

**NOTICE OF 60<sup>TH</sup> ANNUAL GENERAL MEETING**

To  
The Members

**NOTICE** is hereby given that the Sixty (60<sup>th</sup>) Annual General Meeting ("AGM") of the Members of "THE SOUTHERN GAS LIMITED" will be held on Tuesday, 24<sup>th</sup> September, 2024 at 10:30 A.M.(IST) at the Registered Office of the Company situated at Meera Classic, Phase II, Gogol, Borda, Post Fatorda, 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, 2024 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, 2024 together with the Reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.

**ITEM NO. 2 –To declare final dividend for the Financial Year ended on 31<sup>st</sup> March, 2024.**

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 at the rate of 50% on face value per share of ₹ 100/- each fully paid-up, as recommended by the Board of Directors, be & is hereby declared for the financial year ended on 31<sup>st</sup> March, 2024, & 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 Mrs. Yogita G. Pai Kakode (DIN: 01587954), who retires by rotation and being eligible, offers herself for re-appointment.**

To consider and if thought fit, to pass 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, Mrs. Yogita G. Pai

Kakode (DIN: 01587954), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS:**

**ITEM NO. 4 – To Re-appoint Mr. Gautam V. Pai Kakode (DIN:02395512) as a Managing Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196,197 and 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members, be and is hereby accorded for appointment of Mr. Gautam V. Pai Kakode, (DIN: 02395512) as Managing Director (MD) of the Company, not liable to retire by rotation, to hold office for a period of Three (3) consecutive years i.e., from 1st February, 2025 to 31st January 2028, on the terms and conditions including those relating to remuneration as set out under the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

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

Sd/-  
Gautam V. Pai Kakode  
Managing Director  
(DIN: 02395512)

Dated: 09<sup>th</sup> August, 2024  
Place: Margao, Goa

Registered Office: Meera Classic,  
Phase - II, Gogol, Borda, Post  
Fatorda, 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. An 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.
  4. 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 60<sup>th</sup> AGM. Proxies submitted on behalf of the Companies, if any, must be supported by an appropriate resolution as applicable.
  5. 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.
  6. 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.
  7. Members / Proxies should bring the Attendance slip duly filled in for attending the meeting.
  8. 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 60<sup>th</sup> AGM by an email through its registered email address to [sglgoa@southernngasindia.com](mailto:sglgoa@southernngasindia.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.
9. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Integrated Annual Report for FY'24 is being sent only through electronic mode at the e-mail addresses of members as registered with the RTA/ Depositories as on cut-off date and no physical copy of the same will be sent by the Company.
  10. Members may note that the 60<sup>th</sup> AGM Notice of the Company along with the Integrated Annual Report for FY'24 will also be available on the Company's website at : [www.southernngasindia.com](http://www.southernngasindia.com) and website of the Stock Exchanges i.e. BSE Limited at : [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) at : [www.e-votingindia.com](http://www.e-votingindia.com).
  11. In case of joint holders, members whose name appears as first holder in order of the names as per register of members of the Company as on cut-off date will be entitled to vote at the AGM.
  12. The Company's Registrar & Share Transfer Agents (RTA) are: Name: M/s. Bigshare Services Private Limited; Address : 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), Contact No. : 022 – 62638200.
  13. 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.
  14. Also, 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 to:
    - a) the Company at its Registered office address or e-mail at [sglgoa@southernngasindia.com](mailto:sglgoa@southernngasindia.com) or to the Registrar & Share Transfer Agent (RTA) of the Company M/s. Bigshare Services Private Limited in respect of the shares held in physical form at [investor@bigshareonline.com](mailto:investor@bigshareonline.com); and
    - b) 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.

15. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 18<sup>th</sup> September, 2024 to Tuesday, 24<sup>th</sup> September, 2024 (both days inclusive) for the purpose of payment of dividends. A final dividend at the rate of 50% on face value per share of ₹ 100/- each fully paid-up, has been recommended by the Board of Directors for the financial year ended on 31<sup>st</sup> March, 2024, subject to the approval of Shareholders at 60<sup>th</sup> AGM of the Company.
16. The dividend after deduction of tax at source, if declared at the AGM, would be paid/ dispatched to those persons or their mandates:
- whose names appear as beneficial owners as at the end of the business hours on Tuesday, 17<sup>th</sup> September, 2024 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
  - 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 Tuesday, 17<sup>th</sup> September, 2024.
17. The Securities and Exchange Board of India (“SEBI”) has made it mandatory for all companies to use the bank account details of investors furnished by the Depositories/available with the RTA for payment of dividend through National Electronic Clearing Services (“NECS”) to the investors, wherever NECS and bank details are available. In the absence of NECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of 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 : M/s. Bigshare Services Private Limited, dividend warrants/ demand drafts will be dispatched to the registered address of the shareholders, who have not updated their bank account details, after normalization of the postal service.
18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat 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.
19. 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 M/s. Bigshare Services Private Limited at [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
- Due dates of transferring unclaimed and/or unpaid dividend declared by the Company for the financial year ended 31<sup>st</sup> March, 2017 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, 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                         |
| March 31, 2023       | Final            | September 22, 2023              | October 28, 2030                         |
- 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.
  - The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2015-16, from time to time, to the IEPF established by the Central Government.
20. Pursuant to IEPF Rules, during the financial year 2023-24, the Company has transferred all dividends which had remained unpaid or unclaimed for 7 (seven) consecutive years or more on the due date of transfer to the IEPF Authority. Details of shares transferred to the IEPF are available on the website of IEPF at [www.iepf.gov.in](http://www.iepf.gov.in) as well as on the Company’s website at [www.southerngasindia.com](http://www.southerngasindia.com) under Investor Information Section.
21. Members may note that shares as well as unclaimed dividends transferred to IEPF can be claimed back. Concerned members/ investors are advised to visit the website of IEPF at [www.iepf.gov.in](http://www.iepf.gov.in) or contact RTA: M/s. Bigshare Service Private Limited for lodging claim for refund of shares and/or dividend from the IEPF.

22. 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.
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.
24. 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 Company's Registrars and Transfer Agents, for assistance in this regard at [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
25. 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.
26. Registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
27. 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 60<sup>th</sup> AGM.
28. All the Members wishing to ask questions during the AGM should forward them to the registered office of the Company, seven (7) days before the date of AGM.
29. The Board of Directors has appointed **M/s. Ankur Gandhi & Associates, Practicing Company Secretaries** as a Scrutinizer to scrutinize the Remote e-Voting or/and e-Voting in a fair and transparent manner.
30. The Results shall be declared not later than 48 hours from the conclusion of the 60<sup>th</sup> AGM of the Company and the resolution will be deemed to be passed on the 60<sup>th</sup> AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
31. The Scrutinizer shall, immediately after the conclusion of voting at the 60<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 60<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.
32. The results declared along with the Scrutinizer's Report shall be placed on the Website of the Company at [www.southerngasindia.com](http://www.southerngasindia.com) and on the website of CDSL at <https://www.e-votingindia.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 60<sup>th</sup> AGM.
33. Route Map for the venue of 60<sup>th</sup> AGM is annexed.

#### 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 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 REMOTE 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. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. 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 e-voting period begins on Saturday, 21st September, 2024 at 9:00 A.M.(IST) and ends on Monday, 23<sup>rd</sup> September, 2024 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. Tuesday, 17th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on Monday, 23<sup>rd</sup> September, 2024 at 5:00 p.m.(IST). 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 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 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 DEPOSITORY**
  - 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 e-voting 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 DEPOSITORY**
  - 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 redirected 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.e-voting.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)

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.e-voting@cdslindia.com">helpdesk.e-voting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
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:e-voting@nsdl.co.in">e-voting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

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

- i. The shareholders should log on to the e-voting website [www.e-votingindia.com](http://www.e-votingindia.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.e-votingindia.com](http://www.e-votingindia.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	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login.  If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- 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.
- iv. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- v. It is Mandatory that, 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 can write an email to [helpdesk.e-voting@cdslindia.com](mailto:helpdesk.e-voting@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.e-voting@cdslindia.com](mailto:helpdesk.e-voting@cdslindia.com) or call toll free no. 1800 21 09911.

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

- i. 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.e-voting@cdslindia.com](mailto:helpdesk.e-voting@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.

**EXPLANATORY STATEMENT**

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

**ITEM NO. 4:**

The tenure of Mr. Gautam V. Pai Kakode (DIN:02395512), as the Managing Director of the Company getting expired as on 31<sup>st</sup> January, 2025. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, his services should be available to the Company for a further period.

In terms of the provisions of the Act and the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on Friday, 9<sup>th</sup> August, 2024, approved the appointment of Mr. Gautam V. Pai Kakode (DIN:02395512), as the Managing Director (MD) of the Company for a term of three consecutive years with effect from 1<sup>st</sup> February, 2025 to 31<sup>st</sup> January 2028, subject to the approval of Member at this 60<sup>th</sup> AGM.

**Brief profile of Mr. Gautam V. Pai Kakode is as follows:**

Mr. Gautam V. Pai Kakode, hails from a distinguished business family that has been prominent since the Portuguese era. Mr. Gautam is an eminent, young, dynamic, and charismatic personality in the Indian industrialist community. In 2006, he was accorded a challenging position as an executive at a young age in the prominent corporate sector company, M/s. The Southern Gas Limited (established in 1963).

He is also a director in five different private limited companies:

1. Malabar Oxygen Co. Pvt. Ltd. (Manufacturing units in Mangalore and Harihar)
2. Bangalore Oxygen Co. Pvt. Ltd. (Manufacturing unit in Bangalore)
3. Foods & Beverages (India) Pvt. Ltd.
4. Poy Raiturcar Properties Pvt. Ltd.
5. Madhav Poy Raiturcar Trading Pvt. Ltd.

**The terms and conditions for appointment & remuneration of Mr. Gautam V. Pai Kakode, are given herein:****Basic Salary:**

A Consolidated Salary of Rs. 5.5 Lakhs per month, including dearness and all other allowance.

**Benefits, Perquisites & Allowance:**

- i. Car facility as per Rules of the Company;
- ii. Telecommunication facility as per Rules of the Company;
- iii. Medical allowance;
- iv. Leave Travel Concession/ Allowance;
- v. Personal Accident Insurance Premium;
- vi. Annual club membership fees

**Provident Fund and Gratuity:**

Contribution to Provident Fund and Gratuity as per the Rules of the Company.

**Leave:**

Leave and encashment of un-availed leave as per the Rules of the Company.

**Sitting Fees:**

He shall not be entitled to sitting fees for attending the meetings of the Board of Directors or Committees thereof.

The managing Director will not be entitled to any perquisites, benefits and allowance other than what has stated herein.

**Minimum Remuneration:** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Gautam V. Pai Kakode the Company has no profits or its profits are inadequate, the Company will pay remuneration, for a period of 3 years, by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

**Nature of Duties:** The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

**Maximum Remuneration:** Except with the permission of the Members, the remuneration paid shall not exceed the limits specified under the provisions of Section 197 and other applicable provisions of the Act read with Schedule V of the Act.

Any variation to the terms and conditions of his appointment and remuneration, including basic salary, fixed remuneration, perquisites including shares grant and allowances, if any will be subject to review and approval of the Board and/or the Nomination and Remuneration Committee and the Shareholders (if applicable), in accordance with the applicable law, including the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, as on the date of Notice, attached hereto as Annexure A of this Integrated Annual Report.

Mr. Gautam V. Pai Kakode, being the appointee, is interested in the resolutions set out at Item No. 4 of the Notice. Further, his relatives are also



deemed to be interested in the resolutions, to the extent of their shareholding in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of members of the Company by Special resolutions, considers the appointment of Mr. Gautam V. Pai Kakode in the interest of the Company and recommends the Special Resolutions as set out at Item Nos. 4 for approval of Members.

**The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:**

- i. Nature of Industry: Manufacturing Medical, Rares, Industrial & Specialty Gas.
- ii. Date or expected date of commencement of Commercial Production: NA (Company is an existing company).
- iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : NA
- iv. Financial performance of Company based on given indicators: (Amount in lakhs)

PARTICULARS	2023-24	2022-23
Gross Revenue	3642.28	3666.26
Profit / (Loss) Before Income Tax	245.09	115.74
Less: Provision for Taxation		
Current Tax	55.72	43.83
Previous Year Tax	1.46	1.48
Deferred Tax	7.09	(10.6)
Net Profit/ (loss) after Tax	180.82	81.03
Profit/ (Loss) as computed under Section 198 of the Act	180.82	81.03

- v. Foreign investments or collaborations, if any: Nil
- vi. Past remuneration: Same as recommended this year.
- vii. Job profile and his suitability: His current term of appointment as a Managing Director of the Company will expire on 31st January, 2025. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, his services should be available to the Company.
- viii. Remuneration proposed: As mentioned above
- ix. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel: Spouse of Mrs. Yogita G. Pai Kakode, Director of the Company. And holding 5665 Equity Shares of the Company
- x. Reasons of loss or inadequate profits: The sales of the Company have been reduced due to tough competition in market and higher cost of production due to higher power cost and challenges in optimizing logistic cost.

- xi. Steps taken or proposed to be taken for improvement: Switching from ASU(Air Separation Units) plants to filling stations by directly precuring the liquid gas in bulk volume from tonnage large scale plants which reduces the power cost substantially and will lead to reduction in production cost in term which will lead to higher profitability.
- xii. Expected increase in productivity and profits in measurable terms: The Company has drawn up an Annual Business Plan which it will endeavor to achieve.

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 AGM and also during the AGM of the Company.

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

Sd/-  
Gautam V. Pai Kakode  
Managing Director  
(DIN: 02395512)

Dated: 09<sup>th</sup> August, 2024  
Place: Margao, Goa

Registered Office: Meera Classic,  
Phase - II, Gogol, Borda,  
Post Fatorda, Salcete,  
Margao, South Goa - 403602  
Website: [www.southerngasindia.com](http://www.southerngasindia.com)  
Email: [sglgoa@southerngasindia.com](mailto:sglgoa@southerngasindia.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	Mrs. Yogita G. Pai Kakode	Mr. Gautam V. Pai Kakode
2.	Director Identification Number (DIN)	DIN:01587954	DIN: 02395512
3.	Date of Birth (Age)	16 <sup>th</sup> May, 1972 (52 years)	20 <sup>th</sup> April, 1970 (54 years)
4.	Nationality	Indian	Indian
5.	Date of First Appointment	31 <sup>st</sup> January, 2014	29 <sup>th</sup> October, 2008
6.	Category	Non- Executive Director	Managing Director
7.	Qualification	B. Com	16 years of experience in present company.
8.	Nature of Expertise/ Experience in Specific functional area	Corporate & Business Management	Leadership and Corporate Management
9.	Directorships held in other companies	1. Foods And Beverages (India) Pvt Ltd. 2. Malabar Oxygen Company Pvt Ltd. 3. Bangalore Oxygen Company Pvt Ltd. 4. Poy Raiturcar Properties Pvt Ltd. 5. Madhav Poy Raiturcar Trading Company Pvt Ltd.	1. Foods And Beverages (India) Pvt Ltd. 2. Malabar Oxygen Company Pvt Ltd. 3. Bangalore Oxygen Company Pvt Ltd. 4. Poy Raiturcar Properties Pvt Ltd. 5. Madhav Poy Raiturcar Trading Company Pvt Ltd.
10.	Membership of Board Committees of the other companies	NIL	NIL
11.	Number of shares held in the Company	5,656 Equity Shares	5.665 Equity Shares
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	Spouse of Mr. Gautam V. Pai Kakode, Managing Director of the Company.	Spouse of Mrs. Yogita G. Pai Kakode, Director of the Company.
15.	Terms and conditions for appointment or re-appointment	Mrs. Yogita G. Pai Kakode has consented to retire by rotation at the ensuing 60 <sup>th</sup> Annual General Meeting, for compliance with the requirement of Section 152 of the Companies Act, 2013, and being eligible, offers herself for reappointment.	As mentioned in Explanatory Statement
16.	Remuneration proposed to be paid	As a non-executive Director, she is entitled to sitting fees for attending meetings of the Board.	As mentioned in Explanatory Statement