



NOTICE

NOTICE is hereby given that the Fifty Fifth Annual General Meeting of the Shareholders of THE SOUTHERN GAS LIMITED will be held on Thursday, 26th September, 2019 at 10.30 a.m. at the Registered Office of the Company at Meera Classic, Phase II, Gogol, Borda, Margao, Goa – 403602 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend on Equity shares for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Motilal S. Keny (DIN: 06813111) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **To consider appointment of Mr. Purushottam Mantri (DIN: 06785989) as an Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as an **Ordinary resolution:**

“RESOLVED THAT that pursuant to Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Purushottam Mantri (DIN 06785989), be and is hereby appointed as an Independent Director of the Company, to hold office for term of five consecutive years till 10th February, 2024.”

5. **To consider re-appointment of Mr. Sripad Patnekar (DIN:01939882) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder Mr. Sripad Patnekar (DIN: 01939882), be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years with effect from 25th September 2019 up to 24 September 2024.



6. Re-appointment of Mr.Gautam V. Pai Kakode (DIN:02395512) as the Managing Director and Key Managerial Personnel of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196,197 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,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 Key Managerial Personnel of the Company for a period of Five years with effect from 1st February, 2020 to 31st January 2025, upon the terms and conditions including Remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General meeting , with the 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 modifications or re-enactment thereof.

“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 of Directors
For The Southern Gas Limited
Gourish Arolkar
Company Secretary
ACS49336**

Dated: 30th May, 2019

Place: Margao-Goa

NOTES:

1. An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 with respect to the Special Businesses set out in the Notice is annexed hereto. The relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and



Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standards on General Meetings (SS-2) in respect of directors seeking appointment/re-appointment are furnished in the annexure and forms part of this Notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM” OR “MEETING”) IS ENTITLED TO APPOINT THE PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THAT PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the proxy in order to be effective should be duly completed, stamped, signed and must be received by the Company not less than 48 hours before the scheduled time for holding the meeting. Proxies submitted on behalf of the Companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. 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.

Proxy-holders are requested to carry an Identity Proof at the time of attending the meeting. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days of notice in writing of the intension so to inspect is given to the Company.

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.

Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting, along with their copy of the Annual Report. Copies of the Annual Report will not be distributed at the Meeting. Institutional members/Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to submit before the commencement of the Annual General Meeting a duly certified copy of their Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.

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



4. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 20th September, 2019 to Thursday, 26th September, 2019 (both days inclusive) for the purpose of payment of dividend and for the Annual General Meeting.
5. The final dividend of Rs. 40/- per equity share for the financial year ended 31st March, 2019, as recommended by the Board, if approved by the shareholders at the ensuing Annual General Meeting, is proposed to be posted on or after 7th October, 2019 to those members whose names appear as members in the Register of Members of the Company as at the end of the business hours on 19th September, 2019
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
7. Members are requested to note that pursuant to the provisions of Section 124 of the Companies Act, 2013 dividend which remains unclaimed or unpaid for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred by the company to Investor Education and Protection Fund (IEPF) constituted by Central Government pursuant to Section 125 of the Companies Act, 2013. Accordingly, in the year 2017-18 the Company had transferred Rs.11,190/- being the unclaimed dividend for the financial year ended 31st March, 2011 to the Investor Education and Protection Fund (IEPF) and no claim lies against the company in respect thereof. The unclaimed dividend for the financial year 2011-2012 and all subsequent years will be transferred to the IEPF as per the (tentative) dates mentioned in the table given herein below:

31 st March 2012	2 nd November 2019
31 st March 2013	2 nd November 2020
31 st March 2014	31 st October 2021
31 st March 2015	30 th October 2022
31 st March 2016	28 th October 2023
31 st March 2017	1 st November 2024
31 st March 2018	1 st November 2025

8. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid/ unclaimed Dividends lying with the Company, for the financial years from 2011-2012 and onwards, as on 26th September, 2018 (date of last Annual General Meeting) under '**Investor Section**' on the website of the company viz. www.southerngasindia.com. Those Members who have, so far, not claimed their dividend for the years 2011-2012 and onwards may claim their unclaimed



dividend, if any, by writing to the company immediately. Once the amount is transferred by the Company to the Investor Education & Protection Fund, no claim shall lie against the Company.

9. Pursuant to the provisions of Section 124 (6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (“the IEPF Rules”) and amendments thereto, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the DEMAT Account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF Account after complying with the procedure laid down under the IEPF Rules. The Ministry of Corporate Affairs (MCA) on 16/10/2017 issued General Circular no 12/ 2017 notifying the due date as 31st October, 2017 for transfer of such shares on which the seven years period provided under subsection (5) of section 124 is completed for unpaid/unclaimed dividend during September 7, 2016 to October 31, 2017. Accordingly, the Company vide corporate Action executed through the Company's RTA transferred all the shares, on which the dividends remained unpaid or unclaimed for seven consecutive years with financial year 2008-2009 as the base year with reference to the due date of 31st October, 2017, after following the prescribed procedure to the DEMAT account of the IEPF authority held with NSDL. Further, the details of all the shareholders whose shares have been transferred to the DEMAT account of the IEPF authority are uploaded under “**Investor Section – IEPF tab**” on the website of the Company www.southern gas india.com.

The Members/claimants whose shares, unclaimed dividend have been transferred to the Fund may claim the shares or apply for refund by following the procedure prescribed under IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The access link depicting the complete procedure for claiming the shares transferred has been provided under “**Investor Section – IEPF tab**” on the website of the Company www.southern gas india.com. Further, all the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years from 2011-2012 are requested to claim the same immediately. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF of the IEPF Rules.

10. Your Company has appointed **Bigshare Services Pvt. Ltd. (“Bigshare”)** as the Share Transfer Agent for physical segment. Bigshare also acts as the depository registrar for establishing connectivity with NSDL and CDSL for demat segment. Shareholders are requested to send their share transfer and all other requests and complaints to Bigshare Services Pvt. Ltd. at the following address:
Bigshare Services Pvt. Ltd., Unit: The Southern Gas Limited, 1st Floor, Bharat Tin works Building, Opp. Vasant Oasis, Makwana Road, Marol Andheri East, Mumbai- 400059.
Phone no: 022- 262638200, Fax No: 022- 062638299, Email: investor@bigshareonline.com.



11. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the Shareholders to dematerialize their shareholding in the Company. The shareholders may contact the Depository Participant of either of the above Depositories to dematerialize their shares.
12. Members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact Bigshare Services Pvt. Ltd. for assistance in this regard.
13. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, email address, contact numbers, etc., to their DP only. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Bigshare Services Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to our RTA M/s. Bigshare Services Pvt. Ltd.
14. The securities and Exchange Board of India (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 the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the Company's RTA.
15. Pursuant to Section 72 of the Companies Act, 2013 members holding shares in physical form and wishing to make / change a nomination in respect of their shareholding in the Company may submit the prescribed particulars in Form No. SH -13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), to the Company or the Company's RTA. 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.
16. Physical copies of the Annual Report for FY 2018-19, Notice of the 55th Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip/Proxy Form is being sent to all the members by permitted mode. Members may also note that the Notice of the 55th AGM and the Annual Report for FY 2018-19 will be available on the Company's website, www.southerngasindia.com.
17. In the light of the recent green initiative of the Government of India those members who have not yet registered their email id's are requested to register their email IDs with their



depository participants in case of shares held in dematerialise, form and those members holding shares in physical form to register their email id's with the R & T agent. We urge upon you to register the email id on priority and help the Company to support the nation in the green initiative.

18. Relevant documents and registers will be available for inspection by the members at the registered office of the Company on the date of AGM.
19. 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 SEBI (LODR) Regulations, 2015 (Listing Regulations), the Company is pleased to provide its members voting by electronic means (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 55th Annual General Meeting (AGM) and the business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

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

The voting period begins on Monday 23rd September, 2019 at 09:00 a.m. and ends on Wednesday 25th September, 2019 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 close of working hours on Thursday, 19th September, 2019 (“Cut-Off date”) 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.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders / Members
- (iii) 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 folio number which is printed on the sticker affixed on the proxy form
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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 folio number (which is printed on the sticker affixed on the Proxy Form) indicated in the PAN field.• In case the folio 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 folio 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 folio number (which is printed on the sticker affixed on the Proxy Form) in the Dividend Bank details field as mentioned in the instruction (iii).

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) 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.

(ix) For Members holding shares in Physical Form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN of The Southern Gas Limited.

(xi) 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.

- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) 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.**
- (xviii) Note for Non-Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, 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.
- (xix) 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. The facility of voting through poll paper shall also be made available for the members at the AGM venue. Members attending the meeting, who have not already cast their vote by



remote e-voting, shall be able to exercise their right at the AGM. Poll papers will be distributed at the AGM to enable such shareholders to cast their vote.

- ii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM. The facility to vote by electronic voting system will not be provided at the AGM venue.
 - iii. A member can opt for only one mode of voting, i.e. either by e-voting or through poll papers. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and the poll paper of that member shall be treated as invalid.
 - iv. The voting rights of the shareholders (for voting through remote e-voting or by Poll 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, 2019 (“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 voting as well as voting at the AGM.
 - v. 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, 2019 should follow the same procedure for e-voting as mentioned above or may contact company’s RTA.
20. The Company has designated sglgoa@southerngasindia.com as an email id for quick redressal of Shareholders/investors grievances.
21. Mr. Shivaram Bhat, Practicing Company Secretary (Membership No ACS 10454) has been appointed by the Board of Directors as the Scrutinizer to scrutinize the e-voting process as well as voting through poll paper at the AGM, in a fair and transparent manner.
22. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, 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 the employment of the company and make, not later than three days of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
23. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.southerngasindia.com and on the website of CDSL e-voting www.evotingindia.com immediately after the result is declared by the Chairman. The Company shall simultaneously forward the results to the BSE Limited, where the securities of the company are listed.



24. Subject to the receipt of requisite No. of Votes the Resolutions shall be deemed to be passed on date of the AGM i.e. September 26, 2019
25. All documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection at the Administrative Office of the Company during business hours on all working days upto the date of Annual General Meeting.

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

**Dated: 30th May, 2019
Place: Margao-Goa**

**Gourish Arolkar
Company Secretary
ACS 49336**



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

Item No 4:

The Board of Directors, at its meeting held on 11th February, 2019, approved the appointment of Mr. Purushottam Mantri (DIN: 06785989) as an Additional Director in the category of Independent Director on the Board of the Company with effect from 11th February, 2019 for a term of 5 consecutive years subject to approval of members at ensuing Annual general meeting .Pursuant to section 161 Companies Act, 2013 the Nomination and Remuneration Committee and also the Board of Directors have recommended the candidature of Mr. Purushottam Mantri for the office of Independent Director in terms of the provisions of sections 149, 150 and 152 of the Companies Act, 2013. Mr. Purushottam Mantri has consented to act as an Independent Director of the Company. He has also given required consent/intimation as per Companies (Appointment and Qualifications of Directors) Rules, 2014 and declaration to the Board that he meets the criteria of Independence as required under Section 149(6) of the Companies Act, 2013. In the opinion of the Board of Directors, Mr. Purushottam Mantri fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (LODR) Regulations, 2015 for the appointment as Independent Director of the Company and he is independent of the management. Mr. Purushottam Mantri's professional expertise, significant experience and perspectives will be very helpful in the Company's future journey. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director. A copy of the letter of appointment of Mr. Purushottam Mantri as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the AGM. The details of Mr. Purushottam Mantri, as required pursuant to the SEBI (LODR) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), are given in Annexure attached to this Notice. Accordingly, the Board of Directors recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the shareholders of the Company.

Except Mr. Purushottam Mantri, being appointee, none of the Directors and Key Managerial Personnel 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. Mr. Purushottam Mantri is not related to any of the directors of the Company.

ITEM No. 5

After Considering the performance evaluation of Mr. Sripad Patnekar, the Board of Directors at its meeting held on May 30, 2019 considered and proposed the re-appointed Mr. Sripad Patnekar as an Independent Director for a second term of 5(five) consecutive years with effect from 25th September 2019 to 24th September 2024 based on the nomination for his appointment as Director received from a member. Mr. Sripad Patnekar has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. Pursuant to the provisions of regulation 17(1A) of the amended SEBI (Listing Obligations and Disclosure



Requirements) Regulations, 2015 no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. At present Mr. Sripad Patnekar has completed 72 years of age. Considering the above mentioned scenario and the resolution proposed to be passed at this AGM, the appointment made (resolution passed) at this AGM would suffice the requirement of the provisions of Listing Regulations, 2015 and Mr. Sripad Patnekar would continue to hold the office of independent director of the Company till the end of his term as mentioned in the above resolution. Further, if any other formality or documentation is required to be complied with, than the company would comply the same at that point of time.

Since Mr. Patnekar has long time association with the Company and his expertise in the field of law has helped the Company to overcome the difficulties faced strategically. The Board is of the opinion that his association with Company is in the best interest of the Company.

Except Mr.Sripad Patnekar, being appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 5 of this notice. Mr.Shripad Patnekar is not related to any of the directors of the Company.

ITEM No. 6

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. And Second term as Managing Director from 1st February, 2017 to 31st January, 2020 .Considering his performance as Managing Director and significant growth of the Company under his leadership the Board of Directors at their meeting held on 30th May 2019, have proposed to appoint Mr. Gautam Pai Kakode, as Managing Director and Key Managerial Personal of the Company for a further term of 5 years effective from 1st February, 2020 up to 31st January, 2025 with remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board, subject to the approval of the members at the general meeting.

Accordingly, the approval of members is sought for the appointment of and payment of remuneration 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. 5, 00,000/- (Rupees Five 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.

Except Mr. Gautam Pai Kakode, being appointee, and Mrs Yogita Pai Kakode, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 6 of this notice.

By order of the Board of Directors
For The Southern Gas Limited

Dated: 30th May, 2019
Place: Margao-Goa

Gourish Arolkar
Company Secretary
ACS 49336



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	Purushottam Mantri	Motilal S. Keny	Sripad Patnekar	Gautam V. Pai Kakode
DIN	06785989	01587954	1939882	02395512
Category	Independent Director	Director	Independent Director	Director
Age	61 years	71years	72 years	49 years
Date of First Appointment on Board	11 th February, 2019	31 st January, 2014	18 th January, 2002	29 th October 2008
Nature of Expertise/ Experience in specific functional area	Company Laws and Related matters	Corporate Management	Legal management	Business Development And Management
Directorship in other Companies	NIL	1. Malabar Oxygen Co. Pvt. Ltd. 2. Bangalore Oxygen Co. Pvt. Ltd.	NIL	1. Malabar Oxygen Co. Pvt. Ltd. 2. Bangalore Oxygen Co. Pvt. Ltd. 3. Foods and Beverages (India) Pvt. Ltd
Number of the Meetings of the Board attended	01	04		



during the year 2018-19			04	04
Membership of the Committees of the Board of other companies	1.Audit Committee 2. Nomination & Remuneration Committee	1.Stakeholder Relationship Committee	1.Audit Committee 2. Nomination & remuneration Committee	1.Audit Committee 2. Nomination & remuneration Committee
Number of shares held in the Company	NIL	NIL	NIL	5550
Relationship with other directors inter-se	Not related	Not related	Not related	Spouse of Yogita G Pai Kakode(Non-Executive Director)
Terms and Conditions of Appointment or reappointment along with remuneration	As a Non-Executive Independent Director, he is entitled to sitting fees for attending meetings of the Board / Committee	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board / Committee.	As a Non-Executive Independent Director, he is entitled to sitting fees for attending meetings of the Board / Committee	As a Managing Director, he is entitled to Salary of Rs.5,00,000/- per month and other benefits as per agreement

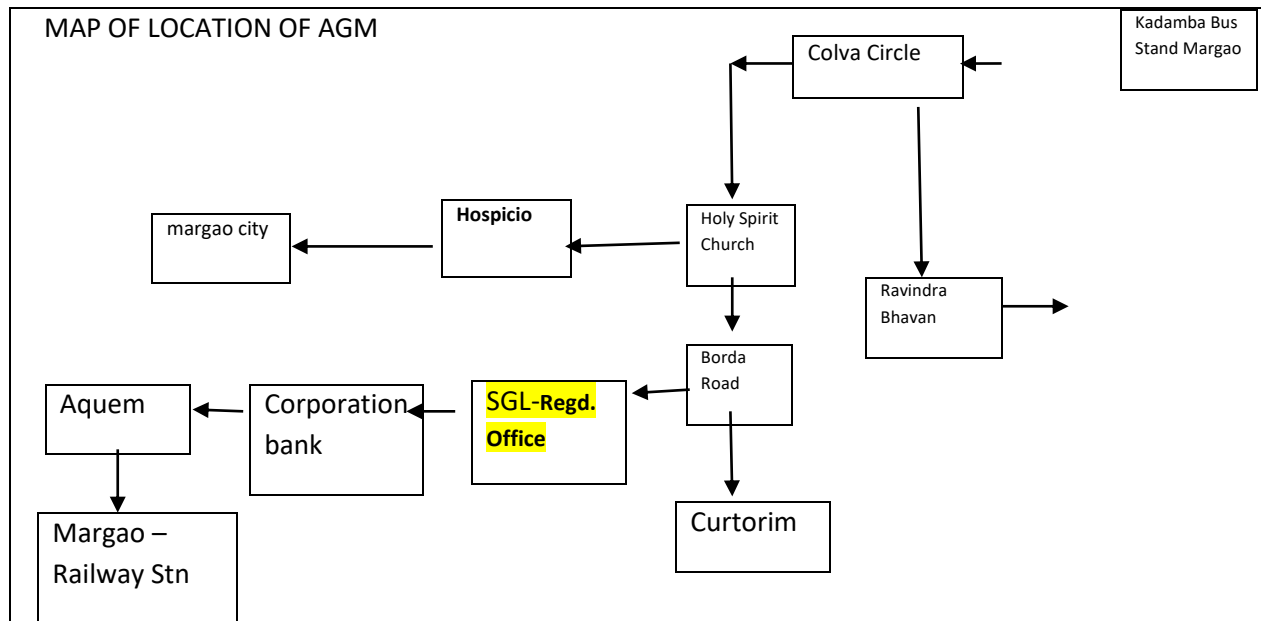


BRIEF PROFILE OF MR. PURUSHOTTAM MANTRI

Mr. Purushottam Mantri, Graduated in Commerce from University of Bombay in 1978. He holds a degree in LL.B (Bachelor of Laws) from University of Bombay in 1982. He is also Fellow Member of The Institute Of Company Secretaries Of India.

Mr. Purushottam Mantri is a Corporate Consultant having immense knowledge and experience in dealing with matters relating to Company Law, Legal Due Diligence, Transaction Documents, Joint Ventures, Foreign Collaborations, Mergers and Acquisitions, Listing and Capital market Transactions.

Mr.Purushottam Mantri has worked with various reputed Companies including Thomas Cook Limited- Mumbai, Roche Products Limited- Mumbai, NGL Fine Chem - Limited- Mumbai, MTZ Polyseter Limited – Mumbai.





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: Meera Classic Phase II, Gogol- Borda, Margao, Goa 403601

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

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

FIFTY FIFTH ANNUAL GENERAL MEETING

THURSDAY 26TH SEPTEMBER, 2019 AT 10:30 A.M.

Name of the member(s):

E-mail id:

Registered address:

Folio No/ *Client Id:

*DP Id:

I/We, being the member(s) of The Southern Gas limited holding _____ shares, hereby appoint:

1) Name: _____ Address _____

E-mail id: _____ Signature _____ or failing him

2) Name: _____ Address _____

E-mail id: _____ Signature _____ or failing him

3) Name: _____ Address _____

E-mail id: _____ Signature _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **55th Annual General Meeting** of the Company, to be held on Thursday 26th September, 2019 at 10:30 a.m. at the Registered Office of the Company at Meera Classic, Phase II, Gogol, Borda, Margao, Goa – 403601 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1	Consider and adopt: the Audited Financial Statement, Reports of the Board of Directors and Auditors for the financial year ended 31st March, 2019
2	To declare Dividend on Equity shares for the financial year ended 31st March, 2019.
3	To appoint a Director in place of Mr. Motilal Keny (DIN: 06813111) who retires by rotation and being eligible, offers himself for re-appointment.
Special Business	
4	Appointment of Mr. Purushottam Mantri (DIN:06785989) as an Independent Director of the Company.
5	Re-appointment of Mr. Sripad Patnekar (DIN:00211077) as an Independent Director of the Company
6	Re- appointment of Mr. Gautam V. Pai Kakode (DIN:02395512) as the Managing Director of the Company.