



**THE SOUTHERN GAS LTD.**

Since 1963



**59<sup>th</sup> Annual Report**  
**2022-2023**

## FROM THE DESK OF MANAGING DIRECTOR



Dear Shareholders,

Your Company, The Southern Gas Limited, come a long way and have recently crossed 60+ successful years in the business of Industrial and Medical gas industry as a reputable and reliable supplier in Southern India. On the completion of its 60 years of existence, your Company has also received the heartiest congratulations message from Mr. P S Sreedharan Pillai, Governor of Goa, dated 24<sup>th</sup> July, 2023, stating that, The Southern Gas Limited definitely deserves not only praise but encouragement in moving to a platinum jubilee in corporate history.

As we had celebrated this Diamond Jubilee year, I take this opportunity to personally congratulate each one of you for your continued association with us over these 60+ years. I know it has not been an easy journey, but it has been fulfilling. Let's look forward to the best in the coming years. Without the continued support of yours and our other valuable stakeholders, it would not have been possible to make this successful and eventful journey possible.

“In Service to Mankind” has been the moto of your Company over the past 60 years of our existence. As we proceed ahead, the magnitude of challenges are growing year on year, despite that, we have the confidence & satisfaction that we adapted quickly, plan appropriately and effectively to reap the best out of challenging environment.

We take pride in the fact that, we have held ethical business practices as the essence of all our business dealings. Customer satisfaction, prompt and timely service, ethical practices in pricing and product quantity and quality, product innovation, environmental friendly business practices are some of the key driving forces that has endeared us to our valued clients, customers, and business associates.

I am proud to state that, The Southern Gas Limited and its employees strived untiringly, day and night 24 x 7 to keep the vital Medical Oxygen supply chain to Covid patients going promptly and in time, during the recent unfortunate Covid 19 pandemic. The role played by The Southern Gas Limited and its

employees has been appreciated and acclaimed by the Government and others for the yeoman services rendered to mankind.

I further take pride in presenting to you the 59<sup>th</sup> Annual Report of your Company, together with the audited financial statements for the financial year ended 31<sup>st</sup> March 2023. The highlights of this year's performance are that your Company managed to clock a total revenue of INR. 36.66 Crores when compared to INR. 42.21 Crores for the financial year 2021-22. This decrease in revenue has led to a decrease in the total comprehensive income for the reporting year which stood at INR. 0.78 Crores when compared to INR. 2.72 Crores for the financial year 2021-22. This drop in the revenue of the company during the financial year 2022-23 is due to the reduction in the coronavirus pandemic effect in India as compared with last financial year.

Your Company will, as usual, put continuous efforts to stay in the forefront “In Service to Mankind”.

I would like to take this opportunity to thank all those who have supported and guided us during the years. I also thank all my colleagues on the Board for their continued support and guidance. And would also like to thank all employees of The Southern Gas Limited for their high level of motivation, commitment, and hard work.

Your Company's philosophy is to achieve long-term value to serve the best interests of all stakeholders, shareholders, customers, employees, Government, and society.

With this brief note, I, on behalf of all the directors of your Company, assure you that we will try every possible course of action to propel your Company to greater glory in the coming years by strategic investments at an appropriate time.

I wish all of you good health, stay safe.

**Gautam Vithaldas Pai Kakode**  
*Managing Director*

## CORPORATE INFORMATION

<b>Board of Directors</b>	: Mr. Gautam V. Pai Kakode - Managing Director Mrs. Yogita G. Pai Kakode - Non-Executive Director Mr. Motilal Sanvlo Keny - Non-Executive Director Mr. S. P. Patnekar - Independent Director Mr. Purushottam S. Mantri - Independent Director Mr. Ninad Gurudas Kamat - Independent Director Mr. Govind Vithal Kamat - Independent Director
<b>Chief Financial Officer</b>	: Mr. Srinivasan S.
<b>Company Secretary</b>	: Ms. Nirzara Kesarwani
<b>Statutory Auditors</b>	: M/s. M. R. Hegde & Associates, Chartered Accountants, Margao, Goa.
<b>Secretarial Auditor</b>	: Mr. Vilas Sambhaji Hajare, Practicing Company Secretary
<b>Bankers</b>	: State Bank of India
<b>Registrar &amp; Share Transfer Agents</b>	: M/s. Bigshare Services Private Limited Office No: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093  investor@bigshareonline.com  www.bigshareonline.com
<b>Registered Office</b>	: <b>The Southern Gas Limited</b> CIN : L24111GA1963PLC000562 Meera Classic, Phase II, Gogol, Borda, Margao-Goa 403 602  www.southernngasindia.com  sglgoa@southernngasindia.com secretarial@southernngasindia.com  0832 – 2724863
<b>Units</b>	: Bangalore (Karnataka) Mysore (Karnataka) Bhadravati (Karnataka) Calicut (Kerala) Harihar (Karnataka) Trivandrum (Kerala) Udyogamandal (Kerala) Hubli(Karnataka) Tiruchirappalli (Tamil Nadu)

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**NOTICE OF 59<sup>TH</sup> ANNUAL GENERAL MEETING****To****The Members,**

**NOTICE** is hereby given that the 59<sup>th</sup> Annual General Meeting (AGM) of the Members of **THE SOUTHERN GAS LIMITED** will be held as per the below mentioned details:

**Day** : Friday**Date** : 22<sup>nd</sup> September, 2023**Time** : 10:30 A.M.

**Place** : At the Registered Office of the Company situated at Meera Classic, Phase II, Gogol, Borda, Post Fatorda, Aquem, Salcete, Margao, South Goa - 403602 to transact the following businesses :

**ORDINARY BUSINESS :****ITEM NO. 1 –**

**To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and the Auditors thereon.**

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

**“RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2023, together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, things, and matters, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

**ITEM NO. 2 –**

**To declare final dividend for the Financial Year ended on 31<sup>st</sup> March, 2023.**

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

**“RESOLVED THAT** in pursuance to the provisions of Section 123 of the Companies Act, 2013 read with related rules made thereunder, and all other applicable laws, a final dividend for the financial year ended on 31<sup>st</sup> March, 2023, be paid of INR 50/- per equity shares i.e. at the rate of 50% on face value per share of INR. 100/- each fully paid-up, as recommended by the board out of Profits earned by the company for the Financial Year ended on 31st March 2023, be & is hereby declared & the same be paid to the shareholders, whose name stand on the Register of Members of the company as on record date.”

**ITEM NO. 3 –**

**To appoint a Director in place of Mr. Motilal Sanvlo Keny (DIN: 06813111), who retires by rotation and being eligible, offers himself for re-appointment.**

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

**Resolution :**

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 read with related rules made thereunder, **Mr. Motilal Sanvlo Keny (DIN: 06813111)**, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

**SPECIAL BUSINESS :****ITEM NO. 4 –**

**To Re-appoint Mr. Purushottam Sitaram Mantri (DIN: 06785989) as an Independent Director of the Company not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years on the board of the company with effect from 11<sup>th</sup> February 2024 to 10<sup>th</sup> February 2029.**

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

**“RESOLVED THAT** pursuant to Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions 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) and on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, **Mr. Purushottam Sitaram Mantri (DIN: 06785989)**, who was appointed as an Independent Director and holds office of Independent Director up to 10<sup>th</sup> February 2024 and who has made a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 11<sup>th</sup> February 2024 to 10<sup>th</sup> February 2029, on the Board of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, things, and matters, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

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

Sd/-

**Dated: 11<sup>th</sup> August, 2023  
Place: Margao, Goa**

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

**Registered Office: Meera Classic,  
Phase II, Gogol, Borda, Post  
Fatorda, Aquem, Salcete,  
Margao South Goa - 403602  
Website: [www.southerngasindia.com](http://www.southerngasindia.com)  
Email: [sglgoa@southerngasindia.com](mailto:sglgoa@southerngasindia.com)  
CIN: L24111GA1963PLC000562**

**NOTES :**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the Special Business under **Item no. 4** of the Notice is annexed hereto.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the 'Institute of Company Secretaries of India' on General Meetings, in respect of the Directors seeking appointment/re-appointment is attached hereto as **Annexure A**.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.  
The instrument appointing a proxy in form MGT-11 should however be deposited at the registered office of the company or mailed at [sglgoa@southernngasindia.com](mailto:sglgoa@southernngasindia.com) duly completed and signed not less than 48 hours before the commencement of the 59<sup>th</sup> AGM. Proxies submitted on behalf of the Companies, if any, must be supported by an appropriate resolution as applicable.
4. A person shall act as proxy for not exceeding 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Members holding more than 10 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 proxy for any other member.
5. A member would be entitled to inspect the proxies lodged with the Company at any time during the business hours of the Company during the period beginning 24 hours before the time fixed for the commencement of the meeting, provided that not less than 3 days' notice has been served in writing to the Company at its Registered Office or mail at [sglgoa@southernngasindia.com](mailto:sglgoa@southernngasindia.com) specifying his intention to inspect proxies.
6. Body Corporate Members intending to attend the meeting through their Authorised Representatives pursuant to Section 113 of the Companies Act, 2013 are requested to send scanned copy of the Board Resolution/Power of Attorney (PDF format) authorising their Representatives to attend and vote on their behalf at this 59<sup>th</sup> AGM by an email through its registered email address to [sglgoa@southernngasindia.com](mailto:sglgoa@southernngasindia.com) & [csvilashajare@gmail.com](mailto:csvilashajare@gmail.com) or upload it to the e-voting portal.  
Further, such authorised representative is entitled to exercise same rights and powers as other members including the right to vote by proxy on behalf of the Body Corporate which he represents.
7. In view of the relaxations given by MCA circular and SEBI circular dated January 15, 2021 pursuant to the COVID-19 Pandemic, the 59<sup>th</sup> AGM Notice is being sent through email to those Members whose email addresses are registered with the Company/Depositories and no physical copy of the same will be sent by the Company. Members may note that the 59<sup>th</sup> AGM Notice of the Company for the financial year 2022-23 will also be available on the Company's website [www.southernngasindia.com](http://www.southernngasindia.com) and website of the Stock Exchanges i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) and 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).
8. 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.
9. The Company's Registrar & Share Transfer Agents (RTA) are: Bigshare Services Private Limited, Office Address : No: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Email : [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, Permanent Account Number (PAN), Bank details such as, name of the Bank and Branch details, Bank Account Number, MICR code, IFSC code : a) to the Company at its Registered office or e-mail at [sglgoa@southernngasindia.com](mailto:sglgoa@southernngasindia.com) or to the Registrar & Share Transfer Agent (RTA) of the Company "Bigshare Services Private Limited" in respect of the shares held in physical form; and b). to their Depository Participants (DPs) in respect of the shares held in Demat form at the earliest to receive all the communications addressed to them by the Company timely and effectively.
11. To support the 'Green Initiative' in Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with RTA, if shares are held in physical mode or with the Depository Participant if the shares are held in electronic mode.
12. Members may also note that Notice convening the 59<sup>th</sup> AGM and Annual Report for Financial Year ended on 31st March 2023 will also available on the Company website [www.southernngasindia.com](http://www.southernngasindia.com).
13. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 16<sup>th</sup> September, 2023 to Friday, 22<sup>nd</sup> September, 2023 (both days inclusive) for the purpose of payment of dividends. A final dividend of INR. 50/- per share of INR. 100/- each has been recommended by the Board of Directors for the financial year ended on 31st March, 2023 and subject to the approval of Shareholders at this 59<sup>th</sup> AGM.
14. 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, 15<sup>th</sup> September, 2023 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, 15<sup>th</sup> September, 2023.
15. 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 dividends. 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 a change, with complete details of the 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 RTA: Bigshare Services Private Limited, Office Address: S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Email: [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.
16. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
17. 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 details to the Company/ RTA.
18. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1<sup>st</sup> April, 2022 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](mailto:investor@bigshareonline.com)
- a) Due dates of transferring unclaimed and/or unpaid dividend declared by the Company for the financial year ended 31<sup>st</sup> March, 2016 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, 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                         |
| March 31, 2022       | Final            | September 22, 2022              | October 28, 2029                         |
- b) Members who have not uncashed 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 2014-15, from time to time, to the IEPF established by the Central Government.
19. Pursuant to IEPF Rules, the Company has, during the financial year 2022-23, transferred to the IEPF Authority all dividends 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.
20. 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 RTA: Bigshare Service Private Limited for lodging claim for refund of shares and/or dividend from the IEPF.
21. As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14. These forms can be downloaded from the Company's website [www.southerngasindia.com](http://www.southerngasindia.com) Members are requested to submit the said form to their Depository Participant in case the shares are held in electronic form and to RTA in case the shares are held in physical form
22. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and

- Transfer Agents, for assistance in this regard.
23. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio and subsequently dematerialise the same. Further, as per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, 1<sup>st</sup> April 2019. In terms of the said Regulations with effect from 24<sup>th</sup> January 2022, request for transmission or transposition of securities held in physical or dematerialised form shall be affected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company by way of an email to [sglgoa@southerngasindia.com](mailto:sglgoa@southerngasindia.com) or RTA for assistance in this regard at [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
  24. 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.
  25. Registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
  26. 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 by the members of the Company during the 59<sup>th</sup> AGM.
  27. All the Members wishing to ask questions during the 59<sup>th</sup> AGM should forward them to the registered office of the Company, seven (7) days before the date of 59<sup>th</sup> AGM.
  28. The Board of Directors has appointed CS Vilas Sambhaji Hajare, Practicing Company Secretary, as a Scrutinizer to scrutinize the Remote e-Voting in a fair and transparent manner.
  29. The Results shall be declared not later than 48 hours from the conclusion of the 59<sup>th</sup> AGM of the Company and the resolution will be deemed to be passed on the 59<sup>th</sup> AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
  30. The Scrutinizer shall, immediately after the conclusion of voting at the 59<sup>th</sup> AGM, will 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 will make, not later than 48 hours from the conclusion of the 59<sup>th</sup> AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing who shall countersign the same. The Chairperson or a person authorized by him in writing will declare the result of voting forthwith.
  31. 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 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 i.e., BSE Limited within 48 hours from the conclusion of the 59<sup>th</sup> AGM.
  32. Route Map for the venue of 59<sup>th</sup> AGM is annexed in this report.
- VOTING THROUGH ELECTRONIC MEANS :**
- i. 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 this AGM by electronic means and the business may be transacted through e-voting Services ("Remote e-Voting").  
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. A person whose name is recorded in the Register of Members as on the cut-off date only shall be entitled to avail the facility of remote e-voting
- INSTRUCTION FOR E-VOTING :**
- (i) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.  
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.  
To increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
  - (ii) The remote e-voting period begins on Tuesday, 19<sup>th</sup> September, 2023 at 9:00 A.M.(IST) and ends on

Thursday, 21<sup>st</sup> September, 2023 at 5:00 p.m.(IST) 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. Friday, 15<sup>th</sup> September, 2023 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting at 5:00 p.m. (IST) on Thursday, 21<sup>st</sup> September, 2023. Once the vote on a resolution is cast by the member, the member cannot modify it subsequently.

Members are requested to carefully read the instructions for remote e-voting before casting their vote. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

- (iii) Shareholders who have already voted prior to the meeting date through remote e-voting would not be entitled to vote at the meeting venue.
- (iv) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by the Company, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

#### **PURSUANT TO ABOVE SAID SEBI CIRCULAR, LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE CDSL/NSDL IS GIVEN BELOW :**

##### **1. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL**

- (i) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab.
- (ii) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- (iii) If the user is not registered for Easi/Easiest, option to register is available at cdsl website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- (iv) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.

After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

##### **2. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL**

- (i) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
- (ii) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- (iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

##### **3. INDIVIDUAL SHAREHOLDERS (HOLDING SECURITIES IN DEMAT MODE) LOGIN THROUGH THEIR DEPOSITORY PARTICIPANTS (DP)**

- (i) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.



### Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no. : 1800 1020 990 and 1800 22 44 30

### LOGIN METHOD FOR REMOTE E-VOTING FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM.

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" module.
- (iii) 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.

- (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](http://www.evotingindia.com) and voted on an earlier e-voting of any Company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below :

	For Shareholders holding shares in Demat Form and Physical Form
PAN	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)	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).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.

- (ix) For shareholders 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 for the relevant <Company Name> on which you choose to vote.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) 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.

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

- (i) 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.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (iii) 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.
- (iv) 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 & can be delink in case of any wrong mapping.
- (v) 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.

(vi) 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.

#### **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:**

- (i) 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.
- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- (iii) 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.

If you have any queries or issues regarding e-Voting from the CDSL 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 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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

### **EXPLANATORY STATEMENT**

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

#### **ITEM NO. 4:**

**Mr. Purushottam Sitaram Mantri (DIN: 06785989)** was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Company Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and as per Listing Regulations. He holds office as an Independent Director of the Company up to 10<sup>th</sup> February 2024 (“first term” as per the explanation provided under Sections 149(10) and 149(11) of the Act).

The, Nomination and Remuneration Committee, based on the report of performance evaluation of Director rated him as excellent and has recommended re-appointment

of **Mr. Purushottam Sitaram Mantri (DIN: 06785989)** as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of him would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint him as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 11<sup>th</sup> February 2024 to 10<sup>th</sup> February 2029, on the Board of the Company.

Section 149 of the Act and provisions of the Listing Regulations inter-alia prescribe that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five(5) consecutive years on the Board and shall be eligible for re- appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

**Mr. Purushottam Sitaram Mantri (DIN: 06785989)** is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

The Company has also received declarations from **Mr. Purushottam Sitaram Mantri (DIN: 06785989)** that he meets the criteria of Independence as prescribed both under Sub-Section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, **Mr. Purushottam Sitaram Mantri (DIN: 06785989)** fulfils the conditions for Re- appointment as an Independent Director as specified in the Act and the Listing Regulations. He is Independent of the management.

The Company has received requisite notice, as provided under Section 160 of the Companies Act, 2013 from a member, proposing the appointment of **Mr. Purushottam Sitaram Mantri (DIN: 06785989)** as an Independent Director not liable to retire by rotation.

Details of Director whose re-appointment as an Independent Director is proposed is provided in the Notice **Annexure A** pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. Copy of draft letter of re-appointment of **Mr. Purushottam Sitaram Mantri (DIN: 06785989)** setting out the terms and conditions of appointment shall be made available for inspection to the members, up to the date of meeting, through electronic mode.

Board of Directors, therefore, recommend the re-appointment of **Mr. Purushottam Sitaram Mantri (DIN: 06785989)** as an Independent Director of the Company, for a second term of 5 (five) consecutive years on the Board of the Company, not liable to retire by rotation, as

set forth in **Item No. 4** of this Notice as a Special Resolution.

Except **Mr. Purushottam Sitaram Mantri (DIN: 06785989)** 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 resolution.

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 this 59<sup>th</sup> AGM and also during the 59<sup>th</sup> AGM of the Company.

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

**Sd/-**

**Dated: 11<sup>th</sup> August, 2023  
Place: Margao, Goa**

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

**Registered Office: Meera Classic,  
Phase II, Gogol, Borda, Post  
Fatorda, Aquem, Salcete,  
Margao South Goa - 403602  
Website: [www.southernngasindia.com](http://www.southernngasindia.com)  
Email: [sglgoa@southernngasindia.com](mailto:sglgoa@southernngasindia.com)  
CIN: L24111GA1963PLC000562**

**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-2 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. 4 of the Notice
1.	Name of Director	Mr. Motilal Sanvlo Keny	Mr. Purushottam Sitaram Mantri
2.	Director Identification Number (DIN)	DIN: 06813111	DIN: 06785989
3.	Date of Birth (Age)	29th July, 1947 (76 years)	23rd December, 1957 (65 years)
4.	Nationality	Indian	Indian
5.	Date of First Appointment	4th February, 2014	11th February, 2019
6.	Category	Non-Executive Director	Non-Executive Director
7.	Qualification	B. A. B. Ed. L. L. B.	He is Graduated in Commerce from University of Bombay in 1978. He holds a degree in L.L.B (Bachelor of Laws) from University of Bombay in 1982. He is also Fellow Member of The Institute of Company Secretaries of India.
8.	Nature of Expertise/ Experience in Specific functional area	Retired Judge of City Civil Court, Bombay & Retired Chief Commissioner of Right to Information, Goa	He 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. He has worked with various reputed Companies including 1. Thom. Cook Limited -Mumbai, 2. Roche Products Limited - Mumbai, 3. NGL Fine Chcm Limited- Mumbai, 4. MTZ Polysetcr Limited - Murnbai. 5. Dempo Group of Companies
9.	Directorships held in other companies	1. Malabar Oxygen Company Pvt Ltd. 2. Bangalore Oxygen Company Pvt Ltd.	1. De Nora India Limited 2. GKB Ophthalmics Limited 3. Dempo Shipbuilding and Engineering Private Limited
10.	Chairmanship/ Membership of Board Committees of the other companies	NIL	In the Company "De Nora India Limited, he is the Member of the Audit Committee and Chairman of Nomination & Remuneration Committee and Stakeholder Relationship Committee. In the Company "GKB Ophthalmics Limited", he is the Member of the of Nomination & Remuneration Committee and Stakeholder Relationship Committee.

11.	Number of shares held in the Company	NIL	NIL
12.	Listed Entities from which resigned in the past three years	NIL	NIL
13.	Number of meetings of the Board held/attended during the year	4/4	4/4
14.	Relationship with other Directors and Key Managerial Personnel 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	Mr. Motilal Sanvlo Keny has consented to retire by rotation at the ensuing 59 <sup>th</sup> AGM, for compliance with the requirement of Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.	As per the resolution set in Item No.4 of the Notice convening the 59 <sup>th</sup> AGM of the Company.  Re-appointment as a Non-Executive (Independent Director) not liable to retire by rotation.
16.	Remuneration proposed to be paid	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.

## DIRECTORS' REPORT

( Pursuant to Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, as amended )

Dear Members,

The Board of Directors of your Company are pleased to present the Fifty Ninth (59<sup>th</sup>) Annual Report on the business and operations of the Company along with Company's Standalone Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March, 2023.

### 1. Financial Highlights :

The Audited Financial Statement of the Company as on 31<sup>st</sup> March, 2023, are prepared in accordance with the relevant applicable Ind AS and Regulation 33 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Companies Act, 2013.

The summarised highlights of the Company's financial performance for the period under review are as follows :

₹ in lakhs

Particulars	FINANCIAL YEAR 2022-23	FINANCIAL YEAR 2021-22
<b>Income:</b>		
Revenue from Operation	<b>3593.41</b>	<b>4163.94</b>
Other Income	72.85	56.70
Expenses	3550.52	3828.19
<b>Profit Before Depreciation &amp; Tax</b>	<b>282.54</b>	<b>545.08</b>
<b>Less:</b>		
Depreciation	166.80	152.63
<b>Profit Before Tax (PBT)</b>	<b>115.74</b>	<b>392.45</b>
<b>Less:</b> Provision for Taxation :		
Current Tax	45.31	117.51
Deferred Tax	(10.60)	6.19
<b>Profit After Tax</b>	<b>81.03</b>	<b>268.74</b>
Other Comprehensive Income	(3.37)	3.34
<b>Net Profit</b>	<b>77.65</b>	<b>272.09</b>

### 2. Financial Performance/State of Company Affairs:

- Total income of the Company for Financial Year ended on 31<sup>st</sup> March, 2023 stood at INR. 3,666.26 Lakhs (INR. 4,220.64 Lakhs in Financial Year ended on 31<sup>st</sup> March, 2022).
- Profit from continuing operations before Interest, Depreciation, and Exceptional Items & Tax stood at INR. 286.87 Lakhs at the Financial Year ended on 31<sup>st</sup> March, 2023.
- Profit from continuing operations before Tax (PBT) stood at INR. 115.74 Lakhs and Profit from continuing operations After Tax (PAT) stood at INR. 81.03 Lakhs. Net profit for the period Financial Year ended on 31<sup>st</sup> March, 2023 stood at INR. 77.65 Lakhs.

Your Company turnover INR. 3593.41 Lakhs during the year under review as against INR 4163.94 Lakhs during the last Financial Year ended on 31<sup>st</sup> March, 2022, hence

aggregate turnover decreased by 13.70% as compared to last year and the aggregate net profit of the company decreased by 71.46% as compared to last year.

### 3. Declaration of Dividend

Based on the Company's performance, your Board of Directors are pleased to recommend, for the approval of the members, a Dividend of INR. 50/- per equity share (50%) on the face value of INR. 100/- each, aggregating INR.11.25 Lakhs for the Financial Year ended 31<sup>st</sup> March, 2023. The dividend payout is subject to the approval of members at the ensuing 59<sup>th</sup> Annual General Meeting.

### 4. Transfer to General Reserve

During the year under review, Your Company has transferred INR. 20,00,000/- to the General Reserve Account.

### 5. Share Capital of the Company and Changes Therein :

During the Financial Year 2022-23, there was no public issue, rights issue, bonus issue or preferential issue etc was made by the Company.

The Authorised Share Capital of the Company (INR. 50,00,000/- (Rupees Fifty Lakhs Only) consisting of 50,000 equity shares of INR. 100/- each). And the Paid-up Share Capital of the Company (INR. 22,50,000/- (Rupees Twenty Two Lakhs Fifty Thousands Only) consisting of 22,500 equity shares of INR. 100/- each fully paid up).

### 6. Listing of Shares

The Equity Shares of the Company are Listed in BSE limited.

The applicable annual listing fees have been paid to the Stock Exchange i.e. BSE limited within the prescribed time period as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 7. Credit Rating

During the year under review, the Company did not avail any credit rating agency service; hence rating of the Company is not available for the Financial Year ended on 31<sup>st</sup> March, 2023.

### 8. Investor Education and Protection Fund (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013, read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after the completion of seven year.

Further, according to the rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the Demat account created by the IEPF Authority. Accordingly, the Company was required to transfer the unclaimed and unpaid dividends and shares from time to time as per the requirements of the IEPF rules, details of which are provided on our website.

### 9. Directors and Key Managerial Personnel

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry

experience, cultural and geographical backgrounds, age, ethnicity, race and gender, that will help us retain our competitive advantage.

The composition of board & key managerial personnel (KMP) as on 31<sup>st</sup> March 2023, changes during the year & changes after the closure of financial year up to the date of signing of this report are annexed as Annexure – C to this Report.

In compliance with the requirements of the Listing Regulations, your Company has conducted a familiarization programme for the Independent Directors to familiarize them with their roles, rights and responsibility and changes in impact of SEBI Regulations as Directors, working of the Company, nature of the industry in which the Company operates, business model etc.

The Company has formulated a Code of Conduct for Directors and Senior Management Personnel and they have complied with all the requirements mentioned in the aforesaid code. In the opinion of the Board, the independent Directors appointed during the year possess requisite integrity, expertise, experience and proficiency.

**Changes in Directors & KMP are as under**

**a) Appointment/Re-appointment of Directors:**

**i. Retire by Rotation**

Pursuant to the provisions of Section 152 of the Companies Act, 2013, and Articles of Association of the Company, Mr. Motilal Sanvlo Keny (DIN: 06813111), Director of the Company, retires by rotation, and being eligible, has offered himself for re-appointment at the 59<sup>th</sup> Annual General Meeting.

Based on the performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment. A resolution seeking shareholders approval for his re-appointment as set out in Item No. 3 of the accompanied Notice.

Brief details of Mr. Motilal Sanvlo Keny (DIN: 06813111), Directors proposed to be re-appointed, as required under Regulation 36 of the SEBI Listing Regulations and the applicable Secretarial Standards, are provided in **Annexure-A** in the Notice of the 59<sup>th</sup> Annual General Meeting.

**ii. Appointment of Mr. Ninad Gurudas Kamat (DIN: 09611972) & Mr. Govind Vithal Kamat (DIN: 09614134) as an Independent Directors**

Pursuant to the provisions of Section 161 of the Companies Act, 2013, the Board of Directors in their 01/2022-23 Board Meeting held on 27<sup>th</sup> May, 2022, based on the recommendation of Nomination and Remuneration Committee, had approved the appointment of Mr. Ninad Gurudas Kamat (DIN: 09611972) & Mr. Govind Vithal Kamat (DIN: 09614134), as an Additional Director categorised as Non-Executive Director of the Company with immediate effect, whose term of office expires at last 58<sup>th</sup> Annual General Meeting.

And thereafter, pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 both were appointed as an Non-Executive Independent Director of the Company with the approval of the members of the Company in the 58<sup>th</sup> AGM, to hold office for a term of 5

consecutive years from the date of members' approval at 58<sup>th</sup> AGM till the conclusion of 63<sup>rd</sup> AGM to be held in the year 2027.

**iii. Re-appointment of Mr. Purushottam Sitaram Mantri (DIN: 06785989) as an Independent Directors**

The present term of Mr. Purushottam Sitaram Mantri (DIN: 06785989), Independent Directors would end on 10<sup>th</sup> February 2024. He is eligible for re-appointment for another term of up to 5 years subject to approval of Members through special resolution. The Board of Directors on the recommendation of the NRC has recommended his re- appointment for a further term of 5 years subject to the approval of the Shareholders.

**iv. Death of Mr. Anbunathan Murugaian (DIN: 02533205) and cessation of directorship):**

The directorship of Late Mr. Anbunathan Murugaian (DIN: 02533205) has ended on the date of his demise i.e., on 8th December, 2022. And the company has filed the e-form DIR-12 with the Registrar of Companies, Ministry of Affairs as required by the Companies Act, 2013 and rules made thereunder in this regard.

**v. Retirement of CFO :**

Mr. Sugavanam Srinivasan, who was appointed as Chief Finance Officer of the company as on 11<sup>th</sup> June, 2021 and has achieved his superannuation as on 10<sup>th</sup> August, 2023 and requested the company to relive him from his duties at the close of the office hours on 10<sup>th</sup> August, 2023. And thereby the company has accepted his retirement with effect from date of his retirement.

**10. Declaration by Independent Directors**

All Independent Directors of the Company have submitted requisite declaration to the Company at the First Board Meeting of the Financial Year 2023-24 confirming that they (i) continue to meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations; and (ii) are compliant of the Code of Conduct laid down under Schedule IV of the Companies Act, 2013.

All the Directors have confirmed that they are not debarred from holding the office of director by virtue of any SEBI order or any other such authority. Further, all the Independent Directors have in terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have registered themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs.

**11. Meetings of the Board**

The Company has conducted Four (4) Board Meetings during the Financial Year ended 31<sup>st</sup> March, 2023. For further details, please refer **Annexure – C** to this Report. The intervening gap between the two Board Meetings did not exceed 120 days as prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**12. Meetings of Shareholders**

During the Financial Year ended 31<sup>st</sup> March, 2023, the shareholders met one time on 22<sup>nd</sup> September, 2022 in the 58<sup>th</sup> Annual General Meeting of the Company.

**13. Audit Committee**

For constitution and other details of the Audit Committee,

please refer **Annexure – C** to this Report. All the recommendations made by the Audit Committee were accepted by the Board during the Financial Year.

#### 14. Independent Directors Meeting

During the year under review, an Independent Directors meeting was held on 10<sup>th</sup> February, 2023 in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

#### 15. Policy on Directors' Appointment & Remuneration :

Pursuant to provisions of the Act, the Nomination and Remuneration Committee ('NRC') of your Board has formulated a Remuneration Policy for the appointment and determination of remuneration of the Directors, Key Managerial Personnel, Senior Management, and other employees of your Company. The NRC has also developed the criteria for determining the qualifications, positive attributes, and independence of Directors and for making payments to Executive and Non-Executive Directors of the Company.

The Current Policy of the Company is to have an appropriate mix of Executive, Non-Executive, and Independent Directors to maintain the balance of the Board and separate its functions of governance and management.

#### 16. Performance Evaluation of the Board of Directors, its Individual Members, and its Committees:

In order to ensure that the Board and Board Committees are functioning effectively and to comply with statutory requirements, the annual performance evaluation of the Board, Board Committees and Individual Directors was conducted during the Financial Year ended on 31<sup>st</sup> March, 2023. The evaluation was carried out based on the criteria and framework approved by the Nomination and Remuneration Committee (NRC).

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and of the Chairman of the Company was evaluated, taking into account the views of executive Directors and Non – Executive Directors. The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

#### 17. Directors' Responsibility Statement

Pursuant to the requirement under Section 134(3)(c) and 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, your Directors, to the best of their knowledge and ability, hereby confirm that:

- (i) In the preparation of the annual accounts for the Financial Year ended 31<sup>st</sup> March, 2023, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed along with proper explanation relating to material departures;
- (ii) That they have selected such accounting policies and applied them consistently and made judgements, and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2023 and the Statement of Profit and Loss of the company for year ended on that date;

- (iii) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That they have prepared the annual accounts for Financial Year ended 31<sup>st</sup> March, 2023 on a 'going concern' basis;
- (v) That they have laid down Internal Financial Controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; &
- (vi) That they had devised proper systems in place to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### 18. Internal Financial Control and its Adequacy

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of fraud, error reporting mechanisms, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. The Company has in place adequate Internal Financial Controls for ensuring the orderly and efficient conduct of its business. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

#### 19. Particulars of Loans given, Investments made, Guarantees given and Securities provided

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 forms part of the Notes No. 2.02 & 2.03 to the Financial Statements provided in this Annual Report.

#### 20. Details of difference between valuation amount on One-Time Settlement and valuation while availing loan from Banks and Financial Institutions:

During the year under review there were no instances of One-Time Settlements.

#### 21. Contracts and Arrangements with Related Parties

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the Financial Year ended on 31<sup>st</sup> March, 2023 were in the ordinary course of business and on basis of arm's length pricing and do not attract the provisions of Section 188 of the Companies Act, 2013. Thus, disclosure in form AOC-2 is not applicable.

All the Related Party Transactions are reviewed by the Audit Committee on a quarterly basis and they have provided an omnibus approval for all Related Party Transactions which are within its purview.

The information on Related Party Transactions, forming part of this Report, is provided in Note 2.36 of Annual Financial Statement for the Financial Year ended on 31<sup>st</sup> March, 2023.

#### 22. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and



outgo, as required to be disclosed under Section 134(3)(m) of the Act read with read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are provided as **Annexure – B** and forms an integral part of this Report.

### 23. Risk Management

The Risk Management Committee of the Board has been entrusted with the responsibility to assist the Board in (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks.

### 24. Vigil Mechanism/ Whistle Blower Policy

The Company is committed to foster an environment of honest and open communication and discussion, consistent with the values. The Company has formulated a Whistle-Blower Policy, which lays down the process to convey genuine concerns to the Management and seek resolution towards the same without fear of retaliation. This policy covers reporting of any violation, wrongdoing, or non-compliance, including without limitation, those relating to the Code of Conduct, policies and standard procedures of the Company, and any incident involving leak or suspected leak of Unpublished Price Sensitive information (UPSI) or unethical use of UPSI in accordance with (or under) the SEBI (Prohibition of Insider Trading) Regulations, 2015. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects every employee/director of the Company who intend to raise a concern about serious irregularities within the Company. The Chairperson of the Audit Committee of the Company looks into the complaints raised in this regard.

### 25. Auditors and Auditors' Report Statutory Auditors :

In the 58<sup>th</sup> AGM of the Company, Members were appointed M/s. M. R. Hegde & Associates, Chartered Accountants, Margao-Goa (Firm Registration No.: 122538W), as a Statutory Auditors of the Company for a period of 5 years from 58<sup>th</sup> AGM till 63<sup>rd</sup> AGM of the Company as per the applicable provisions of the Companies Act, 2013 and rules made thereunder.

#### Report of Statutory Auditors :

There has been no qualifications, reservations, adverse remark or disclaimer remark given by the Auditor's in their Audit Report and the same does not require any comments and explanations.

The Report given by the Auditor's on the Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 is the Part of this 59<sup>th</sup> Annual Report.

#### Instances of Frauds Reported by the Statutory Auditors :

There have been no instances of frauds reported by the Auditors under Section 143(12) of the Companies Act, 2013 and the Rules framed thereunder, either to the Company or to the Central Government.

#### Secretarial Auditors

Pursuant to the Provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and remuneration of Managerial

Personnel) Rules, 2014, as amended, the Board of Directors of the Company at their 01/2022-23 Board Meeting held on Friday, 27<sup>th</sup> May, 2022 had appointed Mr. Vilas Sambhaji Hajare (ACS:21177), Practicing Company Secretaries, Goa, as the Secretarial Auditor of the Company for conducting the secretarial audit of the Company for the Financial Year 2022-23. The Secretarial Audit Report for the Financial Year ended 31<sup>st</sup> March, 2023 is enclosed as **Annexure – D** and forms an integral part of this Report.

The observations and comments given by the Secretarial Auditors in their report are self-explanatory and hence, do not call for any further comments under Section 204(3) of the Act.

Further the Board of Directors of the Company at their 02/2023-24 Board Meeting held on Friday, 11th August, 2023 had re-appointed Mr. Vilas Sambhaji Hajare (ACS:21177), Practicing Company Secretaries, Goa, to conduct the secretarial audit of the Company for the Financial Year 2023-24.

#### Internal Auditors

Pursuant to the Provisions of Section 138 of the Companies Act, 2013 and Rule 13 of the Companies (Accounts) Rules, 2014, as amended, the Board of Directors of the Company at their 01/2022-23 Board Meeting held on Friday, 27<sup>th</sup> May, 2022 had appointed M/s Varma & Varma, Chartered Accountants, Hyderabad (Firm Registration Number: 004532S), as an Internal Auditor of the Company for conducting the Internal audit of the Company for the Financial Year 2022-23.

Further the Board of Directors of the Company at their 02/2023-24 Board Meeting held on Friday, 11th August, 2023 had appointed Mr. Pratik Premkant Nayak Mirjankar to conduct the Internal Audit of the Company for the Financial Year 2023-24.

#### Cost Audit and Cost Records

The provisions of Section 148 of the Companies Act, 2013 relating to maintenance of cost records and Cost Audit is not applicable to your Company during the period under review.

#### 26. Annual Return

In accordance with the provisions of section 92(3) and 134 (3) (a) of the Companies Act, 2013, the Annual Return is available on the website of the Company.

#### 27. Management Discussion & Analysis

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Management Discussion and Analysis Report is set out in this Annual Report and provides a detailed analysis on the performance of individual businesses and their outlook.

#### 28. Corporate Governance

Since the Paid-up Equity Share Capital of the Company does not exceed INR. 10 Crores and the Net worth does not exceed INR. 25 Crores at the end of the Financial Year of the Company i.e. 31<sup>st</sup> March, 2023, the quarterly and yearly Report on Corporate Governance is not applicable on the Company as per the provisions of Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### 29. Registrar and Share Transfer Agent

The Share Transfer and related activities are being carried out by M/s Bigshare Services Private Limited, Registrar and Share Transfer Agent from the following address:-

**Address :** Office No: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093  
**Phone No :** 022-262638200, **Fax :** 022-062638299  
**E mail:** investor@bigshareonline.com  
 All correspondence may kindly be sent to the above address only.

### 30. Particulars of Employees and related disclosures :

Disclosures pertaining to remuneration and other details a required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure – E** and forms an integral part of this Report.

### 31. Material Changes and Commitments Affecting the Financial Position of the Company occurred between the end of the Financial Year and date of the Report:

There were no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the financial statements relate and date of this Report.

### 32. Particulars of Employees

During the Financial Year ended 31<sup>st</sup> March, 2023, none of the employees was in receipt of remuneration exceeding limits specified under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014, as amended.

### 33. Prevention of Sexual Harassment

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder for prevention and redressal of complaints of sexual harassment at workplace. The Company is committed to provide equal opportunities without regard to their race, caste, sex, religion, colour, nationality, disability, etc. All women associates (permanent, temporary, contractual and trainees) as well as any women visiting the Company's office premises or women service providers are covered under this Policy. All employees are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological. The Company has also complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Your Directors further state that during the year under review, there were no case/complaint register under pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### 34. Secretarial Standards

As per Section 118(10) of the Companies Act, 2013, The Company has complied with all the applicable provisions

of Secretarial Standard on Meetings of Board of Directors (SS-1), Secretarial Standard on General Meetings (SS-2), Secretarial Standard on Dividend (SS-3) Secretarial Standard on Report of the Board of Directors (SS-4) respectively issued by Institute of Company Secretaries of India.

### 35. Industrial Relations

The Company has been maintaining healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of employees have enabled the Company to remain at the leadership position in the industry. It has taken various steps to improve productivity across organization.

### 36. General

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/events on these items during the year under review :

1. Issue of Equity Shares with differential right as to dividend, voting or otherwise
2. Issue of Shares (Including Sweat Equity Shares) to employees of the Company under the scheme.
3. Details relating to deposits covered under Chapter V of the Act.
4. Your Company did not have/become/Ceased to have any Holding, Subsidiary, Associate and Joint venture Company(ies) during the financial year under review.
5. The provision under section 135 of the Companies Act, 2013 in respect of Corporate Social Responsibility is not applicable to the Company.
6. There are no significant material orders passed by the Regulators/Courts/Tribunals or any Statutory Authority(ies) which would impact the going concern status of the Company and its future operations.
7. There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 by the Company during the Financial year 2022-23.
8. There is no change in nature of business of the Company during the year under review.

### 37. Acknowledgement

Your Directors would like to express their sincere appreciation of the positive co-operation received from Central and State Government Authorities, Stock Exchanges, Financial Institutions and Banks and Stakeholders during the year.

The Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers, workers, employee unions and staff of the Company resulting in the successful performance of the Company during the year.

The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders.

By Order of the Board  
For The Southern Gas Limited

Sd/-  
Gautam Pai Kakode  
Managing Director  
DIN:02395512

Sd/-  
Motilal Sanvlo Keny  
Director  
DIN: 06813111

Dated: 11th August, 2023

Place: Margao-Goa

**ANNEXURE - B TO THE DIRECTORS' REPORT**

The information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo, required under Section 134 (3) (m) of the Companies Act, 2013 r/w Companies (Accounts) Rules, 2014 are as under :

<b>A</b>	<b>Conservation of Energy</b>	<b>Particulars</b>
	i) The steps taken or impact on conservation of energy	All the machinery is kept in good condition, which helps to reduce the consumption of electrical load. Oil used is only for lubrication purpose.
	ii) The steps taken by the company for utilizing alternate sources of energy.	<p>Existing high electricity consuming Fluorescent and sodium lamps are replaced with LED bulbs and thus the consumption of electrical power for lighting has been drastically come down.</p> <p>The water coming out from the heat exchangers are cooled in the pond by sprinkling process and thus reduced the usage of cooling tower which is the energy consuming equipment. Rainwater harvesting is implemented and there has been a significant improvement in water levels in the nearby well.</p> <p>In DA plant 5hp old beacon pump is replaced with 3hp pump, also the overhead tank water pump of 5hp beacon is replaced with 5hp V Guard pump, this in turn discharges more and utilises less time which leads to power saving.</p> <p>Efficient usages of equipment's are also monitored for rated production for energy conservation.</p>
	iii) The capital investment on energy conservation equipment's	NIL
<b>B</b>	<b>Technology Absorption</b>	
	(i) efforts made towards technology absorption	The Company always keeps itself updated with all the latest technological innovations by way of constant communications and consultations. Efforts are being made to reduce costs and to improve performance.
	(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	
	(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – a. the details of technology imported ; b. the year of import; c. whether the technology has been fully absorbed; d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	
	(iv) The expenditure incurred on Research and Development.	NIL
<b>C.</b>	<b>Foreign Exchange Earnings and Outgo:</b>	
		<p>The total foreign exchange outgo during the financial year 2022 -23 was equivalent to INR. 99,51,856.87.</p> <p>Foreign Exchange earned during the year 2022-23 was equivalent to Nil</p>

**ANNEXURE C TO THE DIRECTOR REPORT****Board of Directors**

The composition of the Board of Directors is in conformity with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “the Listing Regulations”), as amended from time to time.

As on date, the Board comprises of seven (7) Directors. The names and categories of Directors, the number of Directorship and Committee position(s) held by them in the companies, meetings attended by them and other relevant particulars are given below:

Name and Category of Directors	Designation	Direct orship in other listed entity & Category	Relation - ship with each other	No. of Board Meetings attended / held during the FY	Whether attended the last AGM	No. of directorships in Public Companies	No. of Committee Memberships / (Chairmanships) in Companies as on 11 <sup>th</sup> August, 2023	
							Chair man	Member
Mr. Gautam V. Pai Kakode Executive Director	Managing Director	N	Husband of Mrs. Yogita G. Pai Kakode	4/4	Y	1	N	N
Mr. Yogita G. Pai Kakode Non-Executive & Promoter Group	Director	N	Wife of Mr. Gautam V. Pai Kakode	4/4	Y	1	N	N
Mr. M. S. Keny Non-Executive	Director	N	N.A	4/4	Y	1	N	3
Mr. S. P. Patnekar Non-Executive & Independent	Independent Director	N	N.A	4/4	Y	1	3	3
Mr. Purushottam S. Mantri Non Executive & Independent	Independent Director	Y	N.A	4/4	Y	2	N	2
*Mr. Ninad Gurudas Kamat Non-Executive & Independent	Independent Director	N	N.A	3/4	Y	1	N	2
*Mr. Govind Vithal Kamat Non-Executive & Independent	Independent Director	N	N.A	4/4	Y	1	N	1
**Mr. Anbunathan Murugaian Non-Executive	Director (Cessation from office due to death)	N	N.A	3/4	N	1	N	N

\* Mr. Ninad Gurudas Kamat & Mr. Govind Vithal Kamat were appointed as an Additional Director (Non-Executive) on the Board of the Company w.e.f. 27th May, 2022 and they are appointed as Non-Executive Independent Director in 58th Annual General Meeting for a term upto 5 consecutive years from the date of such AGM i.e. 22<sup>nd</sup> September, 2022.

\*\* The directorship of Late Mr. Anbunathan Murugaian (DIN: 02533205) has ended on the date of his demise i.e., on 8th December, 2022

Y=Yes

N=No

N= None

N.A= Not applicable

A brief resume of the directors being appointed/re-appointed at the 59<sup>th</sup> Annual General Meeting, the nature of their expertise in specific functional areas and names of companies in which they hold directorship and membership of the committees of the Board is **Annexure A** to the Notice.

The Composition of the Board is in conformity with Regulation 17 of SEBI (LODR) Regulation 2015. None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees as specified in Regulation 26 of SEBI (LODR) Regulation 2015, across all the Companies in which he/she is a Director.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Companies Act, 2013 ("the Act"). The maximum tenure of Independent Directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) & 25(8) of the Listing Regulations read with Section 149(6) of the Act.

The Board is of the opinion that the Independent Directors fulfil the conditions specified in these regulations and are independent of the management. Board Meetings

During the financial year ended on 31st March, 2023 the Board of Directors met Four (4) times on the following dates:-

1. 27<sup>th</sup> May, 2022;
2. 12<sup>th</sup> August, 2022;
3. 11<sup>th</sup> November, 2022; &
4. 10<sup>th</sup> February, 2023.

The gap between any two Board Meetings did not exceed 120 days.

All the recommendation of committee(s) were accepted by the Board of Director's of Company.

#### Board Procedures

The Board Meetings are governed by structured Agenda. The agenda along with detailed background notes are circulated in advance before each meeting to all the Directors for facilitating effective discussion and decision making. The Board members may bring up any matter for consideration of the Board, in consultation with Chairman. The information as specified in Part A of Schedule II of LODR is regularly made available to the Board.

#### Code of Conduct

The Board of Directors has laid down Code of Conduct for Business and Ethical (the Code) for all the Board Members and senior managers of the Company. The Code covers amongst other things the Company's commitment to honest and ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health and safety, transparency and compliance of laws and regulations etc.

All the Board Members and senior management personnel have confirmed compliance with the Code. A declaration to that effect signed by the Managing Director and CFO is attached and forms part of the Annual Report of the Company.

#### Audit Committee Constitution as on 31st March, 2023

As on 31st March, 2023 the Audit Committee comprises of the following Director :

S. No.	Name of the Director	DIN	Designations
1.	Mr. S. P. Patnekar	01939882	Non Executive & Independent Director (Chairman)
2.	Mr. Purushottam S. Mantri	06785989	Non Executive & Independent Director
3.	Mr. M. S. Keny	06813111	Non Executive Director
4.	Mr. Ninad Gurudas Kamat	09611972	Non Executive & Independent Director
5.	Mr. Govind V. Kamat	09614134	Non Executive & Independent Director

#### Terms of Reference

The Charter of the Committee is as prescribed under Section 177 of the Act read with the Listing Regulations:

#### Role of the Audit Committee

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of Internal Auditors and Statutory Auditors of the company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to :
  - ✓ Matters to be included in the Directors' Responsibility Statement for the inclusion in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act.
  - ✓ Changes, if any, in accounting policies and practices and reasons for the same.
  - ✓ Major accounting entries involving estimates based on the exercise of judgment by management.
  - ✓ Significant adjustments made in the financial statements arising out of audit findings.
  - ✓ Compliance with listing and other legal requirements relating to financial statements.
  - ✓ Disclosure of Related Party Transactions.
  - ✓ Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the

report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

7. Review and monitoring the auditor's independence and performance and effectiveness of audit process.

8. Approval to or any subsequent modification of transactions of the Company with related parties.

9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems.

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

14. Discussion with internal auditors of any significant findings and follow up there on.

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

17. Looking, into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

18. Review of the functioning of the Whistle Blower mechanism / Vigil Mechanism.

19. Approval of appointment of CFO (i.e., the Whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

#### **The audit committee shall mandatorily review the following information**

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters/letters of internal control weaknesses, if any, issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations:

- quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

#### **Powers of the Audit Committee**

- a. To investigate any activity within its terms of reference.
- b. To seek information from any employee.
- c. To obtain outside legal or other professional advice.
- d. To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### **Meetings & Attendance**

During the financial year 2022-2023, Four (4) Audit Committee meetings were held on following dates:

- 1.27<sup>th</sup> May, 2022;
- 2.12<sup>th</sup> August, 2022;
- 3.11<sup>th</sup> November, 2022; &
- 4.10<sup>th</sup> February, 2023.

The details of Members' attendance at the meetings of Audit Committee are as under :

Name of Member	No. of Meetings	
	Held	Attended
Mr. S. P. Patnekar	4	4
Mr. Purushottam S. Mantri	4	4
Mr. M. S. Keny	4	4
Mr. Ninad Gurudas Kamat	3	3
Mr. Govind V. Kamat	4	4

The gap between any two Audit Committee meetings did not exceed 120 days.

#### **Nomination and Remuneration Committee Constitution**

As on 31st March, 2023 the Nomination and Remuneration Committee comprises of the following Non-Executive Directors:

S. No.	Name of the Director	DIN	Designations
1.	Mr. S. P. Patnekar	01939882	Non-Executive & Independent Director(Chairman)
2.	Mr. Purushottam S. Mantri	06785989	Non-Executive & Independent Director
3.	Mr. M. S. Keny	06813111	Non-Executive & Director

#### **Terms of Reference**

**The Charter of the Committee is as prescribed under Section 178 of the Act read with the Listing Regulations viz. :**

#### **Role of the Nomination and Remuneration Committee :**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on Board diversity.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

The Nomination and Remuneration Committee has been constituted to recommend/review remuneration of the directors, key managerial personal and other employees, based on their performance and defined assessment criteria.

### Meetings & Attendance

During the financial year 2022-2023, Four (4) Nomination & Remuneration Committee meetings were held on following dates :

- 27<sup>th</sup> May, 2022;
- 12<sup>th</sup> August, 2022;
- 11<sup>th</sup> November, 2022. &
- 10<sup>th</sup> February, 2023.

The details of Members' attendance at the meetings of Nomination and Remuneration Committee are as under:

Name of Member	No. of Meetings	
	Held	Attended
Mr. S. P. Patnekar	4	4
Mr. Purushottam S. Mantri	4	4
Mr. M. S. Keny	4	4
*Mr. Anbunathan Murugaian	2	2

\*As the Directorship of Late Mr. Anbunathan Murugaian has ended on the date of his demise that is on i.e., on 8th December 2022

The Company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the existing industry practice.

### Details of Remuneration of Directors

The Company has not paid any remuneration to any of its Non-Executive Directors, except Sitting Fees for attending meetings of the Board and all its committees for which INR.3,000/- per meeting was paid for Board. The aggregate amount of sitting fees paid during the financial year 2022-23 was INR. 78,000/- (excluding applicable taxes).

The aggregate amount of remuneration paid to the Managing Director during the financial year 2022-23 was INR. 60,21,600/- (excluding applicable taxes) No stock options were issued to the Directors during the period under report.

### Stakeholders' Relationship Committee Constitution

As on 31st March, 2023 the Stakeholders' Relationship Committee comprises of the following Non-Executive Directors:

S. No.	Name of the Director	DIN	Designations
1.	Mr. S. P. Patnekar	01939882	Non -Executive & Independent Director (Chairman)
2	Mr. M. S. Keny	06813111	Non -Executive & Director
3.	Mr. Ninad Gurudas Kamat	09611972	Non Executive & Independent Director

### Terms of Reference

The role of the committee shall inter-alia include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company.

### Meetings & Attendance

During the financial year 2022-2023, Three (3) Stakeholders' Relationship Committee meetings were held on following dates:

- 27<sup>th</sup> May, 2022;
- 12<sup>th</sup> August, 2022; &
- 10<sup>th</sup> February, 2023.

The details of Members' attendance at the meetings of Audit Committee are as under:

The details of Members' attendance at the meetings of Stakeholders' Relationship Committee are as under:

Name of Member	No. of Meetings	
	Held	Attended
Mr. S. P. Patnekar	3	3
Mr. M. S. Keny	3	3
Mr. Ninad Gurudas Kamat	NA	NA
*Mr. Anbunathan Murugaian	2	2

\*As the Directorship of Late Mr. Anbunathan Murugaian has ended on the date of his demise that is on i.e., on 8th December 2022

### Separate Independent Directors' Meeting Constitution

As on 31<sup>st</sup> March, 2023 the Separate Independent Directors' Committee comprises of the following Non-Executive Directors :

S. No.	Name of the Director	DIN	Designations
1.	Mr. S. P. Patnekar	01939882	Non-Executive & Independent Director (Chairman)
2	Mr. Purushottam S. Mantri	06785989	Non-Executive & Independent Director
3.	Mr. Ninad Gurudas Kamat	09611972	Non - Executive & Independent Director
4.	Mr. Govind V. Kamat	09614134	Non -Executive & Independent Director

### Terms of Reference

- Criteria for Performance Evaluation of the Board of Directors of the Company and Performance Evaluation by the Independent Directors.
- Criteria for Performance Evaluation of the Non-Independent Directors of the Company and Performance Evaluation by the Independent Directors.

- Criteria for Performance Evaluation of the Independent Directors of the Company and Performance Evaluation by the Board of Directors.

### Meetings & Attendance

During the Financial year ended on 31<sup>st</sup> March, 2023, one Separate Meeting of Independent Directors' was held on 10<sup>th</sup> day of February, 2023. The meeting inter alia discussed :

Name of Member	No. of Meetings	
	Held	Attended
Mr. S. P. Patnekar	1	1
Mr. Purushottam S. Mantri	1	1
Mr. Ninad Gurudas Kamat	1	1
Mr. Govind V. Kamat	1	1

By Order of the Board  
For The Southern Gas Limited

Sd/-  
Gautam Pai Kakode  
Managing Director  
DIN:02395512

Sd/-  
Motilal Sanvlo Keny  
Director  
DIN: 06813111

Dated: 11th August, 2023  
Place: Margao-Goa



**Annexure D**

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR**  
**ENDED 31<sup>st</sup> MARCH, 2023**

*[ Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014 ]*

To,  
 The Members,  
**The Southern Gas Limited,**  
 Meera Classic, Phase II,  
 Gogol, Borda, Salcete,  
 Margao, South Goa-403602

I Vilas S. Hajare, Company Secretary in Practice, bearing ACS No. 21177 and having my office at office No. 814, 8th floor, Gera's Imperium Star, Patto Plaza, Panaji, Goa-403001, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by The Southern Gas Limited (hereinafter called "The Company") for the audit period covering the financial year ended on 31st March, 2023 (the audit period). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

That based on my verification of the Company's books, papers, minute books, documents, forms and returns filed and other records maintained by the Company and also the information provided by the Company Secretary and the officers of the company during the conduct of Secretarial Audit and subject to my separate report enclosed as Appendix-1 with this report, I hereby report that in my opinion, the company has, during the audit period has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

That I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The following regulation and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015;
  - c. The Securities and Exchange Board of India

(Registrar to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing with client.

- v. The applicable clauses of the following other laws and regulations specifically applicable to the Company (as per representation made by the Company):
  - i. The Water (Prevention and Control of Pollution) Act, 1974, and the Rules made there under;
  - ii. The Air (Prevention and Control of Pollution) Act, 1981 and the Rules made there under;
  - iii. The Goa Daman and Diu Shops and Establishment Act, 1973 and the Goa Daman and Diu Shops and Establishment Rules, 1975;
  - iv. The Legal Metrology Act, 2009 and the Rules made there under;
  - v. Drugs and Cosmetics Act, 1940 and the Rules made there under;
  - vi. The Explosive Act, 1884 and the Rules made there under;
  - vii. The Gas Cylinders Rules, 2016;
  - viii. The Petroleum Act, 1934 and the Rules made there under;
  - ix. The Employees State Insurance Act, 1948 and the Rules made there under;
  - x. The Employees Provident Fund and Miscellaneous Act, 1952 and the Rules made there under;
  - xi. The Payment of Bonus Act, 1965 and the Rules made there under;
  - xii. The Goods and Service Tax Act, 2017 and the Rules made there under;
  - xiii. The Payment of Gratuity Act, 1972 and the Rules made there under;
  - xiv. The Income Tax Act, 1961 and the Rules made there under;
  - xv. The Central Excise Law, 1944 and the Rules made there under; &
  - xvi. The Factories Act, 1948 and the Rules made there under.

That I have also examined compliances of the applicable clauses of the following:

1. Secretarial Standards issued by the Institute of Company Secretaries of India;
2. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (LODR); &
3. The Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 as amended from time to time.

**I further report that;**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors, Independent Directors and Women Director. The changes in the composition in Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act, Adequate notice is given to all

directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority.

**I further report that;**

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that;**

The compliances of the applicable financial laws including Direct and Indirect Tax laws by the company have not been reviewed in this audit, since the same have been subject to review by Statutory Auditors and other designated professionals and officers appointed by the company.

**I further report that;**

The pending litigations, claims and counter claims in the court of law are given in the Balance Sheet under the head "Contingent Liabilities".

Sd/-

CS Vilas S. Hajare  
Company Secretary  
ACS-21177, COP-24360  
Peer Review Certificate No:-3630/2023  
UDIN-A021177E000644481

Place: Panaji, Goa

Date: 19/07/2023

**Appendix-1**

**This Appendix is part of my  
"Secretarial Audit Report"  
for the financial year ended 31<sup>st</sup> March 2023**

To,

**The Members,**

The Southern Gas Limited

My Secretarial Audit report of even date is to be read along with this Appendix "1" :

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My responsibility was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

CS Vilas S. Hajare  
Company Secretary  
ACS-21177, COP-24360  
Peer Review Certificate No:-3630/2023  
UDIN-A021177E000644481

Place: Panaji, Goa

Date: 19/07/2023

**ANNEXURE – E TO THE DIRECTORS' REPORT****(A) Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

- i) The percentage increase / decrease in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 are as under :

₹ in lakhs

Sr. No.	Name of Director / KMP and Designation	Designation	Remuneration paid in FY 2022-23	% increase in Remuneration in the FY 2022-23	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. Gautam V. Pai Kakode	Managing Director	60.22	Nil	Nil
2.	Mrs. Yogita G. Pai Kakode*	Non-Executive Director	.12	Nil	Nil
3.	Mr. M. S. Keny*	Non-Executive Director	.12	Nil	Nil
4.	Mr. S. P. Patnekar*	Independent Director	.12	Nil	Nil
5.	Mr. Anbunathan Murugaian*	Independent Director	.09	Nil	Nil
6.	Mr. Purushottam Mantri*	Independent Director	.12	Nil	Nil
7.	Mr. Ninad Gurudas Kamat*	Independent Director	.09	Nil	Nil
8.	Mr. Govind Vithal Kamat*	Independent Director	.12	Nil	Nil
9.	Mr. Sugavanam Srinivasan	Chief Financial Officer	17.02	Nil	Nil
10.	Ms. Nirzara Kesarwani	Company Secretary	5.29	Nil	Nil

\* Paid sitting fees for attending Board Meetings.

- i) The percentage decrease in the median remuneration of employees (excluding resigned and employed part of the year) in financial year 2022-23 was 0.12%.
- ii) There were 112 permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2023.
- iii) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2022-23 was 2% whereas the increase in the managerial remuneration for the same financial year was 2%.
- iv) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**(B) Particulars of Employees pursuant to Section 197 of the Companies Act, 2013, read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2023.**

1. Statement showing Top Ten employees of the Company in terms of Remuneration drawn in lakhs.

			<i>₹ in lakhs</i>
<b>Sr. No.</b>	<b>Name of the Employee</b>	<b>Designation</b>	<b>Remuneration</b>
1	Mr. Gautam V. Pai Kakode	Managing Director	60.22
2	Mr. Srinivasan S	Chief Financial Officer	17.02
3	Mr. Sadananda Pai. H	General Manager – Operations	14.08
4	Mr. Bangari R	Sr. Manager Technical	10.76
5	Mr. Vinodkumar C.	Manager – Accounts and Admin	7.60
6	Mr. Satheesh Prabhu	Plant Engineer	7.45
7	Mr. Rejeesh P. P.	Manager Sales & Marketing	6.70
8	Mr. Kedar D Kunde	Manager - Adm & sales & Mrkt.	6.28
9	Mrs. Geeta Prabhudessai	Manager – Accounts	6.26
10	Mr. T. Shashikant Udapa	Quality Control Manager	5.92

2. During the year under review, Mr. Gautam V. Pai Kakode, Managing Director, Mr. Srinivasan S, Chief Financial Officer and Mr. Sadananda Pai. H, General Manager – Operations, are the employees who were in receipt of remuneration which in aggregate was not less than Rs 12,00,000/- per annum.
3. Similarly, there were no persons employed for the part of the year who were in receipt of remuneration which in aggregate was not less than Rs 8,50,000/- per month.
4. During the year under review, there were no employees if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

**For and on behalf of the Board of Directors**

**Dated: 11th August, 2023**  
**Place: Margao-Goa**

**Sd/-**  
**Gautam Pai Kakode**  
**Managing Director**  
**DIN:02395512**

**Sd/-**  
**Motilal Sanvlo Keny**  
**Director**  
**DIN: 06813111**

## Annexure to the Board's Report

### Management Discussion and Analysis Report

The Board of Directors is pleased to present the Management Discussion and Analysis Report based on the current Government Policies and the Market Conditions.

#### India Market Overview

##### Economy

The Financial Year 2022-23 was a watershed year for India as it became the fifth largest economy in the world, surpassing the UK. It also assumed the presidency of the G20 forum for the first time, highlighting the global spotlight on India. The macroeconomic fundamentals of the Indian economy are under control and showing signs of an inclusive, broad-based recovery across industries, as the country eyes on India@100, a journey towards her centennial as a modern, fastest growing, industrialized nation. Despite the ongoing global headwinds caused by external factors like post pandemic spill overs, supply chain disruptions due to the escalating Russia-Ukraine conflict and potential recessionary pressures facing developed economies, the Indian economy continued to move ahead and weathered the global economic crisis and headwinds. Multiple initiatives by the government including PLI schemes, national logistic reforms, increased spending on infrastructure, robust local demand, conducive domestic policy environment, digitisation, etc. has helped the country to race past other economies and be the fastest-growing economy among the seven largest emerging markets and developing economies (EMDEs). India seems to be in a bright spot with the overall growth remaining at robust level. According to the Second Advance estimates released by the Ministry of Statistics and Programme Implementation, India's GDP may grow 7% for Financial Year 2022-23 even as it gets back the crown of the fastest growing major economy.

##### Industry structure and developments

The global medical oxygen gas cylinders market size was valued at \$2,971.40 million in 2020, and is estimated to reach \$5,337.50 million by 2030, growing at a CAGR of 5.70% from 2021 to 2030.

Medical oxygen gas cylinders are often used by medical care workers for therapeutic and diagnostic purposes. Medical oxygen gas systems, for example, oxygen concentrators and compressed oxygen gas cylinders are considerably utilized in homecare settings and are normally chosen by old patients who experience challenges in mobility and rely upon a steady oxygen supply.

The Company is categorized as a Small Company as per the MSME Act, 2006 and currently operates in the State of Karnataka and Kerala for the supply and manufacture of Industrial & Medical Gases.

However, the company is also having its unit in Tamil Nadu which is not in operation for time being. The head office of the Company is in the State of Goa. There has been no significant change or effect of the industry or any developments in the industry on the operations of the Company within the previous financial year, however the Company hopes to maintain an optimistic outlook toward the future.

#### Segment-wise or Product-wise performance

The Company operates in only one segment, i.e., the manufacture of Industrial & Medical Gases, and the primary products manufactured by the Company are Medical Oxygen and Industrial Gases such as Oxygen, Nitrogen, Dissolved Acetylene, Argon, Hydrogen, Carbonic Acid, Medical Gases, Fuel Gases and all other kindred substances, or any compound preparation thereof. The performance of the Company in this segment has been found to be satisfactory.

##### Opportunities

The Company's plant situated at various places in South India such as in Bangalore, Mysore, Bhadravati, Harihar, Hubli, Trivandrum, Calicut and Cochin (Udyogamandal) and all are equipped with latest technology and offers high quality products. The plant has all infrastructure facilities and is well connected with State highway. The Company manufactures (a) Industrial gases viz. Oxygen, Nitrogen, Dissolved Acetylene and Argon and its related grades and (b) Medical Oxygen. The Company caters to various industries and hospitals in entire Southern India in order to provide better service to its customers.

##### Risks and concerns

The Company faces risks in the market due to competitive prices and increase in competition from other entities in its market segment. Although the Company has put in its best efforts to combat such risks this remains a major concern for the Company. The Company also faces risks which are common in the industry like high costs for transportation, safety in the production process and transportation of products and timely recovery of dues from its customers.

##### Outlook

The Company has an optimistic outlook for the future performance of the company due to increasing government incentives for the industry. The Company aspires to provide quality products at fair prices to have a steady and sustainable rate of growth over the years.

##### Internal control systems and their adequacy

The Company's internal control system over its operation has found to be adequate for the scale and size of its operations. The management, in consultation with the audit committee of its board of directors regularly reviews the adequacy and effectiveness of the internal control systems and undertakes improvements, wherever necessary.

##### Discussion on financial performance with respect to operational performance

The operational revenue of the company during the year was of INR. 3,593 lakhs, which is less in comparison to the previous year.

The Operational Highlights of the Company are given below, it is recommended that the same is read with the Financial Statements, the schedules and the notes thereto.

₹ in lakhs

Particulars	F.Y. 2022 - 23	F.Y. 2021 - 22
Revenue from Operations	3593.41	4163.94
Expenses: Cost of material consumed	1427.27	1873.95
Gross Profit	2166.14	2289.99

**Material developments in Human Resources / Industrial Relations front, including number of people employed.**

The Company's relations with its employees across all the Company's units were cordial during the year under review.

**Safety, Health and Environment**

The Company gives utmost importance to safety, health, and environment related issues. The employees are continuously educated and trained to improve their awareness and skills. All safety statutory requirements are being complied with Requirements of environmental acts and regulations are also complied with.

**Cautionary Statement**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make the difference to the Company's operations include raw material availability and its prices, cyclical, demand and pricing in the Company's principle markets, changes in Government regulations, Tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factors.

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

**Sd/-  
Gautam Pai Kakode  
Managing Director  
DIN:02395512**

**Sd/-  
Motilal Sanvlo Keny  
Director  
DIN: 06813111**

**Dated: 11th August, 2023  
Place: Margao-Goa**

## INDEPENDENT AUDITORS' REPORT

### To the members of The Southern Gas Limited Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying standalone Ind AS financial statements of **The Southern Gas Limited** (“the Company”), which comprise the balance sheet as 31st March 2023, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. We have determined the matters described below to be key audit matters to be communicated in our report.

Key Audit Matter	How the matter was addressed in our Audit
<p><b>Revenue Recognition</b></p> <p>The Company's revenue is mainly derived from the sale of liquid gases stored in Cylinders, Cylinder Maintenance, and a minor amount from Penalty/ Demurrage for delayed return of cylinders. The Company recognizes revenue upon full execution of the terms of sale, which normally coincides with delivery. The terms set out in the Company's sales contracts relating to goods acceptance by customers are varied. Accordingly, the terms and conditions of sales contracts may affect the timing of recognition of sales to customers as each sales contract could have different terms relating to customer acceptance of the goods sold, and time frame for return of cylinders. We identified the recognition of revenue as a key audit matter because revenue is one of the key performance indicators of the Company and is, therefore, subject to an inherent risk of misstatement.</p>	<p>Our audit approach was a combination of test of internal controls and substantive procedures including:</p> <ul style="list-style-type: none"> <li>● Assessing the appropriateness of the Company's revenue recognition accounting policies in line with Ind AS 115 (“Revenue from Contracts with Customers”) and testing thereof.</li> <li>● Evaluating the integrity of the general information and technology control environment and testing the operating effectiveness of key IT application controls.</li> <li>● Evaluating the design and implementation of Company's controls in respect of revenue recognition.</li> <li>● Testing the effectiveness of such controls over revenue cut off at year-end.</li> <li>● Testing the supporting documentation for sales transactions recorded during the period closer to the year end and subsequent to the year end, including examination of credit notes issued after the year end to determine whether revenue was resingnised in the correct period.</li> <li>● Performing analytical procedures on current year revenue based on monthly trends and where appropriate, conducting further enquiries and testing.</li> </ul>

### Information other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's report, Business Responsibility Report, Corporate Governance and shareholder's information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in



evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including other Comprehensive Income, the Cash Flow Statement & the Statement of changes in Equity dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of section 164 (2) of the Act;

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B" to this report

g) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company has pending litigations which are disclosed in the Contingent Liabilities in Note No. 2.32 to the accounts. The impact of the same has been disclosed.

(ii) The Company does not have long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.

(iii) There has been no delay in transferring amounts, which were required to be transferred to the Investor Education and Protection Fund by the Company during the year.

(iv) a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement

(v) The dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend. No Interim dividend was declared and paid by the Company during the year. As stated in Statement of changes in equity to the standalone Ind AS financial statements, the Board of Directors of the Company have proposed dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend

**For M R HEGDE & ASSOCIATES**

**Chartered Accountants**

***Firm Regn. No.: 122538W***

(Manjunath M Hegde)

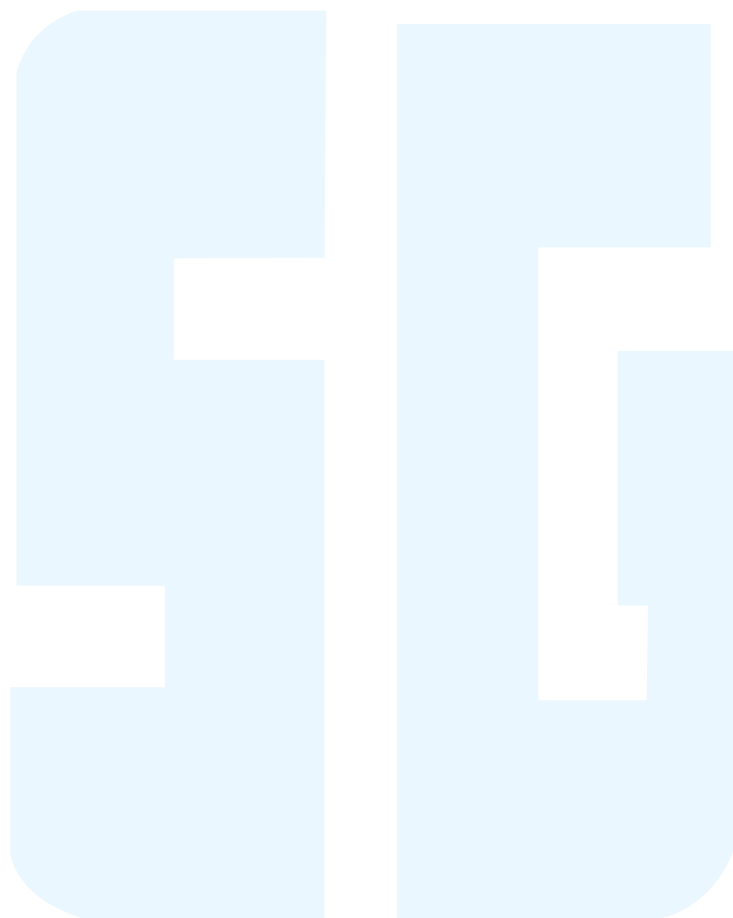
Partner

Mem. No. 138268

**UDIN: 23138268BGWXLK7690**

Place: Margao-Goa

Date: 26<sup>th</sup> May, 2023



## ANNEXURE "A"

REFERRED TO IN PARAGRAPH 1 OF OUR REPORT ON THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

- (i.) (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) As informed to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals, except for gas cylinders with customers. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (C) According to the information and explanations given by the management, Title deeds of immoveable properties are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on (or) are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- (ii.) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Inventories lying with third parties have substantially been confirmed by them as at year end. No discrepancies of 10% or more in aggregate for each class of inventory were noticed.
- (b) During the year, the Company has not been sanctioned working capital limits in excess of Rs. 5 Crores, in aggregate from banks and financial institutions on the basis of security of current assets and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.
- (iii.) (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
- (b) During the year the investments made by the Company are not prejudicial to the Company's interest. The Company has not provided guarantees or security and has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties and hence not commented upon.
- (C) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) to 3(iii)(f) of the Order is not applicable to the Company and hence not commented upon.
- (iv.) In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any transaction which is covered under the provisions of Section 185 and 186 of the Act, with respect to the loans, investments and security made.
- (v.) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules 2014 (as amended). Accordingly, this clause is inapplicable to the company.
- (vi.) The company is not covered under Maintenance of cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014.
- (vii.) (a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods and Service Tax, and other material statutory dues with the appropriate authorities, though there have been delays in few cases.
- (b) As explained to us, no undisputed amounts payable thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (C) According to the information and explanations given to us and as per verification of records of the company, all disputed amounts of taxes which have been deposited with the authorities as at 31.03.2023.
- (viii.) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of accounts.
- (ix.) (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted on repayment of loans or other borrowings or in the payment of interest to any lender during the year.

- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Willful Defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year. Hence this clause is inapplicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year. Hence this clause is inapplicable.
- (x.) (a) According to the information and explanations given by the management, the Company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) hence, reporting under clause 3(x)(a) is not applicable to the Company and hence not commented upon.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi.) (a) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our Audit.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) No whistle blower complaints were received by the Company during the year and hence there was no question of considering the same while determining the nature, timing and extent of audit procedures.
- (xii.) In our opinion, the Company is not a Nidhi Company. Accordingly, this clause is not applicable to the Company.
- (xiii.) In our opinion all transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable, and the requisite details have been disclosed in the financial statements, etc, as required by the applicable accounting standards.
- (xiv.) (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditor for the period under audit have been considered by us, to the extent available.
- (xv.) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non cash transactions with directors or persons connected with them.
- (xvi.) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (d) The Group does not have more than one CIC as part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii.) The Company has not incurred any cash losses in the current financial year or the immediately preceding financial year.
- (xviii.) There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.
- (xix.) On the basis of the financial ratios disclosed in note 2.44 (xiii) to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance

sheet date, will get discharged by the Company as and when they fall due.

(xx.) The provisions relating to Corporate Social Responsibility under Section 135 of the Act are not applicable to the Company. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

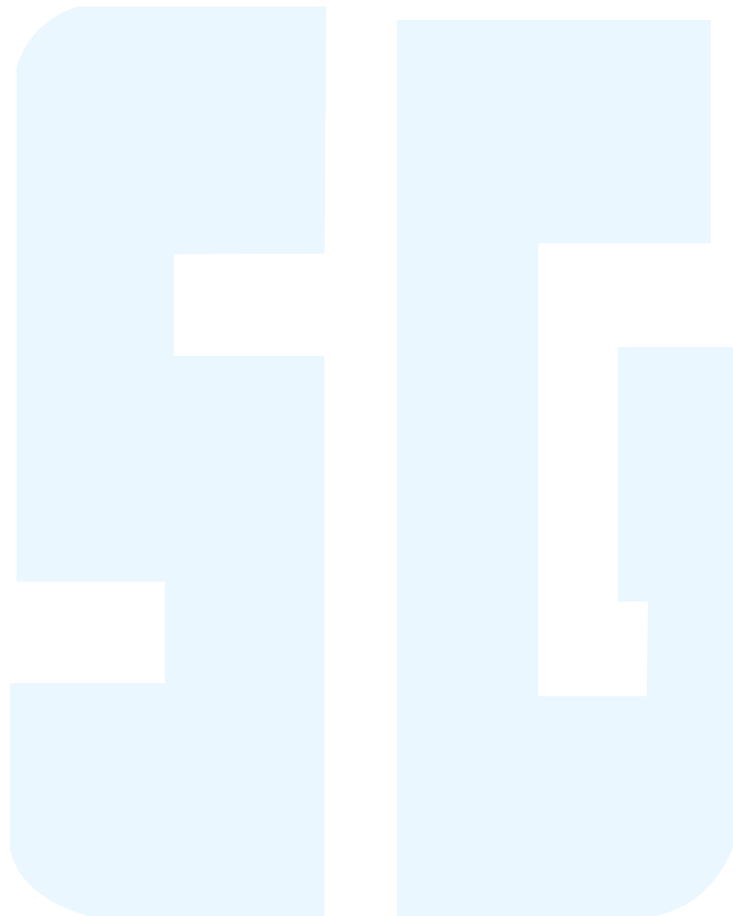
**For M R HEGDE & ASSOCIATES**  
**Chartered Accountants**  
***Firm Regn. No.: 122538W***

(Manjunath M Hegde)  
Partner

Mem. No. 138268

**UDIN: 23138268BGWXLK7690**

Place: Margao-Goa  
Date: 26<sup>th</sup> May, 2023



**THE SOUTHERN GAS LIMITED**  
**BALANCE SHEET AS AT 31st MARCH, 2023**

₹ in lakhs

Particulars	Note No.	As at 31st March, 2023	As at 31st March, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	2.01	1,090.52	1,022.75
(b) Capital work-in-progress	2.01	16.88	2.45
(c) Other Intangible Assets	2.01	2.25	3.31
(d) Financial assets			
(i) Investments	2.02	0.10	0.20
(ii) Others	2.03	926.80	704.59
(e) Other non-current assets	2.04	125.63	143.33
<b>Total non-current assets (A)</b>		<b>2,162.18</b>	<b>1,876.62</b>
<b>Current Assets</b>			
(a) Inventories	2.05	137.81	145.79
(b) Financial assets			
(i) Trade Receivables	2.06	446.48	464.00
(ii) Cash and cash equivalents	2.07	191.14	232.74
(iii) Bank Balances other than (ii) above	2.08	136.26	299.88
(iv) Other Current financial assets	2.09	5.11	0.60
(c) Current tax assets	2.10	14.85	12.19
(d) Other current assets	2.11	18.05	43.99
<b>Total current assets (B)</b>		<b>949.69</b>	<b>1,199.18</b>
<b>Total Assets (A+B)</b>		<b>3,111.87</b>	<b>3,075.79</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	2.12	22.50	22.50
(b) Other Equity	2.13	2,075.26	2,008.86
<b>Total Equity (A)</b>		<b>2,097.76</b>	<b>2,031.36</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	2.14	19.06	41.24
(b) Long Term Provisions	2.15	70.76	80.12
(c) Deferred tax liability (net)	2.16	36.95	47.55
<b>Total non current liabilities (B)</b>		<b>126.78</b>	<b>168.91</b>
<b>Current Liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	2.17	25.24	26.36
(ii) Trade payables	2.18		
- Total outstanding dues of Micro & Small Enterprises		-	-
- Total outstanding dues of Others		139.98	149.08
(iii) Other Current financial liabilities	2.19	637.56	611.36
(b) Other current liabilities	2.20	77.75	83.53
(c) Short Term Provisions	2.21	6.80	5.19
<b>Total current liabilities (C)</b>		<b>887.34</b>	<b>875.52</b>
<b>Total equity and Liabilities (A + B + C)</b>		<b>3,111.87</b>	<b>3,075.79</b>

Significant Accounting Policies &amp; Notes on accounts

1 &amp; 2

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

**For M R Hegde & Associates**

Chartered Accountants

FRN No. 122538W

**Gautam V. Pai Kakode**

Managing Director

DIN :02395512

**M.S. Keny**

Director

DIN :06813111

**CA. Manjunath M Hegde**

Partner

M. No. 138268

Place: Margao, Goa

Date: 26/05/2023

**Sugavanam Srinivasan**

Chief Financial Officer

**Nirzara Kesarwani**

Company Secretary

M. No. A61661

Place: Margao, Goa

Date: 26/05/2023

**THE SOUTHERN GAS LIMITED**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2023**

₹ in lakhs

Particulars	Note No.	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>I. INCOME</b>			
Revenue from operations	2.22	3,593.41	4,163.94
II. Other Income	2.23	72.85	56.70
<b>III. Total Income (I+II)</b>		<b>3,666.26</b>	<b>4,220.64</b>
<b>IV. EXPENSES</b>			
a. Cost of materials consumed	2.24	1,164.40	1,181.93
b. Purchase of traded goods	2.25	269.16	701.48
c. Changes in inventories of finished goods, work-in-progress and stock in trade	2.26	(6.29)	(9.47)
d. Employee benefits expense	2.27	765.75	753.37
e. Finance costs	2.28	4.34	1.18
f. Depreciation and amortisation expenses	2.01	166.80	152.63
g. Other expenses	2.29	1,186.36	1,047.07
<b>Total Expenses</b>		<b>3,550.52</b>	<b>3,828.19</b>
<b>V. Profit before tax (III-IV)</b>		115.74	392.45
<b>VI. Tax expense:</b>			
a. Income Tax - Current		43.83	116.27
b. Income Tax - Previous Years		1.48	1.24
c. Deferred tax charge / (credit)		(10.60)	6.19
<b>VII. Profit for the period (V-VI)</b>		<b>81.03</b>	<b>268.74</b>
<b>VIII. Other Comprehensive Income</b>			
Items that will not be reclassified subsequently to profit or loss:			
Remeasurement of the net defined benefit liability / Asset		(3.37)	3.34
Total Other Comprehensive Income		(3.37)	3.34
<b>Total Comprehensive Income for the period</b>		<b>77.65</b>	<b>272.09</b>
<b>Earnings per equity share:</b>			
Nominal value of share Rs. 100/- (Rs. 100/-)			
Basic and Diluted	2.30	345.12	1,209.28

Significant Accounting Policies &amp; Notes on accounts

1 &amp; 2

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

**For M R Hegde & Associates**

Chartered Accountants

FRN No. 122538W

**Gautam V. Pai Kakode**

Managing Director

DIN :02395512

**M.S. Keny**

Director

DIN :06813111

**CA. Manjunath M Hegde**

Partner

M. No. 138268

Place: Margao, Goa

Date: 26/05/2023

**Sugavanam Srinivasan**

Chief Financial Officer

**Nirzara Kesarwani**

Company Secretary

M. No. A61661

Date: 26/05/2023

**THE SOUTHERN GAS LIMITED**  
**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31ST, 2023**

₹ in lakhs

A) EQUITY SHARE CAPITAL	As at March 31, 2023		As at March 31, 2022	
	Nos	Rupees	Nos	Rupees
Equity Shares (Refer Note 2.13)				
At the beginning of the year	22,500	22.50	22,500	22.50
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the year	22,500	22.50	22,500	22.50
Changes in Equity Share Capital during the current year	-	-	-	-
<b>Outstanding as at the end of the year</b>	<b>22,500</b>	<b>22.50</b>	<b>22,500</b>	<b>22.50</b>

**B) OTHER EQUITY**

For the year ended March 31, 2023

Particulars	Reserves & Surplus		OCI (Remeasurement of Defined Benefit Plans)	Total
	General Reserve	Retained Earnings		
<b>Balance as on April 1, 2022</b>	<b>380.73</b>	<b>1,628.13</b>	-	<b>2,008.86</b>
Changes due to accounting policy/prior period errors	-	-	-	-
<b>Restated balance at the beginning of the year</b>	<b>380.73</b>	<b>1,628.13</b>	-	<b>2,008.86</b>
Profit/ (Loss) for the year	-	81.03	-	81.03
Other Comprehensive Income/ (Loss)	-	-	(3.37)	(3.37)
Transfer of Gains/ (losses) from OCI to Retained Earnings	-	(3.37)	3.37	-
<b>Total Comprehensive Income/ (Loss)</b>		<b>1,705.78</b>	-	<b>2,086.51</b>
Transfer from Retained Earnings	20.00	(20.00)	-	-
Dividend Paid	400.73	1,685.78	-	2,086.51
	-	(11.25)	-	(11.25)
<b>Balance as on March 31, 2023</b>	<b>400.73</b>	<b>1,674.53</b>	-	<b>2,075.26</b>

For the year ended March 31, 2022

Particulars	Reserves & Surplus		OCI (Remeasurement of Defined Benefit Plans)	Total
	General Reserve	Retained Earnings		
<b>Balance as on April 1, 2021</b>	<b>360.73</b>	<b>1,387.29</b>	-	<b>1,748.02</b>
Changes due to accounting policy/prior period errors	-	-	-	-
<b>Restated balance at the beginning of the year</b>	<b>360.73</b>	<b>1,387.29</b>	-	<b>1,748.02</b>
Profit/ (Loss) for the year	-	268.74	-	268.74
Other Comprehensive Income/ (Loss)	-	-	3.34	3.34
Transfer of Gains/ (losses) from OCI to Retained Earnings	-	3.34	(3.34)	-
<b>Total Comprehensive Income/ (Loss)</b>	<b>360.73</b>	<b>1,659.38</b>	-	<b>2,020.11</b>
Transfer from Retained Earnings	20.00	(20.00)	-	-
Dividend Paid	380.73	1,639.38	-	2,020.11
	-	(11.25)	-	(11.25)
<b>Balance as on March 31, 2022</b>	<b>380.73</b>	<b>1,628.13</b>	-	<b>2,008.86</b>

As per our report of even date attached

For and on behalf of the Board of Directors

**For M R Hegde & Associates**Chartered Accountants  
FRN No. 122538W**CA. Manjunath M Hegde**Partner  
M. No. 138268Place: Margao, Goa  
Date: 26/05/2023**Gautam V. Pai Kakode**Managing Director  
DIN :02395512**Sugavanam Srinivasan**

Chief Financial Officer

Place: Margao, Goa  
Date: 26/05/2023**M.S. Keny**Director  
DIN :06813111**Nirzara Kesarwani**Company Secretary  
M. No. A61661



**THE SOUTHERN GAS LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023**

₹ in lakhs

	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>A. Cash Flows from Operating Activities</b>		
Total Comprehensive Income before tax	112.37	395.79
<b>Adjustments for:</b>		
- Depreciation	166.80	152.63
- Interest Income	(57.89)	(46.12)
- Interest expense	4.34	1.18
- Provision for Doubtful Debts/ (W/back)	11.62	25.89
- Bad debts written off	0.01	12.88
- Profit/ (Loss) on Sale or write off of PPE	(11.99)	(7.33)
<b>Sub total</b>	<b>112.89</b>	<b>139.13</b>
<b>Operating Profit before Working Capital Changes</b>	<b>225.25</b>	<b>534.92</b>
<b>Adjustments for working capital changes:</b>		
(Increase)/ Decrease in Trade Receivables	5.89	(34.94)
(Increase)/ Decrease in Inventories	7.98	(54.92)
(Increase)/ Decrease in Other Current Financial Assets	(4.51)	0.14
(Increase)/ Decrease in Current Tax Assets	(2.67)	(9.92)
(Increase)/ Decrease in Other Current Assets	25.94	(31.19)
(Increase)/ Decrease in Other Non Current Assets	17.69	5.44
Increase/ (Decrease) in Trade Payables	(9.09)	20.48
Increase/ (Decrease) in Short-Term Provisions	1.61	(23.84)
Increase/ (Decrease) in Long-Term Provisions	(9.36)	7.67
Increase/ (Decrease) in Other current Liabilities	(5.78)	13.22
Increase/ (Decrease) in Other Current Financial Liabilities	26.20	72.06
	<b>53.89</b>	<b>(35.79)</b>
<b>Cash generated from Operations</b>	<b>279.15</b>	<b>499.13</b>
Direct taxes	(45.31)	(117.51)
<b>Cash flow before extraordinary Items</b>	<b>233.84</b>	<b>381.62</b>
Extraordinary items	-	-
<b>Net Cash from/(used) in Operating Activities</b>	<b>233.84</b>	<b>381.62</b>
<b>B Cash Flows from Investing Activities</b>		
Purchase of PPE / CWIP	(247.98)	(179.74)
Sale of PPE / CWIP	12.03	10.48
(Increase)/ Decrease in Other Non Current Financial Assets	(222.21)	(546.89)
(Increase)/ Decrease in Other Bank Balances	163.62	143.56
Interest Received	57.89	46.12
Rdemption of National Savings Certificate	0.10	-
<b>Net Cash from/(used) in Investing Activities</b>	<b>(236.56)</b>	<b>(526.47)</b>

**THE SOUTHERN GAS LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023**

₹ in lakhs

	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>C Cash Flows from Financing Activities</b>		
Proceeds/(Repayment) of Long Term Borrowings	(22.18)	41.24
Proceeds/(Repayment) of Short Term Borrowings	(1.12)	17.39
Interest paid	(4.34)	(1.18)
Dividends	(11.25)	(11.25)
<b>Net Cash from/(used) in Financing Activities Summary</b>	<b>(38.89)</b>	<b>46.19</b>
Net Cash from/(used) Operating Activities	233.84	381.62
Net Cash from/(used) in Investing Activities	(236.56)	(526.47)
Net Cash from/(used) in Financing Activities	(38.89)	46.19
Net Increase (Decrease) in Cash Equivalents	(41.61)	(98.66)
<b>Cash and Cash Equivalents at beginning of the year</b>	<b>232.74</b>	<b>331.41</b>
<b>Cash and Cash Equivalents at the end of the year(Refer note 2.07)</b>	<b>191.14</b>	<b>232.74</b>
	<b>(41.61)</b>	<b>(98.66)</b>

Note : The above cash flow statement has been prepared the "Indirect Method" set out in Ind AS7 - "Statement of Cash Flows" prescribed under Section 133 of the Companies Act, 2013.

**Significant Accounting Policies & Notes on accounts** **1&2**  
**The accompanying notes form an integral part of the financial statements**

As per our report of even date attached

For and on behalf of the Board of Directors

**For M R Hegde & Associates**Chartered Accountants  
FRN No. 122538W**Gautam V. Pai Kakode**  
Managing Director  
DIN :02395512**M.S. Keny**  
Director  
DIN :06813111**CA. Manjunath M Hegde**  
Partner  
M. No. 138268**Sugavanam Srinivasan**  
Chief Financial Officer**Nirzara Kesarwani**  
Company Secretary  
M. No. A61661Place: Margao, Goa  
Date: 26/05/2023Place: Margao, Goa  
Date: 26/05/2023

## THE SOUTHERN GAS LIMITED

**1. Significant accounting policies forming part of financials****Corporate Information**

The Southern Gas Ltd is a company registered under Companies Act, 1956. The shares of the company are listed with Bombay Stock Exchange (BSE). The Company is in the business of production and supply of Medical Oxygen, Industrial Oxygen, Argon, Hydrogen, Nitrogen etc.

**i) Basis of Accounting & Statement of Compliance**

These Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. The provisions of the Companies Act, 2013, to the extent notified, and guidelines issued by the Securities and Exchange Board of India (SEBI) are complied with. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where specifically mentioned / disclosed to the contrary. Previous year figures have been restated wherever necessary to conform with the current year figures.

**ii) Use of Estimates**

The preparation and presentation of the financial statements is in conformity with Indian Accounting Standards, which requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of financial statements and the reported amounts of revenue and expenses during the reporting period. Although such estimates are made on a reasonable and prudent basis taking into account all available information, actual amounts could differ from these estimates and such differences are recognised in the period in which the amounts are ascertained. If material, their effects are disclosed in the notes to the financial statements.

**iii) Revenue Recognition**

Revenue is recognised as per Ind AS - 115 "Revenue from Contracts with Customers". Revenue represents the transaction price to which the Company is entitled excluding discounts, incentives and Goods and Services Tax (GST). Triggers for revenue recognition are as below:

- |  |   |  |
|--|---|--|
| a) Sale of goods                             | : | Revenue is recognised as per Ind AS - 115 'Revenue from Contracts with Customers' - Income is considered to accrue upon full execution of the terms of sale, which normally coincides with delivery. |
| b) Interest / Claims                         | : | Income is recognised on accrual basis wherever realisability is not in doubt.  |
| c) Cylinder handling and maintenance charges | : | Income is recognised on an accrual basis except when there are significant uncertainties.  |
| d) Penalty for delayed return of cylinders   | : | Income is considered to accrue on a time basis in accordance with the terms of sale.   |

**iv) Property, Plant & Equipment**

Property, Plant & Equipment are stated at cost less accumulated depreciation, impairment in value if any. Cost includes purchase price (inclusive of import duties and non-refundable purchase taxes), other costs directly attributable for bringing the assets to the location and condition necessarily for it to be capable of operating in the manner intended by management.

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life at the end of its life. The useful lives and residual values of the Company's assets are determined by the Management at the time the asset is acquired and reviewed periodically. The lives are based on historical experience with similar assets and/or by valuation by experts. When parts of an item of Property, Plant & Equipment have different useful lives, they are accounted for as separate items (major components).

**v) Capital Work-in-progress:**

All capital expenditure excluding advances paid for the construction of fixed assets are shown as capital work-in-progress until completion of the project or until the asset is ready to be put to use. These costs are capitalised to the relevant items of the property, plant & Equipment on completion or putting to use.

**vi) Impairment of Assets**

The carrying amount of assets is reviewed at each Balance Sheet date for indicators of impairment based on internal/external factors. An asset is identified as impaired when the carrying value of the asset exceeds its recoverable value and based on such assessment, impairment loss is recognized and charged to profit and loss statement in the period in which the asset is identified as impaired. The impairment loss recognised in the prior accounting periods is reversed in the year in which there has been a change in the estimate of recoverable amount.

**vii) Depreciation/Amortization**

Depreciation / Amortization on Property, Plant & Equipment is provided on straight-line method based on the useful

lives as specified in the Schedule II of the Companies Act, 2013 except for cylinders for which useful life has been adopted on the basis of technical evaluation by an external valuers and review by management at the year end.

The Management estimates useful lives of the cylinders as seven years based on the internal assessment and independent technical evaluation carried out by an agency. Hence the useful lives of this asset is different from the useful lives as prescribed under Schedule-II of the Companies Act,2013. Lease premium paid in respect of leasehold land is amortized over the period of the lease.

#### viii) **Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

#### ix) **Foreign Currency Transaction**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities other than forward contracts, outstanding at the Balance Sheet date are translated at the applicable exchange rates prevailing at the said date. The exchange gain/loss arising during the year are adjusted to the Statement of Profit and Loss.

#### x) **Inventories**

Inventories are valued at lower of cost or net realizable value on first in first out basis. For this purpose, cost of bought out inventories comprises of the purchase cost of the items net of applicable taxes/ duty credits and the cost of bringing such items in the factory. The cost of manufactured inventories comprises of the direct cost of production plus appropriate overheads. The net realizable value of bought out inventories is their current replacement value.

#### xi) **Investments**

Long-term investments are valued at cost. In the case of long-term investments, provision/write down is made for permanent diminution in value. Current investments are valued at lower cost or fair value.

#### xii) **Employee Benefits:**

##### a) **Short Term Employee Benefits**

The amounts paid/ payable within twelve months of rendering services, comprising largely of salaries and wages, short term compensated absences and annual bonus is valued on an undiscounted basis and recognised in the period in which the employee renders related service.

##### a) b) **Defined Contribution Plans**

The Company has a defined contribution plan for employees comprising of Provident Fund and Employee State Insurance. The contributions paid/ payable to these plans during the year are charged to profit and loss statement at actual cost to the company. The Company has no other obligation in this regard.

##### c) **Defined Benefit Plans Gratuity :**

Payment of Gratuity to employees is covered by the Gratuity Trust Scheme based on the Group Gratuity cum Assurance Scheme of the LIC of India, which is a defined benefit scheme and the company make contributions under the said scheme. The net present value of the obligation for gratuity benefits as determined on independent actuarial valuation, conducted annually using the projected unit credit method, as adjusted for unrecognized past services cost if any and as reduced by the fair value of plan assets, is recognised in the accounts. Remeasurement comprising actuarial gains and losses, the effect of the asset ceiling and the return on assets (excluding interest) relating to retirement benefit plans, are recognized directly in other comprehensive income in the period in which they arise. Remeasurement recorded in other comprehensive income is not reclassified to income statement.

##### d) **Long term Employee benefits Compensated Absences**

The company has a scheme for compensated for absences for employees, the liability of which is determined on the basis of an independent actuarial valuation carried out at the end of the year, using the projected unit credit method. Remeasurement comprising actuarial gains and losses, the effect of the asset ceiling and the return on assets (excluding interest) relating to retirement benefit plans, are recognized directly in other comprehensive income in the period in which they arise. Remeasurement recorded in other comprehensive income is not reclassified to income statement.

##### e) **Termination Benefits:**

Termination benefits are recognised in the profit and loss statement for the period in which the same accrue.

#### xiii) **Income taxes**

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax

bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

**xiv) Earnings per share**

Basic & Diluted Earnings per share is calculated by dividing the net profit or loss after tax for the year attributable to equity shareholders (after deducting attributable taxes and preference dividend, if any) of the company by weighted average number of equity shares outstanding at the end of financial year.

**xv) Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the company has a present obligation as a result of past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the management estimates.

Contingent liabilities are disclosed when the company has a possible obligation, and it is probable that a cash flow will not be required to settle the obligation.

Contingent assets are neither recognised nor disclosed in the accounts.

**xvi) Cash flow statement**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated

**xvii) Segmental Reporting**

The Company is engaged in the business of manufacturing and trading of gases in the domestic market only and hence has only a single reportable segment, in terms of Ind AS - 108.

**xviii) Leases**

IND AS - 116 "Leases" was notified effective 01.04.2019. The Company's leases are "short-term" in nature as contemplated by the Accounting Standard and hence payments are recognised on a straight line basis. Leasehold Land of the Company has already been capitalised upon payment, no recurring amounts are due. Hence Adoption of the said standard has no impact on the financials of the Company.

**THE SOUTHERN GAS LIMITED**  
Notes forming part of Financials

**2.01 Property, Plant & Equipment, Capital Work in Progress & Other Intangible Assets**

Description	Freehold Land and Improvements	Leasehold Lands	Buildings	Plant & Machinery (Including Cylinders)	Vacuum Insulated Transport Tanker	Electrical Fittings	Furniture & Fittings	Motor Cars & Vehicles	Office Equipments	Customised Software & Website	Total
<b>A) Tangible Assets (Property, Plant and Equipment)</b>											
<b>Cost</b>											
As at 1st April, 2021	108.75	11.95	349.92	2,800.61	153.60	17.53	96.11	324.65	106.33	5.56	3,975.01
Additions (including transfers from C-W-I-P)	-	-	4.44	153.72	97.14	0.21	0.07	8.03	10.83	-	274.45
Deductions	-	-	-	68.41	9.14	-	-	-	-	-	77.55
As at 31st March, 2022	108.75	11.95	354.36	2,885.92	241.61	17.74	96.18	332.68	117.17	5.56	4,171.91
Additions (including transfers from C-W-I-P)	-	-	18.04	59.69	21.88	0.33	3.45	113.15	17.00	-	233.55
Deductions	-	-	-	10.37	-	-	-	-	-	-	10.37
As at 31st March, 2023	108.75	11.95	372.40	2,935.23	263.49	18.07	99.63	445.83	134.17	5.56	4,395.08
<b>Depreciation</b>											
As at 1st April, 2021	-	2.61	128.60	2,417.30	110.73	15.36	69.91	225.89	96.02	1.19	3,067.62
Charge for the year	-	0.14	9.81	94.77	9.68	0.39	3.35	25.29	8.14	1.06	152.63
Sales/Adj.	-	-	-	65.26	9.14	-	-	-	-	-	74.39
As at 31st March, 2022	-	2.75	138.42	2,446.81	111.28	15.75	73.25	251.18	104.16	2.25	3,145.85
Charge for the year	-	0.14	10.55	91.79	19.95	0.42	3.48	29.88	9.54	1.06	166.80
Sales/Adj.	-	-	-	10.34	-	-	-	-	-	-	10.34
As at 31st March, 2023	-	2.90	148.97	2,528.27	131.23	16.17	76.73	281.05	113.70	3.30	3,302.31
<b>Net Block</b>											
As at 31st March, 2023	108.75	9.05	223.43	406.97	132.27	1.90	22.90	164.78	20.47	2.25	1,092.77
As at 31st March, 2022	108.75	9.20	215.94	439.10	130.33	1.99	22.93	81.50	13.01	3.31	1,026.06
<b>B) Capital Work in Progress</b>											
Cost as at 1st April, 2022											2.45
Additions											41.19
Deductions / Transfers											26.76
Cost as at 31st March, 2023											16.88

Please refer Note 2.41 for Capital Work in Progress ageing schedule

The Company has not revalued its Property, Plant & Equipment or Intangible Assets during the current year or previous year

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

₹ in lakhs

	As at 31st March, 2023	As at 31st March, 2022
<b>2.02 Financial Assets (Investments)</b>		
<b>Non-Trade (Unquoted):-</b>		
National Savings Certificate	0.10	0.20
	<b>0.10</b>	<b>0.20</b>
<b>2.03 Financial Assets (Others)</b> (Unsecured, Considered Good)		
Bank Deposits (having maturity of more than 12 months)	926.80	704.59
	<b>926.80</b>	<b>704.59</b>
<b>2.04 Other Non Current Assets</b>		
Security Deposits #	119.56	137.45
Prepaid expenses	6.07	5.87
	<b>125.63</b>	<b>143.30</b>
# Includes Rs.22.53 Lakhs (PY Rs.36.12 Lakhs) due from Directors & Entities in which Directors are interested.		
<b>2.05 Inventories</b>		
a) Raw materials	46.16	52.33
b) Finished/Purchased goods	36.71	30.42
c) Stores & Spares	53.75	61.97
d) Sundry Materials	1.19	1.06
	<b>137.81</b>	<b>145.79</b>
<b>2.06.1 Method of valuation of inventories - Refer Note 1(x) in Significant Accounting policies</b>		
<b>2.06 Trade Receivables (Current)</b>		
Secured, considered good	-	-
Unsecured, considered good	446.48	462.48
Which have significant increase in credit risk	-	1.52
Credit Impaired	103.63	77.01
Less: Allowance for Credit Impairment	(103.63)	(77.01)
	<b>446.48</b>	<b>464.00</b>
Further classified as:		
Receivable from Related Parties	-	-
Receivable from Others	446.48	464.00
<b>2.06.1 Trade Receivables are non interest bearing and are generally on terms of 0 - 30 days.</b>		
<b>2.06.2 Refer Note 2.42 for detailed ageing analysis of trade receivables.</b>		
<b>2.07 Cash and Cash Equivalent</b>		
i) Balances with Banks		
In Current Accounts	135.22	232.31
In Deposit Accounts (having maturity of less than 3 months)	55.00	0.06
ii) Cash On Hand	0.91	0.38
	<b>191.14</b>	<b>232.74</b>

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

₹ in lakhs

	As at 31st March, 2023	As at 31st March, 2022
<b>2.08 Other Balances with Bank</b>		
Balances with Bank		
(i) In Fixed Deposit Account (with maturity between 3 - 12 months)	134.12	298.29
(ii) In Earmarked Unpaid Dividend A/c	2.14	1.58
	<b>136.26</b>	<b>299.88</b>
<b>2.09 Other Current Financial Assets</b>		
Interest receivable	-	0.47
Rent receivable	0.13	0.12
EMD & Retention Money on Tenders	4.97	-
	<b>5.11</b>	<b>0.60</b>
<b>2.10 Current Tax Assets</b>		
Income tax refund receivable	13.84	11.17
Income tax paid under appeal	1.01	1.01
	<b>14.85</b>	<b>12.19</b>
<b>2.11 Other Current Assets</b>		
Advances recoverable in cash or in kind or for value to be received	4.14	34.43
Prepaid Expenses	13.91	9.56
	<b>18.05</b>	<b>43.99</b>

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## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

₹ in lakhs

## 2.12 Share Capital

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Authorised Capital:</b>		
30,000 (PY: 30,000) Equity shares of Rs.100/- each	30.00	30.00
20,000 (PY: 20,000) Unclassified shares of Rs.100/- each	20.00	20.00
<b>Total</b>	<b>50.00</b>	<b>50.00</b>
<b>Issued, Subscribed and fully paid:</b>		
22,500 (PY: 22,500) Equity shares of Rs.100/- each	22.50	22.50

## Reconciliation of shares at the beginning and at the end of the financial year:

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	22,500	22.50	22,500	22.50
Issued during the year	-	-	-	-
At the end of the year	22,500	22.50	22,500	22.50
Change in the number of Equity Shares Outstanding	-	-	-	-

## Particulars of Shareholders holding more than 5% in the Company:

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	%	No. of shares	%	No. of shares
1 Smt.Yogita Gautam Pai Kakode	25.14%	5,656	25.14%	5,656
2 Shri Gautam Pai Kakode	25.18%	5,665	25.18%	5,665
3 Life Insurance Coron. of India	6.67%	1,500	6.67%	1,500
4 M/s.Food & Beverages (India) Pvt.Ltd.	14.67%	3,300	14.67%	3,300

## Terms/ Rights attached to Equity shares

- 2.12.1** The Company has only one class of shares referred to as equity shares with a face value of Rs. 100/- each. Each holder of equity share is entitled to one vote per share
- 2.12.2** The dividend proposed/ declared by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.
- 2.12.3** In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

₹ in lakhs

## 2.12.4 Shares held by promoters at the end of the year

	No. of Shares as on March 31,2023	% of Total Shares on March 31, 2023	No. of Shares as on March 31,2022	% of Total Shares on March 31, 2022	% Change During the Year
<b>Equity Shares</b>					
Smt.Yogita Gautam Pai Kakode	5,656	25.14%	5,656	25.14%	0.00%
Shri Gautam Pai Kakode	5,665	25.18%	5,665	25.18%	0.00%
Foods And Beverages (India) Pvt Ltd	3,300	14.67%	3,300	14.67%	0.00%
Banglore Oxygen Co.Pvt.Ltd	400	1.78%	400	1.78%	0.00%

## 2.12.5 During any of the last five years ending 31 Mar 2023-

- No shares were allotted as fully paid up pursuant to contract(s) without payment being received in cash
- No bonus shares were allotted.
- No shares were bought back.

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## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

₹ in lakhs

	As at 31st March, 2023	As at 31st March, 2022
<b>2.13 Other Equity</b>		
<b>General Reserves</b>		
Balance at the beginning of the year	380.73	360.73
Add :- Amount Transferred from Retained Earnings	20.00	20.00
<b>Balance at the end of the year</b>	<b>400.73</b>	<b>380.73</b>
<b>Retained Earnings</b>		
Balance at the beginning of the year	1,628.13	1,387.29
Add:-Profit for the year	81.03	268.74
Other Comprehensive Income/ (expense) arising from re-measurement of Defined Benefit Obligation	(3.37)	3.34
<b>Amount available for appropriation</b>	<b>1,705.78</b>	<b>1,659.38</b>
<b>Less:- Appropriation</b>		
-Dividend on Equity Shares	11.25	11.25
-Transfer to General Reserve	20.00	20.00
<b>Balance at the end of the year</b>	<b>1,674.53</b>	<b>1,628.13</b>
<b>Total Other Equity</b>	<b>2,075.26</b>	<b>2,008.86</b>

**2.13.1** The Board of Directors have proposed an equity dividend of Rs. 50/- (PY Rs.50/-) per share for the financial year ending 31.03.2023 at their meeting held on 26th May 2023, which is subject to approval by the share holders in the ensuing Annual General Meeting. In accordance with IND-AS, dividends to Shareholders are recognised as a liability in the period in which the obligation to pay is established. Total Proposed Dividend Rs.11.25 Lacs/-

**2.14 Financial Liabilities (Long-term borrowings)****Secured**

Term Loans from Banks	19.06	41.24
	<b>19.06</b>	<b>41.24</b>

**2.14.1 Terms and other Details pertaining to Long Term Borrowings**

Int %	Other Terms	Maturity	As at 31st March, 2023	As at 31st March, 2022
9.00%	Against Hypothecation of Vehicle Financed ; Equated Monthly Instalment Rs. 108,894/-	December, 2024	9.48	18.45
9.00%	Against Hypothecation of Vehicle Financed ; Equated Monthly Instalment Rs. 123,350/-	November, 2024	9.58	22.79

**2.14.2** Amounts pertaining to Long Term Borrowings, due for repayment over the next 12 months have been shown under "Current Maturities of Long Term Debt"

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

	₹ in lakhs	
	As at 31st March, 2023	As at 31st March, 2022
<b>2.15 Long Term Provisions</b>		
Provision for employee benefits [Refer Note 2.35]		
- Compensated Absences	22.27	25.96
- Gratuity	48.49	54.15
Total	<u>70.76</u>	<u>80.12</u>
<b>2.16 Deferred Tax Liabilities-(Net)</b>		
<b>A. Deferred Tax Liability</b>		
-On excess of net book value over Income tax written down value of Property, Plant & Equipment	63.04	68.91
<b>B. Deferred Tax Assets</b>		
- On Provisions	(26.08)	(19.38)
- On other disallowances	-	(1.97)
<b>Deferred Tax Liabilities (Net) (A-B)</b>	<u>36.95</u>	<u>47.55</u>
<b>2.16.1 Reconciliation of Deferred Tax Liabilities (Net)</b>		
Opening Balance	47.55	41.36
Tax (income)/expense during the year recognised in profit or loss for current year	(10.60)	6.19
Closing Balance	<u>36.95</u>	<u>47.55</u>
The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.		
<b>2.17 Financial Liabilities (Short-term borrowings)</b>		
Current maturities of long term borrowings	25.24	26.36
	<u>25.24</u>	<u>26.36</u>
<b>2.18 Financial Liabilities (Trade Payables)</b>		
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	139.98	149.08
	<u>139.98</u>	<u>149.08</u>

**2.18.1** Refer Note 2.43 for detailed aging analysis of trade payables.

**2.18.2** Trade Payables are non-interest bearing and are normally settled on 30-60 day terms. For explanations on the Company's credit risk management processes, Refer Note No. 2.38

**2.18.3** The Company has taken steps to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development (MSMED) Act 2006. The details of suppliers falling under the said Act are furnished to the extent the information is available. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material.

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

₹ in lakhs

	As at 31st March, 2023	As at 31st March, 2022
<b>2.18.4 Detailed Disclosure under MSMED Act</b>		
(i) Principal amount remaining unpaid to any supplier at the end of accounting period (including retention money against performance).	-	-
(ii) Interest due on above.	-	-
Total of (i) & (ii)	-	-
(iii) Amount of interest paid by the Company to the suppliers in terms of section 16 of the Act.	-	-
(iv) Amount paid to the suppliers beyond the respective due date.	-	-
(v) Amount of interest due and payable for the period of delay in payments (which have been paid but beyond the due date during the year) but without adding the interest specified under the Act.	-	-
(vi) Amount of interest accrued and remaining unpaid at the end of accounting period.	-	-
(vii) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of this Act.	-	-
<b>2.19 Other Current Financial Liabilities</b>		
Deposits against Gas Cylinders	634.65	609.01
Unclaimed Dividend *	2.14	1.58
Deposits	0.77	0.77
	<b>637.56</b>	<b>611.36</b>
* No amount is due for payment to Investor Education and Protection Fund.		
<b>2.20 Other Current Liabilities</b>		
-Statutory Dues	23.67	25.14
-Payable to Employees (Bonus/ Ex-Gratia)	45.85	44.48
-Advance from Customers	8.08	9.92
-Interest accrued but not due on secured loans	-	0.24
-Others	0.16	3.75
	<b>77.75</b>	<b>83.53</b>
<b>2.21 Short-term Provisions</b>		
a) Provision for employee benefits [Refer Note 2.36]		
- Gratuity	3.80	-
- Compensated absences	3.01	5.19
b) Provision for Income Tax	-	-
	<b>6.80</b>	<b>5.19</b>

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Profit and Loss Account for the year ended 31st March, 2023

₹ in lakhs

	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>2.22 Revenue From Operations (Net of GST)</b>		
<b>Sale of Products</b>		
Sales (Manufactured Goods)	2,631.04	3,118.50
Sales (Traded Goods)	76.17	289.41
<b>Other operating Revenue</b>		
Cylinder handling and maintenance charges	621.06	577.24
Freight charges recovery	219.39	147.84
Demurrage for delayed return of cylinders	45.76	30.95
<b>Total</b>	<b>3,593.41</b>	<b>4,163.94</b>
<b>2.22.1 Details of Sale of Products (Disaggregation of Revenue) (Net of GST)</b>		
<b>Manufactured goods</b>		
Oxygen	611.75	565.25
Dissolved Acetylene	228.36	149.29
Liquid Nitrogen	47.24	35.12
Nitrogen	142.75	125.34
Liquid Oxygen	96.64	304.47
Medical Oxygen	798.21	1,298.27
Compressed Air	1.48	1.52
Carbon Dioxide	58.75	43.64
Argon	178.99	142.45
Nitrous Oxide	425.26	397.81
Hydrogen	5.49	3.12
ACM	22.90	22.60
AHM	0.43	0.45
ANM	0.01	-
Helium	11.50	8.21
Lime Sludge	-	0.19
Other Items	1.28	20.79
	2,631.04	3,118.50
<b>Traded Goods</b>		
Calcium Carbide	47.25	283.22
Cylinders	14.07	6.19
Lime Sludge	0.50	-
Other Items	14.35	-
	76.17	289.41
<b>Total</b>	<b>2,707.21</b>	<b>3,407.91</b>
<b>2.23 Other Income</b>		
Interest	57.89	46.12
Gain on Foreign Exchange Fluctuation (net)	0.13	-
Profit/ (Loss) on sale of Property, Plant & Equipment (net)	11.99	7.33
Rental Income from Residential Flat	1.50	1.35
Credit Balances written back	1.12	0.61
Miscellaneous Income	0.21	1.29
<b>Total</b>	<b>72.85</b>	<b>56.70</b>

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Profit and Loss Account for the year ended 31st March, 2023

	₹ in lakhs	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>2.24 Cost of Materials consumed</b>		
Opening Stock	53.39	22.30
Purchases	1,158.36	1,213.03
	<b>1,211.75</b>	<b>1,235.33</b>
Less: Closing Stock	47.34	53.39
<b>Cost of Materials consumed</b>	<b>1,164.40</b>	<b>1,181.93</b>
Imported Materials consumed included in the above figure	76.36	23.16
<b>2.24.1 Details of major raw material and components consumed</b>		
Liquid Oxygen	451.24	756.25
Calcium Carbide	76.36	23.16
Ammonium Nitrate	573.49	328.51
Argon	53.52	72.52
Others	9.79	1.50
	<b>1,164.40</b>	<b>1,181.93</b>
<b>2.25 Purchase of Traded goods</b>		
Oxygen	2.18	3.49
Liquid oxygen	-	220.44
Dissolved Acetylene	61.19	105.75
Helium	7.36	6.37
Nitrogen & Dry Nitrogen	15.89	23.43
Liquid Nitrogen	1.90	0.37
Mixture Gas	0.41	0.91
Medical Oxygen	41.48	3.39
Argon	41.91	35.31
Carbon Di-Oxide	21.34	16.51
Hydrogen	3.27	2.27
ACM/AHM	11.98	3.85
Compressed Air/cylinder	0.20	0.03
Calcium Carbide	45.94	273.38
Cylinders	13.96	5.62
Others	0.14	0.37
	<b>269.16</b>	<b>701.48</b>
<b>2.26(Increase)/Decrease in Inventories of finished goods, work in progress and stock in trade</b>		
Opening Stock	30.42	20.95
Closing Stock of finished goods	36.71	30.42
<b>(Increase)/Decrease</b>	<b>(6.29)</b>	<b>(9.47)</b>
<b>2.26.1 Detail of Opening Stock of finished goods</b>		
Oxygen	4.96	3.96
Dissolved Acetylene	5.99	3.20
Nitrogen	2.34	1.64
Argon	2.58	1.82
Nitrous Oxide	9.49	7.02
Others	5.06	3.32
<b>Total</b>	<b>30.42</b>	<b>20.95</b>

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Profit and Loss Account for the year ended 31st March, 2023

	₹ in lakhs	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>2.26.2 Detail of Closing Stock of finished goods</b>		
Oxygen	4.81	4.96
Dissolved Acetylene	4.01	5.99
Nitrogen	2.52	2.34
Argon	2.28	2.58
Nitrous Oxide	15.51	9.49
Others	7.59	5.06
<b>Total</b>	<b>36.71</b>	<b>30.42</b>
<b>2.27 Employee Benefits Expense</b>		
Salaries & Wages	682.30	671.43
Contributions to Provident and other funds	46.76	44.39
Workmen and Staff Welfare Expenses	36.70	37.54
	<b>765.75</b>	<b>753.37</b>
<b>2.28 Finance Cost</b>		
Interest expense	4.34	1.18
	<b>4.34</b>	<b>1.18</b>
<b>2.29 Other Expenses</b>		
Power, Fuel & Water	380.53	437.83
Consumption of Stores, Spares & Consumables	43.93	41.12
Rent	34.90	34.35
Repairs and Maintenance		
a) Buildings	25.50	3.36
b) Plant & Machinery	27.67	34.42
c) Vehicles (including vehicle running expenses)	216.29	242.99
d) Others	21.30	22.24
Insurance	11.53	7.77
Rates & Taxes	20.22	18.04
Traveling Expenses	28.47	13.14
Donations	5.08	4.61
Printing, Stationery, Postage & Telephone	20.06	17.31
Auditors Remuneration- (see note below)	5.64	4.72
Advertisement & Business Promotion	23.12	10.99
Legal & Other Professional charges	27.53	24.63
Security Charges	49.54	35.35
Bank charges	0.69	2.29
Directors' sitting fees	0.78	0.75
Freight & Carriage	191.06	30.25
Bad debts written off	0.01	12.88
Provision for Doubtful Debts	11.62	25.89
Prior Period Expenses (Net)	23.98	0.29
Miscellaneous expenses	16.90	21.84
	<b>1,186.36</b>	<b>1,047.07</b>
<b>Note 2.29.1</b>		
<b>Auditor's Remuneration:-</b>		
a. Statutory Audit fees (including Limited Review fees)	4.89	3.84
b. Tax matters - (including tax audit)	0.75	0.89
	<b>5.64</b>	<b>4.72</b>



## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of financial statements as at 31st March 2023

	₹ in lakhs	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>2.30 Earnings per share</b>		
Total Comprehensive Income for the period	77.65	272.09
Weighted average number of Equity shares of Rs.100 each	22,500	22,500
<b>Earnings per Share (Basic &amp; Diluted)</b>	<b>345.12</b>	<b>1,209.28</b>

**2.31** In the opinion of the Directors

- a) Current Assets, Loans and Advances have at least the values at which they are stated in the Balance Sheet, when realized in the ordinary course of business.
- b) All known liabilities other than contingent liabilities are provided for.
- c) The company has an internal control system which is adequate considering the size and operation of the company. The operations and activities of the company is supervised by the directors and senior management on a day-to-day basis. The executives of the company are involved in the approval and processing of payments and also in the year-end financial reporting process.

In view of the above, we have implemented an information systems consisting of off-the-shelf packaged software which are extensively used with very high level of acceptance in the industry without much customization and modification. The identification of risks and controls is not a separate evaluation but an integral part of the processes and procedures followed by the company which includes internal audit being carried out by an external professional firm on a periodical basis.

The operation of the above controls are constantly monitored by the senior management including directors and these were found to be effectively operating during the year and at the year end.

**2.32** Contingent liabilities not provided for:

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
(1) Claims against the Company not acknowledged as debts:		
a. Income Tax	-	1.01
b. Goods and Service Tax (See Note 2.32.2.(i))	10.10	10.10
(2) Guarantees issued by the bank on behalf of the Company	68.33	67.47

2.32.2(i) The Assistant Commissioner, Central Tax - Aluva division has issued a show cause notice for non payment of interest as per section 50 of the CGST Act, 2017 on delayed payment of GST for FY 2017-18. The Company has responded with letters explaining that the delay in payment was attributable to a technical lag on the GST portal which took several months to get resolved. In view of the technical lag, login to the portal was blocked and payments could not be made. The Company has made a plea that the interest be written off. The management reckons that since the delay was attributable to the Department, no provision is considered necessary.

**2.33** Estimated amount of contracts remaining to be executed on capital account- Rs. 2.50 Lacs (PY Rs. Nil)**2.34** The aggregate managerial remuneration under section 197 of the Companies Act, 2013, to the directors (including managing director) is as follows:**Managing Director:**

Salary & Allowances	60.00	60.00
Contribution to PF	0.22	0.22
<b>Total Remuneration</b>	<b>60.22</b>	<b>60.22</b>

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

₹ in lakhs

## Note 2.35

## Disclosures required under IND AS 19

## A) Defined Contribution Plans

During the year, following amounts have been recognised in the profit and loss statement on account of defined contribution plans:

Particulars	As at 31st March, 2023	As at 31st March, 2022
Employer's contribution to Provident Fund	27.51	27.87
Employer's contribution to Employee's State Insurance	3.65	4.50

B) Defined Benefit Plans - Gratuity (Funded) & Long term Employee Benefits - Compensated absences  
Unfunded obligation

i	Actuarial Assumptions	Gratuity		Compensated Absences	
		As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
	Discount Rate (per annum)	7.47%	7.20%	7.47%	7.10%
	Salary escalation rate*	5.00%	5.00%	5.00%	5.00%
	Expected return on planned assets	7.51%	6.70%	-	-
	Mortality rate	Indian Assured Lives Mortality [2012-14] Ultimate		Indian Assured Lives Mortality [2012-14] Ultimate	
	Attrition rate	5.00%	5.00%	Modified q(x) values under above Mortality Table	

\* The assumption of future salary increases takes into account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

ii	Reconciliation of present value of obligations	Gratuity		Compensated Absences	
		As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
	-Present value of obligation at beginning of the year	128.84	126.69	31.16	31.10
	-Current Service Cost	11.12	8.72	6.39	13.95
	-Interest Cost	9.49	9.12	0.39	2.60
	-Actuarial (gain)/ loss	3.37	(3.94)	(1.26)	(2.95)
	-Benefits Paid	(19.25)	(11.75)	(11.40)	(13.54)
	<b>Present value of obligation at the end of the year</b>	<b>133.57</b>	<b>128.84</b>	<b>25.28</b>	<b>31.16</b>

iii	Reconciliation of fair value of plan assets- Gratuity	As at 31st March, 2023	As at 31st March, 2022
		Fair value of plan assets at the beginning of the year	74.69
	-Expected return on plan assets	6.12	5.92
	-Administration Expenses	-	-
	-Actual Return on Plan Assets over expected Interest	(0.47)	(0.59)
	-Contributions to the fund	20.20	0.80
	Benefits paid from the fund	(19.25)	(11.75)
	<b>Fair value of plan assets at the end of the year</b>	<b>81.29</b>	<b>74.69</b>

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

₹ in lakhs

iv	Description of Plan Assets	As at 31st March, 2023	As at 31st March, 2022
	Insurer managed funds	81.29	74.69

v	Net (Asset)/ Liability recognized in the Balance Sheet as at year end	As at 31st March, 2023	As at 31st March, 2022
	Present value of obligations at the end of the year	133.57	128.84
	Fair value of plan assets at end of the year	81.29	74.69
	Funded Status	(52.28)	(54.15)
	<b>Net present value of funded obligation recognized as (asset)/ liability in the Balance Sheet</b>	<b>52.28</b>	<b>54.15</b>

vi	Expenses recognised in the Statement of Profit & Loss (including OCI)	Gratuity		Compensated Absences	
		As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
	Current Service Cost	11.12	8.72	6.39	13.95
	Administration Expenses	-	-	-	-
	Net Interest Cost	3.37	3.19	0.39	2.60
	Actuarial (gain) / loss recognised in the period	3.37	(3.94)	(1.26)	(2.95)
	<b>Expenses recognised in the Statement of Profit &amp; Loss (including OCI)</b>	<b>17.86</b>	<b>7.97</b>	<b>5.52</b>	<b>13.60</b>

**vii Risk Analysis of Defined Benefit Obligations**

Given the defined benefit nature of the plan, the Employer is exposed to a wide range of risks. Each of these risks, if materialised, can increase the cost of benefits by an amount more than expected. Such an unexpected increase in costs can have an adverse impact on the financial situation of the Employer.

Each actuarial assumption made in the measurement of the DBO is a source of risk. There are additional risks which can have an adverse impact on the plan, but are not allowed for in the measurement of the DBO, such as liquidity and counterparty default risks. Some of the most significant risks are listed below

**1 Discount Rate**

Variations in discount rate don't affect the level of benefits under the plan. However, it is still a very significant assumption as it does affect the discount due to time value of money. A fall in discount rate will increase the present value of the obligation.

**2 Salary Increases**

Since the plan benefits are linked to final salary, higher than expected salary increases will increase the cost of benefits under the plan. An increase in the salary escalation assumption will increase the present value of the obligation

**3 Attrition Rates**

Deviations in actual attrition experience compared to the attrition assumption will change the level of benefits and therefore the cost of those benefits. A change in the attrition assumption will also affect the present value of the obligation

**4 Mortality**

Deviations in actual mortality experience compared to the mortality assumption will change the level of benefits and affect the cost of those benefits. A change in the mortality assumption will affect the present value of the obligation.

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

₹ in lakhs

**5 Regulatory Risk**

Since the minimum benefits under the plan are set by law, there is risk that a change in law could require the employer to pay higher benefits, increasing the cost as well as the present value of obligation.

**viii Sensitivity Analysis**

Impact of:	Gratuity		Compensated Absences	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
Discount rate up 1.0% absolute	(6.59)	(6.70)	(1.77)	(1.74)
Discount rate down -1.0% absolute	7.35	7.49	2.04	1.96
Salary escalation up 1.0% absolute	6.69	7.46	1.94	2.16
Salary escalation down -1.0% absolute	(6.06)	(6.75)	(1.72)	(1.95)
Attrition rates up 10.0% absolute	0.71	0.47	0.30	0.13
Attrition rates down -10.0% absolute	(0.79)	(0.50)	(0.34)	(0.14)

The results in the table above were calculated by varying one assumption at a time and re-calculating the present value of the obligation. All assumptions, other than the one being varied, were left unchanged from their base values.

**ix Maturity Profile**

Impact of:	Gratuity	Compensated Absences
	As at 31st March, 2023	As at 31st March, 2023
Year 1	18.36	3.25
Year 2	19.01	3.01
Year 3	11.05	2.04
Year 4	21.19	3.41
Year 5	13.55	2.30
Years 6 - 10	61.45	11.42
Years 10+	75.57	28.50

The above disclosures are based on information certified by an independent actuary and relied upon by the auditors.

## THE SOUTHERN GAS LIMITED

2Notes forming part of financial statements as at 31st March 2023

₹ in lakhs

## 2.36 Disclosure of transactions with related parties:

## A. Related parties and nature of relationship

## i Key Management Personnel

1. Gautam V. Pai Kakode	-Managing Director
2. Yogita G Pai Kakode	-Director
3. Sripad P. Patnekar	-Independent Director
4. Motilal S Keny	-Non Executive Director
5. Anbunathan Murugain	-Non Executive Director
6. Purushottam Mantri	-Independent Director
7. Ninad Gurudas Kamat	-Independent Director
8. Govind Vithal Kamat	-Independent Director
9. S. Srinivasan	-Chief Financial Officer
10. Nirzara Kesarwani	-Company Secretary
11. Saineel Pai Kakode	-Relative of Managing Director

## ii Enterprises over which persons in (i) above are able to exercise significant influence:

1. Foods & Beverages (India) Pvt.Ltd	-Enterprises where significant influence exists
2. Govind Poy Raiturcar Trust	
3. Madhav Gopal Poy Raiturcar Foundation	
4. Bangalore Oxygen Company(P) Ltd	
5. Malabar Oxygen Company(P) Ltd	

## B. Description of Transactions

Nature of transaction	Key Management Personnel		Relatives of Key Management Personnel		-Enterprises where significant influence exists	
	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>Purchase of goods</b>						
Malabar Oxygen Company(P) Ltd	-	-	-	-	5.42	1.30
Bangalore Oxygen Company(P) Ltd	-	-	-	-	58.83	112.74
<b>Sale of goods</b>						
Malabar Oxygen Company(P) Ltd	-	-	-	-	40.92	50.79
Bangalore Oxygen Company(P) Ltd	-	-	-	-	55.76	284.00
<b>Payment of Freight/other expenses</b>						
Malabar Oxygen Company(P) Ltd	-	-	-	-	5.62	4.45
Bangalore Oxygen Company(P) Ltd	-	-	-	-	-	0.20
<b>Purchase of Property, Plant &amp; Equipments</b>						
Malabar Oxygen Company(P) Ltd	-	-	-	-	-	11.35
Bangalore Oxygen Company(P) Ltd	-	-	-	-	-	0.08
Gautam V. Pai Kakode					74.03	-
<b>Penalty Charges for delayed return of Cylinders</b>						
Malabar Oxygen Company(P) Ltd	-	-	-	-	-	-
Bangalore Oxygen Company(P) Ltd	-	-	-	-	0.88	1.99
<b>Receipt of Freight/other receipts</b>						
Malabar Oxygen Company(P) Ltd					2.95	13.11
Bangalore Oxygen Company(P) Ltd					5.14	0.53

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of financial statements as at 31st March 2023

₹ in lakhs

<b>Remuneration/ Sitting Fees</b>						
Gautam V. Pai Kakode	60.00	60.00				
Yogita G Pai Kakode	0.12	0.15				
Sripad P. Patnekar	0.12	0.15				
Motilal S Keny	0.12	0.15				
Anbunathan Murugain	0.09	0.15				
Purushottam Mantri	0.12	0.15				
Ninad Gurudas Kamat	0.09	-				
Govind Vithal Kamat	0.12	-				
Srinivasan Sugavanam	17.04	14.00				
Nirzara Kesarwani	4.65	1.57				
Saineel Pai Kakode	1.50	-				
<b>Payment of rent</b>						
Gautam V. Pai Kakode	9.72	9.72				
Yogita G Pai Kakode	10.37	10.37	-	-		
<b>Donation (Madhav Gopal Poy Foundation Trust)</b>						
	5.00	3.50	-	-	-	-

## C. Outstanding balance as on 31.3.2023

	Key Management Personnel		Relatives of Key Management Personnel		Enterprises where significant influence exists	
	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2023	For the year ended 31st March 2022
Receivables	Nil	Nil	Nil	Nil	Nil	Nil
Payables	Nil	Nil	Nil	Nil	Nil	Nil
Security Deposits	20.00	20.00	Nil	Nil	13.59	16.12

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## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

₹ in lakhs

**2.37 Capital Management**

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to stakeholders through the optimization of the debt and equity balance. The Company is not subject to any externally imposed capital requirements.

**2.38 Financial Risk Management**

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include trade and other receivables, and cash and short-term deposits that derive directly from its operations.

**2.38.1 Market Risk**

The Company's activities does not expose it to the financial risks of changes in foreign currency exchange rates and interest rates.

**2.38.2 Credit Risk Management**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

**2.38.3 Liquidity Risk Management**

Ultimate responsibility for liquidity risk management rests with the board of directors. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

	As at 31st March, 2023	As at 31st March, 2022
<b>(i) Less than 1 year</b>		
Short Term Borrowings	25.24	26.36
Trade Payables	139.98	149.08
Other Financial Liabilities	637.56	611.36
	<b>802.78</b>	<b>786.80</b>
<b>(ii) 1 to 5 years</b>		
Long Term Borrowings	19.06	41.24
	<b>19.06</b>	<b>41.24</b>
<b>(iii) &gt; 5 years</b>		

Note : Deposits taken from Customers against Cylinders has been shown as "current" liability since the Company does not have an unconditional right to defer settlement of the liability for atleast 12 months after the reporting period, in compliance with Schedule III and Ind AS. However, practically, the company expects not more than 4% - 5% of deposits to fall due for repayment in the short term.

**Fair Value Hierarchy**

**Level 1** : Quoted Prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2** : Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level 3** : Inputs for assets or liabilities that are not based on observable market data (unobservable inputs).

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

₹ in lakhs

	As at 31st March, 2023	As at 31st March, 2022
<b>2.38.4 Financing Facilities</b>		
<b>Credit Facility secured against Deposits, Payable on demand</b>		
Amount Used	-	-
Amount unused	-	-
	<b>-</b>	<b>-</b>
<b>2.39 Categories of financial instruments</b>		
<b>Financial Assets</b>		
<b>Measured at Amortised Cost</b>		
a)Cash & Cash Equivalents	191.14	232.74
b)Bank Balances other than (a) above	136.26	299.88
c)Trade Receivables	446.48	464.00
d)Other Financial Assets at amortised cost	5.21	0.80
	<b>779.08</b>	<b>997.41</b>
<b>Financial Liabilities</b>		
a)Borrowings	44.30	67.60
b)Trade Payables	139.98	149.08
c)Other Financial Liabilities at amortised cost	637.56	611.36
	<b>821.84</b>	<b>828.04</b>
<p>The management assessed that fair values of cash and cash equivalents, other bank balances, trade receivables, deposits with banks and trade payables approximate their carrying amounts largely due to the short-term nature of these instruments.</p>		
<b>2.40 Reconciliation of Income Tax Expense</b>		
<b>Particulars</b>		
Accounting Profit / (Loss) before Tax	115.74	392.45
Other Comprehensive Income/ (Loss)	(3.37)	3.34
Total Comprehensive Income	<b>112.37</b>	<b>395.79</b>
Tax Rate	25.168%	25.168%
Tax as per Accounting Profit	<b>28.28</b>	<b>99.61</b>
<b>Tax Effect on :</b>		
(i)Disallowed Expenditure	10.85	7.70
(ii)Expenditure allowed on payment basis	(1.95)	1.97
(iii)Depreciation allowable as per Income Tax Act, 1961 (net)	8.92	9.20
(iv)Accounting Profits/ Losses not liable to Tax	(3.02)	(1.84)
(v)Others	0.74	(0.37)
Current Tax	43.83	116.27
Earlier years	1.48	1.24
	<b>45.31</b>	<b>117.51</b>



## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

₹ in lakhs

## 2.41 CWIP Ageing Schedule

March 31, 2023

Capital Work-in-Progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	14.43	2.45	-	-	16.88
Projects temporarily suspended	-	-	-	-	-

March 31, 2022

Capital Work-in-Progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	2.45	-	-	2.45
Projects temporarily suspended	-	-	-	-	-

## 2.42 Aging analysis of Trade Receivables

March 31, 2023

	Outstanding for the following periods from due date of payment						Total
	Not due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	446.48	-	-	-	-	446.48
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	25.90	16.98	15.80	18.71	7.08	84.47
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	2.22	16.94	19.16
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Gross Trade Receivables</b>	-	<b>472.38</b>	<b>16.98</b>	<b>15.80</b>	<b>20.93</b>	<b>24.02</b>	<b>550.11</b>
Less: Allowance for credit impairment							(103.63)
<b>Total</b>							<b>446.48</b>

March 31, 2022

	Outstanding for the following periods from due date of payment						Total
	Not due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	462.17	0.31	-	-	-	462.48
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	34.14	21.88	3.50	17.50	77.01
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	1.52	-	1.52
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Gross Trade Receivables</b>	-	<b>462.17</b>	<b>34.44</b>	<b>21.88</b>	<b>5.02</b>	<b>17.50</b>	<b>541.01</b>
Less: Allowance for credit impairment							(77.01)
<b>Total</b>							<b>464.00</b>

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

₹ in lakhs

## 2.43 Ageing analysis of Trade Payables

## Trade Payables due for payment

March 31, 2023	Outstanding for the following periods from due date of payment						Total
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME Vendors	-	-	-	-	-	-	-
(ii) Other Vendors	-	-	131.41	2.53	2.43	3.61	139.98
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	-	-	<b>131.41</b>	<b>2.53</b>	<b>2.43</b>	<b>3.61</b>	<b>139.98</b>

March 31, 2022	Outstanding for the following periods from due date of payment						Total
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME Vendors	-	-	-	-	-	-	-
(ii) Other Vendors	-	-	143.03	2.43	2.72	0.90	149.08
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
<b>Total</b>	-	-	<b>143.03</b>	<b>2.43</b>	<b>2.72</b>	<b>0.90</b>	<b>149.08</b>

## 2.44 Additional Regulatory information required by schedule III

## (i) Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

## (ii) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

## (iii) Compliance with number of layers of companies

The Company is in compliance with number of layers of companies.

## (iv) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

## (v) Utilisation of borrowed funds and share premium

(1) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(2) The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

## (vi) Undisclosed Income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

## (vii) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

## (viii) Title deeds of immovable properties not held in the name of the company

All the title deeds of immovable properties are held in the name of company .

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

₹ in lakhs

## 2.44 Additional Regulatory information required by schedule III

## (ix) Relationship with Struck Off Companies

The company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

## (x) Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and related parties

The Company has not granted loans or advances in the nature of loans to promoter, directors, KMPs and other related parties.

## (xi) Registration of charges or satisfaction with Registrar of Companies (ROC)

There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

## (xii) Quarterly statement disclosure

The Company has not availed loans from Banks on the basis of Securities such as payables / Inventory, etc

## (xiii) Financial Ratios

Ratio	Numerator	Denominator	31st March 2023	31st March 2022
a Current Ratio (in times)	Current Assets	Current Liabilities	1.07	1.37
b Debt Equity Ratio (in times)	Total Debt	Total Equity	0.02	0.03
c Debt Service Coverage Ratio (in times)	Profit for the year + Non Cash Expenditure + Finance Cost	Finance Cost	57.38	359.76
d Return on Equity Ratio (in %)	Profit for the year	Average Shareholder's Equity	3.80	14.48
e Inventory turnover Ratio (in times)	Gross Revenue from sale of products and services	Average inventories	25.34	35.19
f Trade Receivables turnover Ratio (in times)	Gross Revenue from sale of products and services	Average Trade Receivables	7.89	8.94
g Trade Payables turnover ratio (in times)	Total Expenses - Non Cash Expenses	Average Trade Payables	23.41	25.96
h Net Capital turnover ratio (in times)	Gross Revenue from sale of products and services	Working Capital (Current Assets - Current Liabilities)	57.63	12.87
i Net Profit ratio (in %)	Profit for the year	Gross Revenue from sale of products and services	2.25	6.45
j Return on Capital employed (in %)	Profit before interest and taxes	Average Capital employed	5.82	20.71
k Return on investment (in %)	Income from investments	Time weighted average investments	6.20	5.76

\* Decrease in Long term borrowings as at 31st March, 2023

\*\* Substantial decrease in profit as at 31st March, 2023 with increase in Finance Cost

\*\*\* Substantial Increase in profit for year ended 31st March, 2023

\*\*\*\* Substantial decrease in Gross Revenue for year ended 31st March, 2023

\*\*\*\*\* Substantial decrease in profit for year ended 31st March, 2023 while Working Capital has remained at similar levels

\*\*\*\*\* Substantial decrease in profit for year ended 31st March, 2023

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

## 2.45 Impact of Covid-19

On May 5th, 2023, the World Health Organisation (WHO) has announced that Covid-19 is no longer a "public health emergency of international concern". This is aligned with the situation in India where Covid-19 is on its way to becoming an "endemic". In view of this, the management expects there to be no impact on the financials.

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For and on behalf of the Board of Directors

**For M R Hegde & Associates**

Chartered Accountants

FRN No. 122538W

**CA. Manjunath M Hegde**

Partner

M. No. 138268

Place: Margao, Goa

Date: 26/05/2023

**Gautam V. Pai Kakode**

Managing Director

DIN :02395512

**M.S. Keny**

Director

DIN :06813111

**Sugavanam Srinivasan**

Chief Financial Officer

**Nirzara Kesarwani**

Company Secretary

M. No. A61661

Place: Margao, Goa

Date: 26/05/2023

# The Southern Gas Limited

Registered Office: Meera Classic, Phase II, Gogol, Borda, Post  
Fatorda, Aquem, Salcete, Margao South Goa - 403602

Website: [ww.southerngasindia.com](http://ww.southerngasindia.com) Email: [sglgoa@southerngasindia.com](mailto:sglgoa@southerngasindia.com)

CIN: L24111GA1963PLC000562

## ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the venue)

<b>Name of Member</b>
Name of the proxy (To be filled if the proxy attends instead of the member)

Registered Folio No.	
DP ID	
Client ID	

No. of shares held :

I hereby record my presence at the 59<sup>th</sup> Annual General Meeting of the Company hold on Friday, 22<sup>nd</sup> September, 2023 at 10.30 a.m. at Meera Classic, Phase II, Gogol, Borda, Post Fatorda, Aquem, Salcete, Margao, South Goa - 403602

Date :

Place :

(Member's/Proxy's Signature)

(To be signed at the time of handing over the slip)

Member/Proxyholder are requested to bring their copies of the Annual Report at the Annual General Meeting.

Copies will not be distributed at the Meeting.

Member/Proxyholder should also bring a valid photo identity (i.e. PAN/AADHAR etc.) for identification purposes.

# The Southern Gas Limited

Registered Office: Meera Classic, Phase II, Gogol, Borda, Post  
Fatorda, Aquem, Salcete, Margao South Goa - 403602

Website: [ww.southerngasindia.com](http://ww.southerngasindia.com) Email: [sglgoa@southerngasindia.com](mailto:sglgoa@southerngasindia.com)

CIN: L24111GA1963PLC000562

## PROXY FORM - MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

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

I / We, being the member(s) of The Southern Gas Limited holding \_\_\_\_\_ equity shares of the above-named company, hereby appoint:

- Name: \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him / her
- Name: \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him / her
- Name: \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 59<sup>th</sup> Annual General Meeting of the members of the Company to be held on Friday, 22<sup>nd</sup> September, 2023 at 10.30 a.m. at Meera Classic, Phase II, Gogol, Borda, Post Fatorda, Aquem, Salcete, Margao, South Goa - 403602 and at any adjournment thereof, in respect of resolutions set out in the 59<sup>th</sup> AGM Notice convening the meeting.

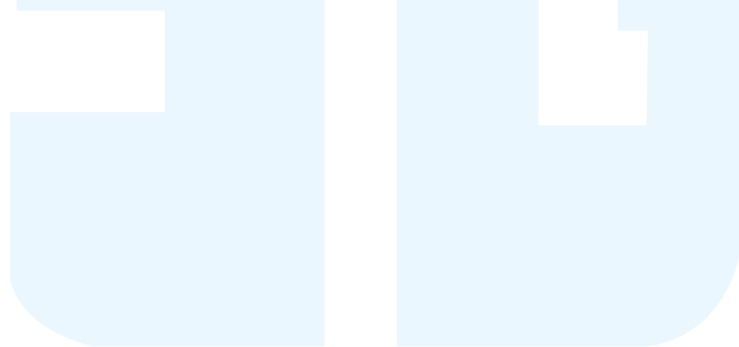
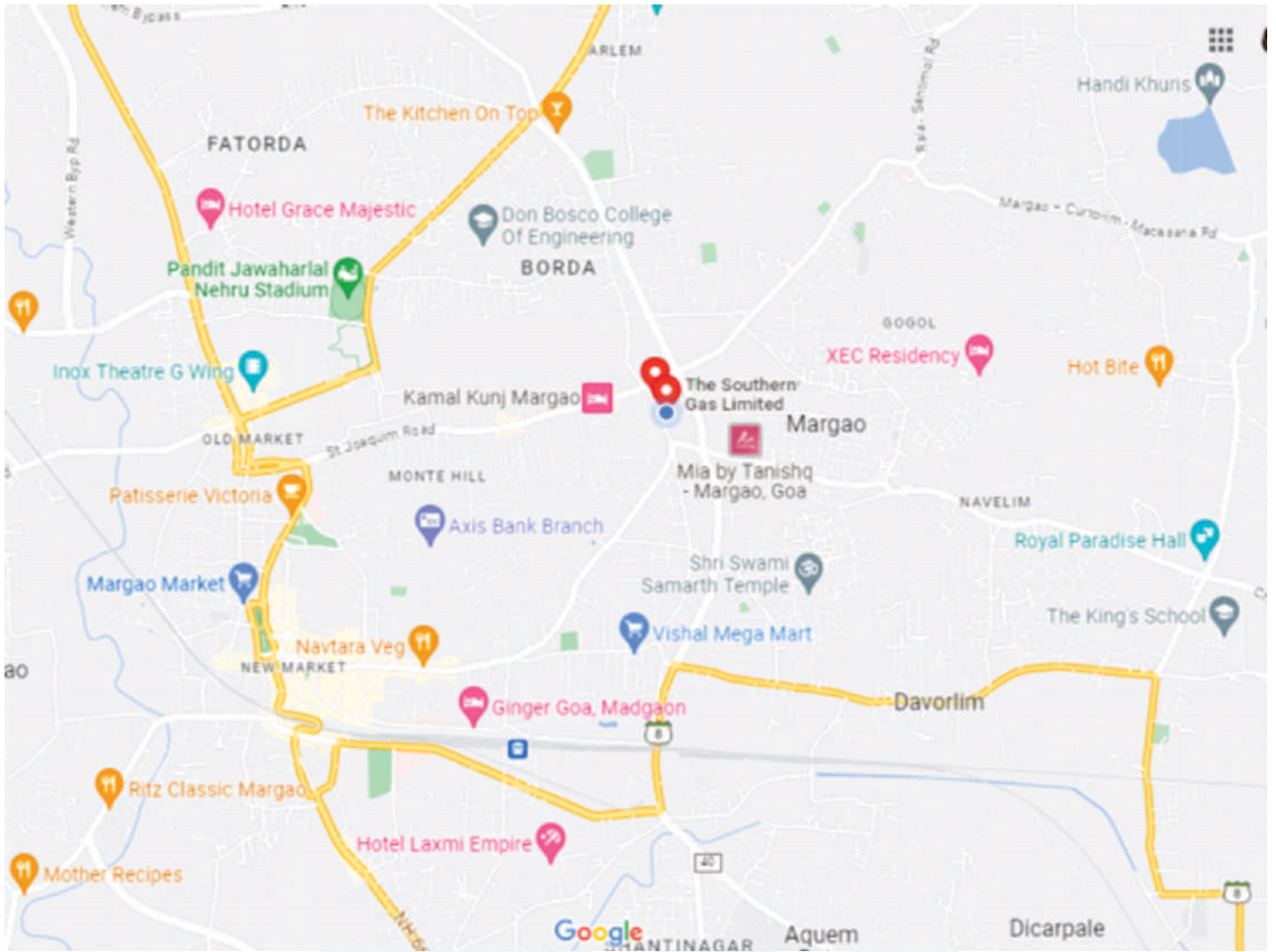
Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2023

Signature of Shareholder (s) \_\_\_\_\_

Signature of Proxy Holder (s) \_\_\_\_\_

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ROUTE MAP FOR THE FIFTY NINTH ANNUAL GENERAL MEETING







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# You Name it And We Have it



**OXYGEN I.P.**  
**NITROGEN**  
**ARGON**  
**HELIUM**  
**HYDROGEN**  
**CARBON DIOXIDE**  
**NITROUS OXIDE**  
**GAS MIXTURES**  
**INDUSTRIAL OXYGEN**  
**LIQUID OXYGEN**  
**RARE GASES**  
**DISSOLVED ACETYLENE**

## The Southern Gas Ltd. Branches

### **BANGALORE**

10-F, Peenya Indl. Area, II Phase,  
Peenya  
Bangalore-560 058.  
Tel No. 080-28395867/28392325  
Fax No. 080-23721456  
E-mail : [sglbng@southern Gas India.com](mailto:sglbng@southern Gas India.com)

### **BHADRAVATI**

Opp. Surgithope,  
Paper Town P.O. Bhadravati-557 302.  
Tel No. 08282-270561  
Fax No. 08282 270397  
R-mail : [sglbvdt@southern Gas India.com](mailto:sglbvdt@southern Gas India.com)

### **CALICUT**

P.O. Kolathara, Calicut - 673 655  
Kerala State,  
Tel No. 0495-2482311  
Fax No. 0495-2905224  
E-mail : [sglclt@southern Gas India.com](mailto:sglclt@southern Gas India.com)

### **COCHIN**

Udyogamandal P.O. 683 501  
Kerala State  
Tel No. 0484-2546895  
2545971 / 6457798  
Fax No. 0484-2545972  
E-mail : [sgludl@southern Gas India.com](mailto:sgludl@southern Gas India.com)

### **HUBLI**

Plot No. 274/1,  
Next to Durgadevi Temple  
Tarihah Road, Post Gokul B.O.  
HUBLI - 580 030  
Tel No. 0836-2310554  
Fax No. 0836-2310554  
E-mail : [sglhbl@southern Gas India.com](mailto:sglhbl@southern Gas India.com)

### **HARIHAR**

Plot No. C-2 (Special Type)  
Industrial Estate, Opp. The Mysore  
Kirloskar Ltd. Yantrapur,  
Post Harihar - 577 602  
Tel No, 08192-241656  
Fax No. 08192-241656  
E-mail : [sglhrhr@southern Gas India.com](mailto:sglhrhr@southern Gas India.com)

### **MYSORE**

Plot No. 293, Sy. No. 369, Hebbal Indl.  
Area, Village Hebbai Hobli,  
Kasaba Taluk, Mysore - 570 016.  
Tel No. 0832-2403680, 2402164,  
2403681  
Fax No. 0821 - 2403680  
E-mail : [sglmysore@southern Gas India.com](mailto:sglmysore@southern Gas India.com)

### **TRIVANDRUM**

Plot No. 42, Kinfra Small Industries Park  
St. Xavier's College, Thumba  
Trivandrum - 695 586  
Tel No. 0471-2705511  
Fax No. 0471 - 2705738  
E-mail : [sgltvm@southern Gas India.com](mailto:sgltvm@southern Gas India.com)

### **Tiruchirappalli**

S.F.No: 141/1A & 1 C,  
Ayyampatti Main Road,  
Valavathankottai,  
Trichy - 620 015  
Tel No. : 0431 - 2731124, 2731125  
E-mail : [sgltrty@southern Gas India.com](mailto:sgltrty@southern Gas India.com)



## THE SOUTHERN GAS LIMITED.

Regd. Office : Meera Classic, Phase II, Gogol, Borda, Margao - 403 602, Goa.  
Tel. : 0832-2724863, 2724864. Fax : 0832-2724865.  
Email : [sglgoa@southern Gas India.com](mailto:sglgoa@southern Gas India.com) Website : [www.southern Gas India.com](http://www.southern Gas India.com)