

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	THE SOUTHERN GAS LIMITED
MEETING	52 nd Annual General Meeting
DATE & TIME	Thursday, 22 nd September, 2016 at 10.30 a.m.
VENUE	Meera Classic, Phase II, Gogol, Borda, Margao, Goa 403602

1. Appointment as Scrutinizer:

I was appointed as the Scrutinizer for the remote e-Voting including through Ballot Form as well as the voting conducted at the 52nd Annual General Meeting (52nd AGM) of **THE SOUTHERN GAS LIMITED** hereinafter referred to as **the Company** held on Thursday, 22nd September, 2016 at 10.30 a.m. at Meera Classic, Phase II, Gogol, Borda, Margao, Goa 403602.

2. Dispatch of Notice convening the Meeting

The Company has informed that, on the basis of the Register of Members, maintained by it, the Company completed dispatch of the Annual Report which inter alia contains the Notice of the AGM on 29th August, 2016.

3. Cut-off Date

The Voting rights were reckoned as on Thursday, 15th September, 2016, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the Meeting.

4. Remote e-Voting

a. Agency:

The Company had appointed **Central Depository Services (India) Limited (CDSL)** as the agency for providing the remote e-Voting platform.

b. Remote e-Voting:

Remote e-Voting platform was open from **10.00 a.m. on Monday, 19th September, 2016 to 5.00 p.m. on Wednesday, 21st September, 2016** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and/or Special Resolution, on the e-Voting platform provided by CDSL.

5. Voting at the AGM:

a. As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of the Annual General Meeting, to only such details relating to the members who have cast their votes through remote e-Voting, such as their names, folios, number of shares held but not the manner in which they have voted.

- b. CDSL, the e-Voting Agency provided me with the names, folio numbers and shareholding of the members who had cast their votes through remote e-Voting.

6. Counting Process

- a. After the Chairman announced the commencement of voting, one ballot box kept for polling was locked in my presence.
- b. On completion of voting at the Meeting, the Company provided me with the List of members who had cast their votes through Poll, with their holding details and details of vote on each of the Resolutions.
- c. The poll Papers were reconciled with the records maintained by the Company with respect to authorisations/ proxies lodged with the Company.
- d. I unblocked the remote e-Voting results on the CDSL e-Voting platform before Adv. Govind B Mahambre and Mr G.V. Kamat and downloaded the e-Voting results.

7. Results

- a. I observed that
 - a) Six members had cast their votes at the AGM out of which six were found to be valid after scrutiny;
 - b) Two members had cast their votes through remote e-Voting and all were found to be valid after scrutiny;
 - c) Nil members had cast their votes through Ballot Forms out of which NIL were found to be valid after scrutiny.
- b. The Consolidated Results with respect to each items on the Agenda as set out in the Notice of the 52nd AGM dated 26th May, 2016 is enclosed
- c. Based on the aforesaid Results, the **four Ordinary Resolutions** as contained in **Item No 1 to Item No 4** and two Special Resolutions as contained in **Item No 5 to Item No 6** of the Notice dated **26th May, 2016** have been **passed with requisite majority**.



CS NEVILLE FERNANDES

Date: 22nd September, 2016

Place: Margao, Goa

CONSOLIDATED RESULTS

Item No 1: Adoption of Financial Statements for the Financial Year ended 31st March, 2016

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	2	20	6	13526	8	13546	60.11
Dissent							
Abstain							
Total	2	20	6	13526	8	13546	60.11

Based on the aforesaid results, Ordinary Resolution as contained in Item No 1 of the Notice dated 26th May, 2016, has been passed with requisite majority.



CS NEVILLE FERNANDES
Date: 22nd September, 2016
Place: Margao, Goa

Item No 2: Declaration of Dividend

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	2	20	6	13526	8	13546	60.11
Dissent							
Abstain							
Total	2	20	6	13526	8	13546	60.11

Based on the aforesaid results, Ordinary Resolution as contained in Item No 2 of the Notice dated 26th May, 2016, has been passed with requisite majority.



CS NEVILLE FERNANDES
Date: 22nd September, 2016
Place: Margao, Goa

Item No 3: To appoint a Director in place of Mr.Motilal Sanvlo Keny (DIN: 06813111) who retires by rotation and being eligible offers himself for reappointment

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	2	20	6	13526	8	13546	60.11
Dissent							
Abstain							
Total	2	20	6	13526	8	13546	60.11

Based on the aforesaid results, Ordinary Resolution as contained in Item No 3 of the Notice dated 26th May, 2016, has been passed with requisite majority.



CS NEVILLE FERNANDES
Date: 22nd September, 2016
Place: Margao, Goa

Item No 4: To appoint M/s Varma & Varma, Chartered Accountants, (Firm Registration No 004532S) as Statutory Auditors of the Company.

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	2	20	6	13526	8	13546	60.11
Dissent							
Abstain							
Total	2	20	6	13526	8	13546	60.11

Based on the aforesaid results, Ordinary Resolution as contained in Item No 4 of the Notice dated 26th May, 2016, has been passed with requisite majority.



CS NEVILLE FERNANDES
Date: 22nd September, 2016
Place: Margao, Goa

Item No 5: To obtain consent of the Members for maintenance of Registers, Index of Members and copies of returns with M/s Bigshare Services Pvt. Ltd.

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	2	20	6	13526	8	13546	60.11
Dissent							
Abstain							
Total	2	20	6	13526	8	13546	60.11

Based on the aforesaid results, Ordinary Resolution as contained in Item No 5 of the Notice dated 26th May, 2016, has been passed with requisite majority.



CS NEVILLE FERNANDES
Date: 22nd September, 2016
Place: Margao, Goa

Item No 6: To adopt draft regulations to substitute the regulations contained in the existing Articles of Association.

Particulars	Remote e-Votes		Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	2	20	6	13526	8	13546	60.11
Dissent							
Abstain							
Total	2	20	6	13526	8	13546	60.11

Based on the aforesaid results, Ordinary Resolution as contained in Item No 6 of the Notice dated 26th May, 2016, has been passed with requisite majority.



CS NEVILLE FERNANDES
Date: 22nd September, 2016
Place: Margao, Goa