

## NOTICE

NOTICE is hereby given that the Fifty Sixth (56<sup>th</sup>) Annual General Meeting of the Members of **THE SOUTHERN GAS LIMITED** will be held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Friday, 25<sup>th</sup> day of September, 2020 at 10.30 a.m. to transact the following business ;

### ORDINARY BUSINESS :

1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend of Rs.40/- per equity shares for the Financial Year ended March 31, 2020.
3. To appoint as a Director in place of Mr. Gautam Pai Kakode (DIN: 02395512), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS :

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

Payment of remuneration to Mr. Gautam Pai Kakode (DIN: 02395512) as a Managing Director and Key Managerial Personnel of the Company.

"RESOLVED THAT pursuant to the provisions of Section 196,197,198 and 203 and other applicable provisions if any, of the Companies Act, 2013, as amended or re-enacted from time to time, read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force, consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Gautam Pai Kakode, (DIN: 02395512) as the Managing Director and Key Managerial Personnel of the Company, for a period of three years with effect from 1st February, 2020 to 31st January 2023, upon the terms and conditions including Remuneration as set out in the Explanatory Statement annexed to the Notice convening this 56<sup>th</sup> Annual General Meeting, with authority to the Board of Directors to settle all matters arising out of and incidental thereto and to alter or vary the terms and conditions of the said appointment and incidental thereto."

"RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such steps as may be necessary, proper or expedient to give effect to this Resolution."

By Order of the Board  
For The Southern Gas Limited

Dated: 26<sup>th</sup> June, 2020  
Place: Margao-Goa

Gautam Pai Kakode  
Chairman & Managing Director

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, ("Act") which sets out details relating to Special Business at the Meeting, is annexed hereto.
2. Pursuant to requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to corporate governance and the applicable Secretarial Standards, the information required to be provided in case of appointment/ re-appointment of Director, is set out at the Annexure A to this Notice.
3. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) ("AGM or "e-AGM", without the physical presence of the members of the Company at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue of the AGM shall be the registered office of the Company. The Company has engaged the services of M/s Bigshare Services Private Limited, Registrar & Transfer Agent of the Company (RTA) as the Authorised Agency for conducting the e-AGM and CDSL providing e-voting facility for casting the votes by the members using an electronic voting system. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
4. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
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 to members on first come first served basis.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
9. A copy of the Annual Report containing Audited Financial Statements for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors' thereon are enclosed.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.southerngasindia.com](http://www.southerngasindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
11. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
12. The Institutional / Corporate members intending to attend the e-AGM through authorised representatives are requested to send to Bigshare/Scrutinizer a certified true copy of the Board Resolution (PDF/ JPG format) authorising their representative to attend the e-AGM through VC/OAVM and vote on their behalf by an email through its registered email address to [cs.sbhat@gmail.com](mailto:cs.sbhat@gmail.com) with a copy to [secretarial@southerngasindia.com](mailto:secretarial@southerngasindia.com) at least 7 days prior to the e-agm.
13. 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 at the Meeting.
14. In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) and in respect of shares held in physical form by clicking at <https://bigshareonline.com/investorregistration.aspx> (RTA link) or by writing to the RTA with details of folio number and self-attested copy of PAN card at Bigshare Services Private Limited, Unit: The Southern Gas Limited, Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Andheri – East, Mumbai – 400 059 or by sending email to [investor@bigshareonline.com](mailto:investor@bigshareonline.com)
15. Members may also note that Notice convening the 56<sup>th</sup> AGM and Annual Report for FY 2019- 20 will also be available on the Company website [www.southerngasindia.com](http://www.southerngasindia.com). The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19th September, 2020 to Friday, 25<sup>th</sup> September, 2020 (both days inclusive) for the purpose of payment of dividend. A final dividend of 40/- per share of Rs.100/- each has been recommended by the Board of Directors for the financial year ended March 31, 2020 and subject to the approval of Shareholders at the ensuing AGM. The final dividend proposed shall be paid within 30 days from the date of declaration.
16. The dividend after deduction of tax at source, if declared at the AGM, would be paid/ dispatched to those persons or their mandates:
  - (a) whose names appear as beneficial owners as at the end of the business hours on Friday, 18<sup>th</sup> September, 2020 in the list of beneficial owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic mode; and
  - (b) whose names appear as members in the Register of Members of the Company/ RTA after giving effect to valid share transmission/transposition in physical form lodged with the Company on or before Friday, 18<sup>th</sup> September, 2020.
17. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all companies to use the bank account details of investors furnished by the Depositories/available with the RTA for payment of dividend through National Electronic Clearing Services ("NECS") to the investors, wherever NECS and bank details are available. In the absence of NECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from members holding shares in electronic mode for deletion/ change in such bank account details. Further, instruction if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participant about such change, with complete details of bank account. In case the shares are held in physical form, please send NECS form available on our website [www.southerngasindia.com](http://www.southerngasindia.com) so as to reach on or before the date of Book Closure fixed for payment of dividend to Bigshare Services Private Limited, Unit: The Southern Gas Limited, Bharat Tin Works Building, 1st Floor Opp. Vasant Oasis, Makwana Road, Andheri – East, Mumbai – 400 059 Phone: 0 2 2 – 6 2 6 3 8 2 0 0 E m a i l : [investor@bigshareonline.com](mailto:investor@bigshareonline.com) dividend warrants/ demand drafts will be dispatched to the registered address of the shareholders, who have not updated their bank account details, after normalization of the postal service.
18. SEBI has mandated the submission of Permanent



Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.

19. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the RTA by sending email to the Bigshare Services Private Limited email address at investor@bigshareonline.com
- (a) Due dates of transferring unclaimed and/ or unpaid dividend declared by the Company for the financial year ended March 31, 2013 and thereafter to Investor Education and Protection Fund Authority (IEPF):

| Financial Year Ended | Type of Dividend | Date of declaration of Dividend | Due date for Transfer of Unpaid Dividend |
|----------------------|------------------|---------------------------------|--|
| March 31, 2013       | FINAL            | September 27, 2013              | November 2, 2020                         |
| March 31, 2014       | FINAL            | September 25, 2014              | October 31, 2021                         |
| March 31, 2015       | FINAL            | September 22, 2015              | October 30, 2022                         |
| March 31, 2016       | FINAL            | September 25, 2016              | October 28, 2023                         |
| March 31, 2017       | FINAL            | September 26, 2017              | November 1, 2024                         |
| March 31, 2018       | FINAL            | September 26, 2018              | November 5, 2025                         |
| March 31, 2019       | FINAL            | September 26, 2019              | November 5, 2026                         |

- (b) Members who have not encashed the dividend warrants so far in respect of the aforesaid periods, are requested to make their claim well in advance of the above due dates. Members are requested to check the details of unclaimed dividend amount, if any, on the Company's website [www.southerngasindia.com](http://www.southerngasindia.com) under Investor Information.
- (c) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2011-12, from time to time, to the IEPF established by the Central Government.
20. Pursuant to IEPF Rules, the Company has, during the financial year 2019-20, transferred to the IEPF Authority all dividend which had remained unpaid or unclaimed for 7 (seven) consecutive years or more on the due date of transfer. Details of shares transferred to the IEPF are available on the website of IEPF i.e. [www.iepf.gov.in](http://www.iepf.gov.in) as well as on the Company's website [www.southerngasindia.com](http://www.southerngasindia.com) under Investor Information Section.
21. Members may note that shares as well as unclaimed dividends transferred to IEPF can be claimed back. Concerned members/ investors are advised to visit the website of [www.iepf.gov.in](http://www.iepf.gov.in) or contact Bigshare Service Private Limited for lodging claim for refund of shares and/ or dividend from the IEPF.
22. Section 72 of the Act and Rule 19 of the Companies (Share Capital & Debenture) Rules, 2014 has extended nomination facility to individual shareholders holding shares in physical form. Shareholders are requested to avail the above

facility by submitting prescribed Nomination Form SH-13 to the Company/ RTA. This form is also available on the Company's website [www.southerngasindia.com](http://www.southerngasindia.com)

23. Member(s) of the Company who are holding shares in physical form and have multiple accounts in identical name(s) or are holding more than one share certificate in the same name under different Ledger Folio(s) are requested to apply for consolidation of such folio(s).

- SEBI has decided that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository w.e.f. April 1, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

24. Please send all correspondence including requests for transfer/ transmission of shares, change of address & dividend etc. to Bigshare Services Private Limited, Unit: The Southern Gas Limited, Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Andheri – East, Mumbai – 400 059 Phone: 022 – 62638200 Email : investor@bigshareonline.com

25. Members of the Company had approved the appointment of M/s. Lorence & Shankar, Chartered Accountants, as the Statutory Auditors at the 53<sup>rd</sup> AGM of the Company which is valid till 58<sup>th</sup> AGM of the Company. In accordance with the Companies (Amendment) Act, 2017, enforced on May 7, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.

26. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be, immediately of:-

- The change in the residential status on return to India for permanent settlement.
- The particulars of the NRE Account with a bank in India, if not furnished earlier.

27. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

28. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.

29. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the notice and Annual Report will be available for inspection electronically by the members of the Company during the AGM. All other documents referred to in

the Notice and Annual Report will also be available for electronic inspection without payment of any fee by the Members from the date of circulation of this notice up to the date of AGM i.e. September 25, 2020. Members seeking to inspect such documents can send an email to : [sglgoa@southernngasindia.com](mailto:sglgoa@southernngasindia.com)

## VOTING THROUGH ELECTRONIC MEANS :

- I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 56<sup>th</sup> AGM by electronic means and the business may be transacted through e-voting Services ("Remote e-Voting").
- II. The members who have cast their votes by Remote e-Voting prior to the AGM may also participate in the AGM through VC/ OAVM via link provided in their login ids but shall not be entitled to cast their vote again.  
The process and manner for Remote e-Voting are as under :

## INSTRUCTION FOR E-VOTING :

- (i) The voting period begins on Tuesday, 22nd September, 2020 at 9.00 am and ends on Thursday, 24th September, 2020 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 18th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) (Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.  
OR Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

- (viii) If you are a first time user follow the steps given below :

|   | For Shareholders holding shares in Demat Form and Physical Form   |
|---|---|
| <b>PAN</b>  | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br><br>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.                |
| <b>Dividend Bank Details OR Date of Birth (DOB)</b> | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br><br>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their 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.
- (xi) For shareholders holding shares in physical form, 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

## PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE :

1. For Physical shareholders - please provide necessary details like 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 Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders 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/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

## INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER :

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 shareholders, who are 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 available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders 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.

### **Note for Non – Individual Shareholders and Custodians :**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.co](mailto:helpdesk.evoting@cdslindia.co)

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](mailto: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.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [sglgoa@southernngasindia.com](mailto:sglgoa@southernngasindia.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).



All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

30. Mr. Shivram Bhat, Company Secretary in Practice (CP No. 7853) has been appointed as Scrutinizer to scrutinize the Remote e-Voting in a fair and transparent manner.
31. The Scrutinizer shall, after the conclusion of voting through Insta Poll at the AGM, unblock the votes cast through e-Voting and Insta Poll and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
32. The results declared along with the Scrutinizer's Report shall be placed on Company's website [www.southerngasindia.com](http://www.southerngasindia.com) and on the website of cdsi at <https://www.evotingindia.com> immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

**By Order of the Board  
For The Southern Gas Limited**

**Dated: 26<sup>th</sup> June, 2020**  
**Place: Margao-Goa**

**Gautam Pai Kakode**  
**Chairman & Managing Director**

## **EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)**

### **ITEM No. 4**

Mr. Gautam Pai Kakode was appointed as Managing Director of the Company initially in the year 2008. The Board of Directors of the Company (the Board), at its meeting held on 30th May 2019 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 5 years i.e. from 1st February, 2020 to 31st January, 2025 with remuneration as recommended by the Nomination and Remuneration Committee (the 'Committee'). The said appointment and payment of remuneration for a period of 5 years was approved by the members by way of special resolution at the Annual General Meeting held on 26th September, 2019.

Section 197 of the Companies Act, 2013 prescribes certain limits in terms of percentage of profit for payment of managerial remuneration. In the event of inadequacy of profits, the limits specified under Schedule V of the Act and subject to meeting other conditions laid down under said schedule. The Nomination and Remuneration Committee reviewed the terms of approval of payment of remuneration in the light of conditions laid down under schedule V and recommended to the Board to consider

the period of approval for payment of remuneration to the Managing Director to three years instead of five years.

Accordingly, the Board seeks the approval of members by way of special resolution for payment of remuneration to Mr. Gautam Pai Kakode as Managing Director and Key Managerial Personnel for a period of three years commencing from February 1, 2020 to 31st January, 2023 in terms of applicable provisions of the Act. Broad particulars of the terms of payment of remuneration payable to Mr. Gautam Pai Kakode are as under:

| Particulars   | Terms of Appointment   |
|---|--|
| Salary  | Consolidated salary of Rs. 5,00,000/- (Rupees Five Lakhs only) per month, including dearness and all other allowances  |
| 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. |
| Minimum Remuneration in case of inadequacy of profits during any financial year | 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.   |
| Severance fees payable by the Company for terminating employment                | 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 provisions of Schedule V of Companies Act 2013 were amended vide a notification bearing SO. No. 4822(E) dated 12th September 2018. As per the amended provisions, in the event of inadequate profits, the company may, subject to certain conditions, including the passing of a special resolution, may pay remuneration to its directors exceeding the limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013.

Except for the change as mentioned above, all other terms and conditions of his appointment as approved by the Shareholders earlier at the AGM held on 26th September, 2019 remains unchanged. This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Managing Director of the Company.

Except Mr. Gautam Pai Kakode, being appointee and Mrs. Yogita Pai Kakode, being spouse of the appointee, none of the other Directors and Key Managerial Personnels of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 4 of this notice.

The Board recommends the Resolutions as set out in the accompanying Notice for the approval of members.

The information as required to be disclosed under Section II of Part II of Schedule V to the Companies Act, 2013 is given in the **Annexure A** to the Notice.

**By Order of the Board  
For The Southern Gas Limited**

**Dated: 26<sup>th</sup> June, 2020**  
**Place: Margao-Goa**

**Gautam Pai Kakode**  
**Chairman & Managing Director**

**ANNEXURE A TO THE NOTICE**

INFORMATION PROVIDED PURSUANT TO REQUIREMENTS GIVEN UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON THE GENERAL MEETINGS IN RESPECT OF INDIVIDUALS PROPOSED TO BE APPOINTED/ RE-APPOINTED AS DIRECTOR(S)

|   |   |
|---|---|
| <b>Name of Director</b>   | <b>Mr. Gautam Vithaldas Pai Kakode</b>  |
| <b>Director Identification Number</b>   | 02395512  |
| <b>Date of Birth (Age)</b>  | April 20, 1970  |
| <b>Date of Appointment</b>  | October 29, 2008  |
| <b>Brief resume and expertise in Specific functional area</b>                                   | <p>Mr. Gautam Vithaldas Pai Kakode an enterprising businessman in his own right. He joined The Southern Gas Limited as an Executive in the year 2006.</p> <p>Since his appointment he has assumed leadership of the company and has successfully set up several new production facilities in south India including new plants in Harihar, Hubli, Trichy etc. Further he has also venture into new product mixes and portfolios. This has lead to the increase company turnover by several times.</p> <p>Since he joined the Company. Upon the unfortunate demise of Mr. Madhav Gopal Poy Raiturcar, the late Chairman of The Southern Gas Limited. He was appointed as the C&amp;MD of the Company. He has since been moving ahead with vigorously and enthusiasm to lift the Company to newer heights and greater glory.</p> |
| <b>Directorships held in other companies</b>  | <p>Bangalore Oxygen Company Private Limited<br/> Foods And Beverages (India) Private Limited<br/> Malabar Oxygen Company Private Limited<br/> Poy Raiturcar Properties Private Limited<br/> Madhav Poy Raiturcar Trading Company Private Limited</p>  |
| <b>Committee Memberships of other Companies</b>   | Nil   |
| <b>Number of shares held in the Company</b>   | 5,555 equity share (Five Thousand Five Hundred Fifty Five)  |
| <b>Number of meetings of the Board held / attended during the year</b>                          | 4/4 (Four)  |
| <b>Relationship between directors inter-se and with key managerial personnel of the Company</b> | There is no inter-se relationship between Mr.Gautam and other directors or key managerial personnel of the company except spouse Mrs. Yogita Gautam Pai Kakode, a Non-Executive director of the company.  |
| <b>Terms and conditions of appointment/ re-appointment</b>                                      | Mr. Gautam has been appointed in terms of the provisions of Companies Act, 2013 and is responsible to undertake the roles and responsibilities prescribed under the provisions of the Companies Act, 2013 and other laws for the time being in force. In addition, he is also responsible to undertake the roles and responsibilities assigned by the Board from time to time.  |
| <b>Details of remuneration and the remuneration last drawn, if any</b>                          | details are provided in 56 <sup>th</sup> Annual Report 2019-20  |