

Voting Through Electronic Mode:

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 from time to time and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 51st Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 51st AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. The Company has appointed CS Neville Fernandes, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The instructions to members for voting electronically are as under:-

- (i) The voting period begins on Monday, September 21, 2015 at 10.00 a.m. and ends on Wednesday, September 23, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares, as on the cut-off date i.e. September 17, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on September 23, 2015.
- (ii) Members holding shares as on **September 17**, 2015 shall only be eligible for e-voting.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) The shareholders should log on to the e-voting website www.evotingindia.com.
- (v) Click on Shareholders.
- (vi) Now Enter your User ID;
 - a. Enter User ID which is printed on the sticker affixed on the Proxy Form.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) As a first time user, follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.
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	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company are requested to use the sequence number which is printed on the sticker affixed on the Proxy Form indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the company please enter the user id in the Dividend Bank details field as mentioned in instruction (vi).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members will then directly reach the Company selection screen.
- (xi) Members may note that, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

8) The e-voting period commences on September 21, 2015 (10.00 a.m. IST) and ends on September 23, 2015 (5.00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of September 17, 2015, may cast their vote electronically. The e-voting module shall also be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

9) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company holding share either in physical form or in dematerialised form, as on the cut-off date (record date) of September 17, 2015 and not casting their vote electronically, may cast their vote at the Annual General Meeting.

10) CS NEVILLE FERNANDES, Practicing Company **Secretary, has** been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

11) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer’s Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

12) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on September 17, 2015.

13) The results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website **www.southernngasindia.com** and on the website of **CDSL** within two days of the passing of the resolutions at the 51st Annual General Meeting of the Company on September 24, 2015 and communicated to the BSE Ltd.

All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the Administrative Office of the Company during business hours on all working days upto the date of declaration of the result of the 51st Annual General Meeting of the Company.