place of the existing AoA.

A copy of the proposed new Articles of Association is available for inspection at the registered office of the Company during business hours.

The Board recommends the resolution as a Special Resolution.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are interested or concerned in this resolution.

3. ITEM NO. 6

The present Memorandum of Association (MoA) of the Company is in accordance with the Companies Act, 1956. To comply with the Companies Act, 2013, it is necessary to adopt a new set of MoA based on "Table A" as prescribed under the Act.

Accordingly, the Board recommends adoption of new MoA in substitution of the existing MoA of the Company.

A draft copy of the proposed MoA is available for inspection at the registered office during business hours.

None of the Directors, KMP or their relatives are concerned or interested in this resolution.

4. ITEM NO. 7

The Board of Directors appointed Mrs. Shivani Sharma (DIN: 01711082) as an Additional Director of the Company with effect from 4th September, 2025. Pursuant to Section 161(1) of the Act, she holds office only up to the date of this annual general meeting. Considering her experience and expertise, the Board recommends her appointment as Non-Executive and Non-Independent Director.

Except Mrs. Shivani Sharma herself and Mr. Siddharth Sharma and Mrs Deepali sharma (being related), none of the other Directors/KMPs are concerned or interested in the resolution.

5. ITEM NO. 8

Pursuant to Section 186 of the Act, the Company can give loans/guarantees/security or make investments up to 60% of its paid-up share capital, free reserves and securities premium account, or 100% of its free reserves and securities premium account, whichever is higher.

To enable the Company to give loans/guarantees or provide securities exceeding these limits for an aggregate amount not exceeding ₹8 Crores, approval of members is required by way of a special resolution. The Board considers the proposal beneficial for the Company and recommends the resolution.
None of the Directors/KMPs or their relatives are interested in this resolution.

6. ITEM NO. 9

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has proposed the appointment of Mrs. Vijaya Raje Singh (DIN: 06934317) as Non-Executive Independent Director for a term of 5 years.

She has given her consent and declaration of independence as required under the Act and SEBI (LODR) Regulations. The Board considers her appointment will bring valuable experience and independence to the Board.

Except Mrs. Vijaya Raje Singh, none of the Directors/KMPs or their relatives are concerned or interested in this resolution.

7. ITEM NO. 10

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has proposed the appointment of Mrs. Anju Uppal (DIN: 11252681) as Non-Executive Independent Director for a term of 5 years.

She has provided her consent and declaration of independence in accordance with the provisions of the Act and SEBI (LODR) Regulations.

The Board recommends her appointment considering her expertise and independence.
Except Mrs. Anju Uppal, none of the Directors/KMPs or their relatives are concerned or interested in this resolution.

8. ITEM NO. 11

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 ("SEBI Listing Regulations"), on the basis of recommendation of Board of Directors,

the Company shall appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of the shareholders in Annual General Meeting ("AGM").

The Board proposes to appoint Nitin Bhatia & Co., Practicing Company Secretaries (Firm Regn. No. S2015HR324600), as the Secretarial Auditors of the Company for a period of 5 years starting from FY 2025-26 to FY 2029-30.

Pursuant to Regulation 36(5) of SEBI Listing Regulations as amended, the credentials and terms of appointment of M/s Nitin Bhatia & Co. are as under:

Profile

CS Nitin Bhatia partner of M/s ICA & Co. is ICSI member and practicing unit since more than 10 years and vast Experience in Secretarial compliance as well as financial & Accounting Compliances.

Terms of appointment:

CS Nitin Bhatia partner of M/s Nitin Bhatia & Co. is proposed to be appointed for a term of five (5) consecutive years, to conduct the Secretarial Audit of five consecutive financial years from 2025-26 to 2029-30.

The proposed fees payable to Nitin Bhatia is mutually agreed between company and secretarial auditor. The Audit Committee/ Board are proposed to be authorised to revise the fee, from time to time.

The Board of Directors recommends the said resolution, as set out in item 11 of this Notice for your approval.

None of the Directors/KMPs or their relatives are concerned or interested in this resolution.

ANNEXURE-A

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

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

| | |
|---|---|
| Name of the Director | Mr Siddharth Sharma |
| DIN | 07401382 |
| Date of birth and age | February 20, 1993 and 32 |
| Date of first appointment | 13.08.2020 |
| Nationality | Indian |
| Father's name | Lt shri Rakesh Mohan Sharma |
| Qualifications | B.com. LL.B. |
| Expertise in functional area | Vast and rich experience in Legal, Business management, finance & investments etc. |
| Experience | 10 years |
| Terms and condition of appointment | Director Simplicitor with remuneration |
| Remuneration | 95,000 |
| Board membership of other companies as on 31 st March, 2025 | Disha Investment Centre Private Limited Disha Capital Services Limited Disha Capital Wealth Advisors Private Limited Disha Corporate Consultants Private Limited Zipzap services private limited Zipzapdeals private limited |
| Chairmanship(s)/Membership(s) of committees of other companies as on 31 st March, 2025 | NA |

| | |
|-----------------------------------|---|
| Shareholding | 311010 equity shares |
| Relationship of director inter-se | <ul style="list-style-type: none"> Son of Mrs. Deepali Sharma, director, Brother of Mrs Shivani Sharma |

| | |
|---|--|
| Name of the Director | Mrs Shivani Sharma |
| DIN | 11276857 |
| Date of birth and age | 28.06.1994, 31 years |
| Date of first appointment | 04.09.2025 |
| Nationality | Indian |
| Father's name | Lt shri Rakesh Mohan Sharma |
| Qualifications | B.com |
| Expertise in functional area | Vast and rich experience in marketing etc. |
| Experience | 10 years |
| Terms and condition of appointment | As per the resolution passed in AGM |
| Remuneration | NA |
| Board membership of other companies as on 31 st March, 2025 | Disha Capital Services Limited |
| Chairmanship(s)/Membership(s) of committees of other companies as on 31 st March, 2025 | NA |
| Shareholding | 247500 equity shares in joint holding with late shri rakesh mohan sharma |
| Relationship of director inter-se | <ul style="list-style-type: none"> Daughter of Mrs. Deepali Sharma, director and sister of Siddharth sharma |

| | |
|---|--|
| Name of the Director | Mrs Vijaya Raje Singh |
| DIN | 06934317 |
| Date of birth and age | 04.08.1966, |
| Date of first appointment | 29.09.2025 |
| Nationality | Indian |
| Father's name | Govind singh |
| Qualifications | PHD |
| Expertise in functional area | Vast and rich experience in Legal, Business management, finance & investments etc. |
| Experience | 29 years |
| Terms and condition of appointment | INDEPENDENT DIRECTOR |
| Remuneration | NA |
| Board membership of other companies as on 31 st March, 2025 | NA |
| Chairmanship(s)/Membership(s) of committees of other companies as on 31 st March, 2025 | NA |
| Shareholding | NA |
| Relationship of director inter-se | NA |

| | |
|-----------------------------|----------------|
| Name of the Director | Mrs Anju uppal |
| DIN | 11252681 |
| Date of birth and age | 28.09.1968 |
| Date of first appointment | 29.09.2025 |
| Nationality | Indian |

| | |
|---|---|
| Father's name | SATPAL MALHOTRA |
| Qualifications | BA |
| Expertise in functional area | Vast and rich experience in Insurance . |
| Experience | 11 years |
| Terms and condition of appointment | INDEPENDENT Director |
| Remuneration | NA |
| Board membership of other companies as on 31 st March, 2025 | NIL |
| Chairmanship(s)/Membership(s) of committees of other companies as on 31 st March, 2025 | NA |
| Shareholding | NONE |
| Relationship of director inter-se | NA |