

NOTICE

NOTICE is hereby given that the **Fifty Eighth (58th)** Annual General Meeting of the Members of 'THE SOUTHERN GAS LIMITED' will be held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on Thursday, 22nd day of September, 2022 at 10.30 a.m. to transact the following business :

ORDINARY BUSINESS :

Item No. 1 - To receive, consider and adopt:

The Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 - To declare final dividend of Rs.50/- per fully paid equity shares for the Financial Year ended 31st March, 2022.

Item No. 3 - To appoint a Director in place of Mrs. Yogita G. Pai Kakode (DIN : 01587954), who retires by rotation and being eligible, offers herself for re-appointment.

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 Section 152 of the Companies Act, 2013, **Mrs. Yogita G. Pai Kakode (DIN : 01587954)**, who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

Item No. 4 - To appoint M/s. M. R. Hegde & Associates, (FRN:122538W), Chartered Accountants, Margao, Goa as the Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, **M/s. M. R. Hegde & Associates, Chartered Accountants, (Firm Registration No.: 122538W)**, Margao, Goa, be and are hereby appointed as the Statutory Auditors of the Company for term of five (5) consecutive years, who shall hold office from the conclusion of this 58th Annual General Meeting until the conclusion of the 63rd Annual General Meeting of the Company to be held in the year 2027 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually decided between the Board of Directors and M/s. M. R. Hegde & Associates, Chartered Accountants, (FRN : 122538W), incurred in consultation with the audit of the Company.

RESOLVED FURTHER THAT the Board of Directors, be and is/are hereby severally/jointly authorized to sign and execute necessary deeds, applications, documents and

writings on behalf of the Company, and do all such acts, deeds and things including filing of necessary e-forms, if any, with the Registrar of Companies and generally to take all such steps and actions as may be necessary, proper, expedient or incidental for giving effect to the above resolution."

SPECIAL BUSINESS :

Item No. 5 : To Appoint Mr. Ninad Gurudas Kamat (DIN: 09611972), as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), including relevant applicable regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in accordance with the Articles of Association of the Company, **Mr. Ninad Gurudas Kamat (DIN: 09611972)** who was appointed as an Additional Director (in the capacity of a Non-Executive & Independent Director) of the Company, by the Board of Directors in their 01/2022-23 Board Meeting held on 27th May, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee and the Board of Directors, whose term of office expires at this 58th Annual General Meeting and who is eligible for appointment as an Independent Director & has submitted a declaration that he meets the criteria for independence as provided u/s 149 (6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 consecutive years from the date of members' approval at this 58th Annual General Meeting till the conclusion of 63rd Annual General Meeting to be held in the year 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is/are hereby severally/jointly authorized to do all such acts, deeds, things, as may be necessary and execute all necessary documents, applications, including filing of all necessary E – Forms with the Registrar of Companies in this regard and to take all such steps as may be considered necessary, proper or expedient in order to give effect to the aforesaid resolution."

Item No. 6 : To Appoint Mr. Govind Vithal Kamat (DIN: 09614134) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, and all other applicable provisions of the Companies Act,

2013 (including any statutory modifications or re-enactments thereof for the time being in force), including relevant applicable regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in accordance with the Articles of Association of the Company, **Mr. Govind Vithal Kamat (DIN: 09614134)** who was appointed as an Additional Director (in the capacity of a Non-Executive & Independent Director) of the Company, by the Board of Directors in their 01/2022-23 Board Meeting held on 27th May, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee and the Board of Directors, whose term of office expires at this 58th Annual General Meeting and who is eligible for appointment as an Independent Director & has submitted a declaration that he meets the criteria for independence as provided u/s 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 consecutive years from the date of members' approval at this 58th Annual General Meeting till the conclusion of 63rd Annual General Meeting to be held in the year 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is/are hereby severally/jointly authorized to do all such acts, deeds, things, as may be necessary and execute all necessary documents, applications, including filing of all necessary E – Forms with the Registrar of Companies in this regard and to take all such steps as may be considered necessary, proper or expedient in order to give effect to the aforesaid resolution.”

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

**Gautam V. Pai Kakode
Managing Director
(DIN: 02395512)**

**Dated: 27th May, 2022
Place: Margao-Goa**

NOTES :

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the Special Businesses concerning Item no. 5 & 6 of the Notice and other relevant details, pursuant to regulation 36(3) & all other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting is annexed hereto as **Annexure A**. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
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 re-appointment of Mrs. Yogita G. Pai Kakode (DIN: 01587954) Retiring Director, is set out at the **Annexure A** to this Notice.
3. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation

- to clarification on holding of Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015-COVID-19 pandemic' and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM'/the Meeting') through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the 58th AGM of the Company is scheduled to be held through VC/OAVM on Thursday, 22nd September, 2022 at 10:30 a.m. IST. The deemed venue for the meeting shall be Meera Classic, Phase II, Gogol, Borda, Post Fatorda, Aquem, Salcete, Margao, South Goa-403602, India. 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 113 of the Companies Act, 2013, representatives of the body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
 9. 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 dharmaraj.bhonsle@gmail.com with a copy to secretarial@southerngasindia.com at least 7 days prior to the e-AGM.
 10. A copy of the Annual Report containing Audited Financial Statements for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors' thereon are enclosed.
 11. 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. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at 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.
 12. 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.
 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> as px 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, Office No: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, by sending email to investor@bigshareonline.com.
 15. Members may also note that Notice convening the 58th AGM and Annual Report for FY 2021-22 will also be available on the Company website www.southerngasindia.com. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 16th September, 2022 to Thursday, 22nd September, 2022 (both days inclusive) for the purpose of payment of dividend. A final dividend of 50/- per share of Rs.100/- each has been recommended by the Board of Directors for the financial year ended 31st March, 2022 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 Thursday, 15th September, 2022 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 Thursday, 15th September, 2022.
 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 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, Office No: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai –

400093, Email : 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. 1st April, 2021 and the Company is required to deduct tax at source ("TDS") from dividend payable 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 31st March, 2015 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, 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
March 31, 2020	Final	September 25, 2020	October 31, 2027
March 31, 2021	Final	September 24, 2021	October 30, 2028

- 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 under Investor Information.
- c) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2013-2014, from time to time, to the IEPF established by the Central Government.
20. Pursuant to IEPF Rules, the Company has, during the financial year 2021-22, 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 as well as on the Company's website 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 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
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. 1st April, 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, Office No: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, P h o n e : 0 2 2 – 6 2 6 3 8 2 0 0
Email: investor@bigshareonline.com
25. 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.
26. 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.
27. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
28. 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 upto the date of AGM i.e. 22nd September, 2022. Member seeking to inspect such documents can send an email to sqlgoa@southerngasindia.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 58th 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 Monday, 19th September, 2022 at 9.00 a.m. and ends on Wednesday, 21st September, 2022 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 i.e. Thursday, 15th September, 2022 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
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 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
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.
Dividend Bank Details OR Date of Birth (DOB)	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. 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 update your email id & mobile no. with your respective Depository Participant (DP).
3. **For Individual Demat Shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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 sglgoa@southernngasindia.com . 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 sglgoa@southernngasindia.com . 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.

ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS – FOR REMOTE VOTING ONLY.

1. 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 and register themselves in the “Corporates” module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com .
3. 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.
4. 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 & can be delink in case of any wrong mapping.
5. 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.
6. 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 (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, under

help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 contact.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 toll free no. 1800 22 55 33.

29. **Mr. Dharmaraj J. Bhonsle (FCS: 7258)**, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the Remote e-Voting in a fair and transparent manner.
30. 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 forth with.
31. The results declared alongwith the Scrutinizer's Report shall be placed on Company's website www.southerngasindia.com and on the website of CDSL 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.

EXPLANATORY STATEMENT

(Pursuant To Section 102 of the Companies Act, 2013)

Item No. 5 :

Mr. Ninad Gurudas Kamat (DIN: 09611972) who was appointed as an Additional Director (in the capacity of a Non-Executive Director) of the Company, by the Board in their 01/2022-23 Meeting held on 27th May, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 and rules made thereunder, and as recommended by the Nomination and Remuneration Committee and the Board of Directors, whose term of office expires at this 58th Annual General Meeting.

Mr. Ninad Gurudas Kamat (DIN: 09611972) fulfils the requirements of an Independent Director. The Company has also received all statutory disclosures/declarations from him including, (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with Regulation 16 & 25 of the SEBI (LODR) Regulations, 2015 (iv) a declaration to that effect that Mr. Ninad Gurudas Kamat (DIN: 09611972) does not hold any Share in the Company in his Individual Capacity or on a beneficial basis for any

other person and he is independent to the Management of the Company.

In accordance with the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a 2 terms of the five consecutive years on the Board of a Company, accordingly, the Board of Directors recommends the special resolution as set out in Item No. 5 of the Notice of the 58th AGM for the approval of the Shareholders for his appointment as a Non - Executive Independent Director of the Company for a term of 5 consecutive years commencing from 22nd September, 2022 till the conclusion of 63rd Annual General Meeting of the Company to be held in the year 2027. He is not liable to retire by rotation.

Brief profile of Mr. Ninad Gurudas Kamat (DIN: 09611972), nature of his expertise infunctional areas and names of listed companies in which he holds directorship and membership/chairmanship of Board Committees, shareholding and relationships between directors inter-se as stipulated under applicable provisions of the Listing Regulations, are provided in **Annexure A** of the Notice.

The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate for re-appointment of Mr. Ninad Gurudas Kamat (DIN: 09611972), to the office of Independent Director.

Except Mr. Ninad Gurudas Kamat (DIN: 09611972), to whom the resolution relates, None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the proposed resolutions.

All the documents referred to the Notice and Explanatory Statement forms the part of the Notice are available for inspection by the members of the company at the Company's Registered office during the Business Hours of the Company between 9:00 a.m. to 5:30 p.m. on all working Days (except Saturdays, Sundays and Public Holidays) from the date of circulation of this notice upto the date of 58th Annual General Meeting and also during the 58th Annual General Meeting of the Company.

Item No. 6 :

Mr. Govind Vithal Kamat (DIN: 09614134) who was appointed as an Additional Director (in the capacity of a Non-Executive Director) of the Company, by the Board in their 01/2022-23 Meeting held on 27th May, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 and rules made thereunder, and as recommended by the Nomination and Remuneration Committee and the Board of Directors, whose term of office expires at this 58th Annual General Meeting.

Mr. Govind Vithal Kamat (DIN: 09614134) fulfils the requirements of an Independent Director. The Company has also received all statutory disclosures/declarations from him including, (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of

the Companies Act, 2013 read with Regulation 16 & 25 of the SEBI (LODR) Regulations, 2015(iv) a declaration to that effect that Mr. Govind Vithal Kamat (DIN: 09614134) does not hold any Share in the Company in his Individual Capacity or on a beneficial basis for any other person and he is independent to the Management of the Company.

In accordance with the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a 2 terms of the five consecutive years on the Board of a Company, accordingly, the Board of Directors recommends the special resolution as set out in Item No. 6 of the Notice of the 58th AGM for the approval of the Shareholders for his appointment as a Non - Executive Independent Director of the Company for a term of 5 consecutive years commencing from 22nd September, 2022 till the conclusion of 63rd Annual General Meeting of the Company to be held in the year 2027. He is not liable to retire by rotation.

Brief profile of Mr. Govind Vithal Kamat (DIN: 09614134), nature of his expertise infunctional areas and names of listed companies in which he holds directorship and membership/chairmanship of Board Committees, shareholding and relationships between directors inter-se as stipulated under applicable provisions of the Listing Regulations, are provided in **Annexure A** of the Notice.

The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate for re-appointment of Mr. Govind Vithal Kamat (DIN: 09614134), to the office of Independent Director.

Except Mr. Govind Vithal Kamat (DIN: 09614134), to whom the resolution relates, None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the proposed resolutions.

All the documents referred to the Notice and Explanatory Statement forms the part of the Notice are available for inspection by the members of the company at the Company's Registered office during the Business Hours of the Company between 9:00 a.m. to 5:30 p.m. on all working Days (except Saturdays, Sundays and Public Holidays) from the date of circulation of this notice upto the date of 58th Annual General Meeting and also during the 58th Annual General Meeting of the Company.

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

**Dated: 27th May, 2022
Place: Margao, Goa**

**Gautam V. Pai Kakode
Managing Director
(DIN: 02395512)**

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):

S. No.	Nature of Information	Item No. 3 of the Notice	Item No. 5 of the Notice	Item No. 6 of the Notice
1.	Name of Director	Mrs. Yogita G. Pai Kakode	Mr. Ninad Gurudas Kamat	Mr. Govind Vithal Kamat
2.	Director Identification Number (DIN)	DIN:01587954	DIN:09611972	DIN:09614134
3.	Date of Birth (Age)	16 th May, 1972 (50 years)	3 rd June, 1972 (50 years)	11 th September, 1959 (62 years)
4.	Nationality	Indian	Indian	Indian
5.	Date of First Appointment	31 st January, 2014	27 th May, 2022	27 th May, 2022
6.	Category	Non- Executive Director	Non- Executive Director	Non- Executive Director
7.	Qualification	Graduate(B. Com.)	Bachelor of Arts (1993) & LLB Degree (1997)	BSC, Chartered Accountant
8.	Nature of Expertise/ Experience in Specific functional area	Corporate & Business Management	Mr. Ninad G. Kamat was born on 03/06/1972. Completed his Law Degree from Bombay University in 1997. Completed Internship of one year from 1997-98. In 1998 was enrolled as an Advocate by the Bar Council of Maharashtra & Goa, and worked as a Junior Advocate with Adv. Suresh D. Lotlikar, Panaji, Goa, and since 2000, started independent practice as an Advocate, handling matters on various subjects at various Courts and before various Authorities, developing an all-round Law practice. He is a Trustee of the following: 1. "Justice G.D. Kamat Charitable Trust" 2. "Goa Vintage & Classic Vehicles Club".	Practicing Chartered Accountant since 1989
9.	Directorships held in other companies	1. Foods And Beverages (India) Pvt Ltd. 2. Malabar Oxygen Company Pvt Ltd. 3. Bangalore Oxygen Company Pvt Ltd. 4. Poy Raiturcar Properties Pvt Ltd. 5. Madhav Poy Raiturcar Trading Company Pvt Ltd.	NIL	NIL
10.	Chairmanship/ Membership of Board Committees of the other companies	NIL	NIL	NIL

11.	Number of shares held in the Company	5,656 Equity Shares	NIL	NIL
12.	Listed Entities from which resigned in the past three years	NIL	NIL	NIL
13.	Number of meetings of the Board held/attended during the year	5/5	NIL	NIL
14.	Relationship with other Directors and Key Managerial Personnel of the Company	Wife of Mr. Gautam V. Pai Kakode, Managing Director of the Company.	He is not related to any other Directors/ Key Managerial Personnel of the Company.	He is not related to any other Directors/ Key Managerial Personnel of the Company.
15.	Terms and conditions for appointment or re-appointment	Mrs. Yogita G. Pai Kakode has consented to retire by rotation at the ensuing Annual General Meeting, for compliance with the requirement of Section 152 of the Companies Act, 2013, and being eligible, offers himself for reappointment.	As per the resolution set in the Item No. 5 of the Notice convening the 58 th Annual General Meeting of the Company. Appointment as a Non-Executive (Independent Director) not liable to retire by rotation.	As per the resolution set in the Item No. 6 of the Notice convening the 58 th Annual General Meeting of the Company. Appointment as a Non - Executive (Independent Director) not liable to retire by rotation.
16.	Remuneration proposed to be paid	As a non -executive Director, she is entitled to sitting fees for attending meetings of the of the Board/ Committee.	As a non-executive Director, he is entitled to sitting fees for attending meetings of the of the Board/ Committee.	As a non-executive Director, he is entitled to sitting fees for attending meetings of the of the Board/ Committee.