

**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 31<sup>st</sup> 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.southernngasindia.com  
Email: sglgoa@southernngasindia.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@southerngasindia.com](mailto:sglgoa@southerngasindia.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@southerngasindia.com](mailto:sglgoa@southerngasindia.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@southerngasindia.com](mailto:sglgoa@southerngasindia.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.southerngasindia.com](http://www.southerngasindia.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@southerngasindia.com](mailto:sglgoa@southerngasindia.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.southerngasindia.com](http://www.southerngasindia.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.southernngasindia.com](http://www.southernngasindia.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.southernngasindia.com](http://www.southernngasindia.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.southernngasindia.com](http://www.southernngasindia.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.southernngasindia.com](http://www.southernngasindia.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@southernngasindia.com](mailto:sglgoa@southernngasindia.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.southernngasindia.com](http://www.southernngasindia.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 cdsI 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 cdsI 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@southerngasindia.com](mailto:sglgoa@southerngasindia.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 Polyseter 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.

# The Southern Gas Limited

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

**Please affix  
Revenue  
Stamp**

ROUTE MAP FOR THE FIFTY NINTH ANNUAL GENERAL MEETING

