

## NOTICE



NOTICE is hereby given that the **Fiftieth Annual General Meeting** of the Shareholders of **THE SOUTHERN GAS LIMITED** will be held on Thursday 25<sup>th</sup> September, 2014 at 10.30 a.m. at the Administrative Office of the Company at Meera Classic, Phase II, Gogol, Borda, Margao, Goa – 403601 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a Dividend
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS:

4. To appoint Smt. Yogita Gautam Pai Cacode, (DIN: 01587954) as a Director 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 Smt. Yogita Gautam Pai Cacode, (DIN: 01587954) who was appointed by the Board of Directors as an Additional Director with effect from 31<sup>st</sup> January, 2014 and who holds the office upto this Annual General Meeting and in respect of whom the Company has received a notice in writing, pursuant to the provisions of Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
5. To appoint Shri Motilal Sanvlo Keny, (DIN:06813111) as an Independent Director 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 Shri Motilal Sanvlo Keny, (DIN:06813111) who was appointed by the Board of Directors as an Additional Director with effect from 04<sup>th</sup> Febuary, 2014 and who holds the office upto this Annual General Meeting and in respect of whom the Company has received a notice in writing, pursuant to the provisions of Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."
6. To appoint Shri Jayendra V Gaitonde, (DIN:00130936) as an Independent Director 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 pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force) and Clause 49 of the Listing Agreement Shri Jayendra V Gaitonde, (DIN:00130936) who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 55<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019."
7. To appoint Shri Sripad P Patnekar, (DIN:01939882) as an Independent Director 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 pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement Shri Sripad P Patnekar, (DIN:01939882) who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 55<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019."



8. To appoint Shri Ranganath N Prabhu, (DIN:00131108) as an Independent Director 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 pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement Shri Ranganath N Prabhu, (DIN:00131108) who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 55<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019."
9. To appoint Shri Gautam Pai Cacode, (DIN:02395512) as Chairman and Managing Director and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution: "RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Shri Gautam Pai Cacode, (DIN:02395512) as Chairman and Managing Director of the Company, for a period of 3 (three) years with effect from 1<sup>st</sup> February, 2014, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Shri Gautam Pai Cacode, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof; RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

BY ORDER OF THE BOARD OF DIRECTORS  
THE SOUTHERN GAS LIMITED

**GAUTAM PAI CACODE**  
Chairman and Managing Director  
Dated: 29<sup>th</sup> May, 2014.

**NOTES:**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES in order to be effective, must be received by the Company not less than 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to the annual report. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 2) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday 18<sup>th</sup> September, 2014 to Thursday, 25<sup>th</sup> September, 2014 (both days inclusive), to determine the names of members eligible for payment of dividend on equity shares, that may be declared at the meeting.
- 3) Pursuant to the provisions of Section 205A (5) of the Companies Act, 1956, dividend for the financial year ended 31<sup>st</sup> March, 2007 and thereafter which remains unclaimed for a period of seven years will be transferred by the Company to the Investor Education & Protection Fund, established by the Central Government pursuant to section 205C of the Companies Act, 1956. On such transfer no claims shall lie against the Company or the Fund in respect of individual amount which were unclaimed or unpaid for a period of seven years and transferred to the Fund and on payment shall be made in respect of any such claim. Members who have so far not claimed their dividend for the years 2006-2007 and onwards may therefore do so before the same is transferred to the Investor Education & Protection Fund.
- 4) An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 (corresponding to Section 173(2) of the Companies Act, 1956) in respect of the Special Businesses mentioned in the Notice is annexed hereto. 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 up to the date of the 50<sup>th</sup> Annual General Meeting of the Company.