



NOTICE

NOTICE is hereby given that the Fifty Third Annual General Meeting of the Shareholders of **THE SOUTHERN GAS LIMITED** will be held on Tuesday 26th September, 2017 at 10.30 a.m.at the Administrative Office of the Company at Meera Classic, Phase II, Gogol, Borda, Margao, Goa – 403602 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. Gautam Pai Kakode (DIN: 02395512), who retires by rotation and being eligible offers himself for re-appointment.
4. Appointment Of Statutory Auditors of the Company and fixing their remuneration

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee M/s. Lorence & Shankar, Chartered Accountants (Firm Registration No. 112761W), be appointed as Statutory Auditors of the Company in place of retiring Statutory Auditors M/s.Varma & Varma, Chartered Accountants (Firm Registration No. 004532S), to hold office for the term of consecutive five years i.e. from the conclusion of this Annual general Meeting until the conclusion of the Fifty Eighth Annual General Meeting of the Company, subject to ratification of their appointment by the members at every Annual General Meeting as required under the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to fix such remuneration and the reimbursement of out-of-pocket expenses, if any, as may be recommended by the Audit Committee and to do all such necessary acts and take all such steps necessary, proper or expedient to give effect to this resolution.”



SPECIAL BUSINESS

5. Re-Appointment of Mr. Gautam Pai Kakode, (Din: 02395512) as Managing Director And Key Managerial Personnel of the Company And Payment of Remuneration.

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as the **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”), as amended or re-enacted from time to time, read with Schedule V to the Act 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 Shareholders be and is hereby accorded for the re-appointment of Mr. Gautam Pai Kakode, (Din: 02395512) as the Managing Director and the Key Managerial Personnel of the Company for a period of three years with effect from 1st February, 2017 to 31st January 2020, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment/or remuneration as it may deem fit and as may be acceptable to Mr. Gautam Pai Kakode, 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 authorized 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

**GAUTAM PAI KAKODE
MANAGING DIRECTOR
DIN: 02395512**

Dated: 26th May, 2017.

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/HERSELF 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.

Only registered Members of the Company or any proxy appointed by such registered Member may attend and vote at the Meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/ she can participate in the Meeting but not vote.

A route map giving directions to reach the venue of the Annual General Meeting is given at the end of the Annual Report

- 2) The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday 20th September, 2017 to Tuesday 26th September, 2017(both days inclusive).
- 3) Dividend as recommended by the Board, if approved by the shareholders at their meeting will be paid to all the shareholders, whose names appear in the register of Members as of the close of business hours on 19th September, 2017.
- 4) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 5) Pursuant to the provisions of Section 124 of the Companies Act, 2013 dividend which remains unclaimed for a period of seven years is required to be transferred by the company to Investor Education and Protection Fund (IEPF) established by Central Government. The Company has, accordingly, transferred an amount of Rs 8,160/- being the unclaimed dividend for the financial year ended 31stMarch, 2009 to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013 and no claim lies against the company in respect thereof. Dividend for the financial year ended 31st March, 2010 and thereafter which remains unclaimed for a period of seven years will be transferred by the Company to the Investor Education & Protection Fund. Members who have so far not claimed their dividend for the years 2009-2010 and onwards may therefore do so before the same is transferred to the Investor Education & Protection Fund.



- 6) The securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN to the Company at the earliest.
- 7) Members are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.southerngasindia.com
- 8) An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the Special Business mentioned in the Notice is annexed hereto. The relevant details of the directors seeking re-appointment pursuant to Regulation 36(3) of the Listing Regulations and in terms of Secretarial Standards on General Meetings (SS-2) are annexed.
- 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 from time to time and Regulation 44 of the Listing Regulations 2015, 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 on the resolutions set forth in the notice convening the 53rd Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

During the e-voting period members of the company, holding shares either in physical form or dematerialised form, as on the Cut-Off date of 19th September, 2017, may cast their vote electronically.

The instructions to members for voting electronically are as under:-

- (i) The voting period begins on Saturday 23rd September, 2017 at 10:00 a.m. and ends on Monday 25th September, 2017 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as on the cut off date should treat this Notice for information purposes only.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID;
 - a. For CDSL: 16 digits beneficiary ID,



- b. For NSDL: 8 character DP ID followed by 8 Digit client ID,
- c. Members holding shares in Physical form should enter the user Id which is printed on the sticker affixed on the proxy form.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) As a first time user, follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company /Depository are requested to use first two letters of their name and 8 digit of the sequence number (which is printed on the sticker affixed on the Proxy Form) indicated in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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 depository or company please enter the User Id (which is printed on the sticker affixed on the Proxy Form) in the Dividend Bank details field as mentioned in the instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in the Physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter the login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- (x) For Members holding shares in Physical Form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of The Southern Gas Limited.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If the Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non-Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, and 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 linked in the login 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.
- (xx) 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.

General instruction for voting on Resolution:

- i. A member can opt for only one mode of voting, i.e. either by e-voting or through Ballot. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the Ballot form of that member shall be treated as invalid.
 - ii. The facility of voting through Ballot paper shall also be made available for the members at the Meeting. Members attending the meeting, who have not already cast their vote by Remote e-voting, shall be able to exercise their right at the Meeting. The members who have cast their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.
 - iii. The voting rights of the shareholders (for voting through remote e-voting or by Ballot paper at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on 19th September, 2017 (“Cut-Off Date”). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
 - iv. Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 19th September, 2017 should follow the same procedure as mentioned above.
- 10) The Company has designated sglgoa@southernogasindia.com as an email id for quick redressal of Shareholders/investors grievances.



- 11) Mr. Shivaram Bhat, Practicing Company Secretary (Membership No ACS 10454) has been appointed as the Scrutinizer to scrutinize the e-voting process as well as voting through Ballot paper at the Meeting, in a fair and transparent manner.
- 12) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in employment of the Company and make not later than 48 hours from the conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- 13) The results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.southernindia.com** and on the website of CDSL www.evotingindia.com within two days of the passing of the resolutions at the 53rd Annual General Meeting of the Company to be held on 26th September, 2017 and communicated to the BSE Ltd.
- 14) Subject to the receipt of the requisite number of votes, the Resolution shall be deemed to be passed on the Date of the AGM i.e. 26th September, 2017.

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 Registered Office of the Company during business hours on all working days upto the date of declaration of the result of the 53rd Annual General Meeting of the Company.

BY ORDER OF THE BOARD OF DIRECTORS

GAUTAM PAI KAKODE
MANAGING DIRECTOR
DIN: 02395512

Dated: 26th May, 2017



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No 5:

Mr. Gautam Pai Kakode was appointed as Managing Director by the Shareholders at the Fiftieth Annual General Meeting held on 25th September, 2014 for a period of three years i.e from 1st February, 2014 to 31st January, 2017.

The Board of Directors of the Company (the Board), at its meeting held on 28th January, 2017 has, subject to the approval of the members, re-appointed Mr. Gautam Pai Kakode as Managing Director and Key Managerial Personnel for a Period of 3 years i.e. from 1st February, 2017 to 31st January, 2020 with remuneration as recommended by the Nomination and Remuneration Committee (the 'Committee') of the Board and approved by the Board.

Accordingly, the approval of members is sought for the appointment of and remuneration payable to Mr. Gautam Pai Kakode as Managing Director and Key Managerial Personnel in terms of applicable provisions of the Act. Broad particulars of the terms of appointment of and remuneration payable to Mr. Gautam Pai Kakode are as under:

1. **SALARY**

A Consolidated salary of Rs.7,00,000/- (Rupees Seven Lakhs only) per month, including dearness and all other allowances.

2. **PERQUISITES & ALLOWANCES:**

Company will contribute to Provident, Superannuation and Gratuity funds on account of Mr. Gautam Pai Kakode on the same basis as other employees. Gratuity payable and encashment of leave at the end of the tenure shall not be included in the computation of limits of remuneration or perquisites as aforesaid. Mr. Gautam Pai Kakode will be entitled to leave according to Company's Leave Rules applicable to other employees.

Car for use on Company's business and telephone at residence shall not be considered as perquisites.

The Managing Director will not be entitled to any perquisites, benefits and allowances other than what has been stated herein.

3. **MINIMUM REMUNERATION:**

Notwithstanding anything contained herein, where in any financial year, during the currency of tenure of office, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the Managing Director as stated in Para 1 and 2 above as minimum remuneration.



The Letter of appointment of Mr. Gautam Pai Kakode, as Managing Director contain inter alia, all terms and conditions of his appointment with a provision that the appointment can be terminated by either party by giving a prior notice of at least 30 days in writing, unless waived by the parties with mutual consent.

The extracts of remuneration given above shall be deemed to be the extracts of remuneration required to be furnished under Section 190 of the companies Act, 2013.

Mr. Gautam Pai Kakode has been associated with the company from 2006. He was appointed as Whole-time Director of the Company from 1st February, 2009. Since then he has been instrumental in shaping the future of the Company. Mr. Gautam Pai Kakode's term of office as Whole time Director ended on 31st January, 2014. Thereafter Mr. Gautam Pai Kakode was appointed as Managing Director and Key Managerial Personnel of the Company by the Board of Directors of the Company from 1st February, 2014. His term as Managing Director ended on 31st January, 2017. Considering his contribution in the growth and performance of the Company, the Board of Directors re-appointed him for further period of three years i.e. from 1st February, 2017 to 31st January, 2020.

Brief particulars pursuant to Regulation 36(3) of the Listing Regulations and additional information to be given to Members in terms of Secretarial Standards on General Meetings (SS-2) of Mr. Gautam Pai Kakode are given in Annexure to this Notice.

The Board of Directors of the Company recommends the Special Resolution as set out in the Item No 5 of the Notice for approval of the members.

Mr. Gautam Pai Kakode, the appointee and his wife Mrs. Yogita Pai Kakode, Director on the Board is concerned or interested in the passing of the resolution.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relative(s) is, in any way, concerned or interested, financially or otherwise, in the resolution at Item no.5 of the Notice.

BY ORDER OF THE BOARD OF DIRECTORS

**GAUTAM PAI KAKODE
MANAGING DIRECTOR
DIN: 02395512**

Dated: 26th May, 2017.



ANNEXURE TO THE NOTICE

1. Particulars and additional information of the directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the Listing Regulations and in terms of Secretarial Standards on General Meetings (SS-2):

Name of the Director	Gautam V. Pai Kakode
Category	Managing Director
Age	47 years
Date of First Appointment	29/10/2008
Experience	10 years as Director in Present Company
Directorship in other Companies	1. Bangalore Oxygen Company Private Limited 2. Foods And Beverages (India) Private Limited 3. Malabar Oxygen Company Private Limited 4. Poy Raiturcar Properties Private Limited 5. Madhav Poy Raiturcar Trading Company Private Limited
Expertise in specific functional area	Leadership and Corporate Management
Number of the Meetings of the Board attended during the year 2016-17	05
Membership of the Committees of the Board of other companies	NIL
Number of shares held in the Company	5000 (Equity Shares)
Relationship with other directors inter-se	Husband of Mrs. Yogita Gautam Pai Kakode, Director of the Company
Terms and Conditions of Appointment or reappointment along with remuneration	As mentioned in explanatory statement in item no.5

2. Statement of information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 with reference to the resolution at Item No. 5 of the Notice:

I. General Information

1	Nature of Industry	The Company is in the business of production of Medical Oxygen, Industrial Oxygen, Argon, Hydrogen, Nitrogen, etc.
2	Date or expected date of commencement of commercial production	The Company was incorporated in the year 1963 and has been in operation since then.

3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus.	Not Applicable	
4	Financial performance based on given indicators		
	Financial Parameters	FY 2016-17	FY 2015-16
	Total Income	29,75,62,663	27,78,96,666
	Profit before Tax	83,22,968	1,56,13,368
	Profit after Tax	59,71,368	1,02,65,868
5	Foreign investments or collaborators, if any	Nil	

II. Information about Mr. Gautam V. Pai Kakode

Background details	<p>Mr. Gautam Pai Kakode has been associated with this company since 2006. He was appointed as the Whole-Time Director of this Company, which term ended on 31st January, 2014. Thereafter he was appointed as the Managing Director and Key Managerial Personnel of the Company for a period of three years i.e from 1st February, 2014 to 31st January, 2017. The Board of Directors reappointed him as Managing Director for further period of three years from 1st February, 2017.</p> <p>Under the leadership of Shri Gautam Pai Kakode, The Southern Gas Limited has succeeded in positioning itself as a leader of industry in the South India.</p>
Past remuneration	The remuneration received by Mr. Gautam Pai Kakode during the year ended 31 st March, 2017 which comprised of salary, monetary value of perquisites, allowances and contribution to retiral funds was 39 lacs.
Recognition or Awards	Received on behalf of the Company Fastest Growing Indian Company Excellence Award from IEDRA (Indian Economic Development & Research Association) New Delhi
Job profile and suitability	<p>As Managing Director the appointee shall have substantial powers of management of the affairs of the Company.</p> <p>Mr. Gautam Pai Kakode has successfully completed initial term of three years as Managing Director of the Company.</p>

Remuneration proposed	As set out in the resolution at Item No. 5 read with Explanatory Statement of the Notice of the 53 rd Annual General Meeting
Comparative Remuneration profile with respect to Industry, size of the Company, profile of the position and the person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed to be paid to the Managing Director is comparable with the remuneration being paid for similar assignments in the industry. Also, the proposed remuneration is within limits permitted under Schedule V to the Companies Act, 2013.
Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial Personnel, if any	Mr. Gautam Pai Kakode holds 5000 equity shares of the Company. Also, he is the Husband of Mrs. Yogita G. Pai Kakode, Director of the Company.

III. Other Information:

1	Reasons of loss or inadequate profits	NOT APPLICABLE
2	Steps taken or proposed to be taken for improvement	
3	Expected increase in productivity and profits in measurable terms	

IV. Disclosures:

1	The shareholders of the Company shall be informed of the remuneration package of the managerial person	Disclosure of the remuneration package is part of this notice being sent to Shareholders.
2	Disclosures mentioned in the Board of Directors' Report under the heading "Corporate Governance", if any, attached to the Annual Report	The "Corporate Governance" provisions are not applicable to the Company



PROXY FORM
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]
THE SOUTHERN GAS LTD
CIN: L31200GA1963PLC000562
Registered Office: GovindPoy House, Rua do Padre Miranda, Margao, Goa 403601
Email:sglgoa@southernngasindia.com, Website:www.southernngasindia.com,
Phone:0832-2724863/64, Fax:0832-2724865
FIFTY THIRD ANNUAL GENERAL MEETING
TUESDAY 26TH SEPTEMBER, 2017 AT 10:30 A.M.

Name of the member(s):	E-mail Id:
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Registered address:	Folio No/ *Client Id:
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*DP Id:

I/We, being the member(s) of shares of The Southern Gas limited, hereby appoint:
 1) _____ of _____ having e-mail id _____ or failing him
 2) _____ of _____ having e-mail id _____ or failing him
 3) _____ of _____ having e-mail id _____
 and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **53rd Annual General Meeting** of the Company, to be held on **Tuesday 26th September, 2017** at 10:30 a.m. at the Administrative Office of the Company at Meera Classic, Phase II, Gogol, Borda, Margao, Goa – 403602. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions No.	Resolutions
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Ordinary Business	
1	Consider and adopt: Audited Financial Statement, Reports of the Board of Directors and Auditors for the financial year ended 31st March, 2017
2	Declaration of Dividend
3	Re-Appointment of Mr. Gautam Pai Kakode as a Director, who retires by rotation and being eligible offers himself for re-appointment.
4	Appointment of M/s. Lorence & Shankar, Chartered Accountants (Firm Registration No. 112761W), as Statutory Auditors of the Company, in place of the retiring auditors M/s. Varma & Varma, Chartered Accountants and to fix their remuneration.

Special Business	
5	Special Resolution: Re-Appointment of and Payment of Remuneration to Mr. Gautam Pai Kakode, as Managing Director and Key Managerial Personnel of the Company.

* Applicable for investors holding shares in electronic form.

Signed this..... day of.....2017

Signature of shareholder	Affix Rs 1/- Revenue Stamp
Signature of first proxy holder	Signature of second proxy holder
Signature of third proxy holder	

Notes:
 (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
 (2) A Proxy need not be a member of the Company.
 (3) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
 (4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
 (5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



ATTENDANCE SLIP

**THE SOUTHERN GAS LTD
CIN: L31200GA1963PLC000562**

Registered Office: GovindPoy House, Rua do Padre Miranda, Margao, Goa 403601

Email:sglgoa@southerngasindia.com, Website: www.southerngasindia.com,

Phone:0832-2724863/64, Fax:0832-2724865

**FIFTY THIRD ANNUAL GENERAL MEETING
TUESDAY 26th SEPTEMBER, 2017 AT 10:30 A.M.**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*

Folio No:

Client Id*

No of shares:

NAME AND ADDRESS OF THE SHAREHOLDER: _____

I hereby record my presence at the **53rd Annual General Meeting** of the Company, on Tuesday, 26th September, 2017. at the Administrative Office of the Company at Meera Classic, Phase II, Gogol, Borda, Margao, Goa – 403602.

* Applicable for investors holding shares in electronic form.

Signature of Shareholder / proxy



MAP OF THE LOCATION OF THE AGM

