

NOTICE OF 61ST ANNUAL GENERAL MEETING

**To
The Members,**

Notice is hereby given that the 61st Annual General Meeting (AGM) of the Members of **THE SOUTHERN GAS LIMITED** will be held on Friday, 26th September, 2025 at 10:30 A.M. 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 31st March, 2025 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 31st March, 2025 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 31st March, 2025.

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 31st March, 2025, be paid of INR 50/- per equity shares i.e. at the rate of 50% on face value per share of INR 100/- each fully paid-up, as recommended by the board out of Profits earned by the company for the Financial Year ended on 31st March 2025, 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 :****Appointment of Secretarial Auditor.**

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. Ankur Gandhi & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company for a period of five (5) consecutive years commencing from FY 2025-26 till FY 2029-30, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give 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 : 13th August, 2025

Place : Margao, Goa

**Registered Office: Meera Classic,
Phase II, Gogol, Borda, Post
Fatorda, Aquem, Salcete,
Margao South Goa - 403602
Website: ww.southerngasindia.com
Email: sglgoa@southerngasindia.com
CIN: L24111GA1963PLC000562**

NOTES :

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") 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. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBER(S) NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.**
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 duly completed and signed not less than 48 hours before the commencement of the 61st AGM. Proxies submitted on behalf of the Companies, if any, must be supported by an appropriate resolution as applicable.
5. A member would be entitled to inspect the proxies lodged with the Company at any time during the business hours of the Company during the period beginning 24 hours before the time fixed for the commencement of the meeting, provided that not less than 3 days' notice has been served in writing to the Company at its Registered Office or mail at sglgoa@southernngasindia.com specifying his intention to inspect proxies.
6. Members / Proxies should bring the Attendance slip duly filled in for attending the meeting.
7. 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 61st AGM by an email through its registered email address to 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.
8. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Integrated Annual Report for FY'25 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.
9. Members may note that the 61st AGM Notice of the Company along with the Integrated Annual Report for FY'25 will also be available on the Company's website www.southernngasindia.com and website of the Stock Exchanges i.e. BSE Limited 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.
10. 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 attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. 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, Contact No.: 022- 62638200.
12. 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.
13. 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 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; 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.
14. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 20th September, 2025 to Friday, 26th September, 2025 (both days inclusive) for the purpose of payment of dividends. A final dividend of INR. 50/- per share of INR. 100/- each fully paid-up, has been recommended by the Board of Directors for the financial year ended on 31st March, 2025 and subject to the approval of Shareholders at this 61st AGM of the Company.

15. 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, 19th September, 2025 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, 19th September, 2025.

16. 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 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.

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. 1st 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

- a) Due dates of transferring unclaimed and/or unpaid dividend declared by the Company for the financial year ended 31st March, 2018 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, 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
March 31, 2024	Final	September 24, 2024	October 30, 2031

- b) Members who have not uncashed the dividend warrants so far in respect of the aforesaid periods, are requested to make their claim well in advance of the above due dates. Members are requested to check the details of unclaimed dividend amount, if any, on the Company's website www.southerngasindia.com under Investor Information.

- c) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2016-17, from time to time, to the IEPF established by the Central Government.

19. Pursuant to IEPF Rules, the Company has, during the financial year 2024-25, 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 as well as on the Company's website www.southerngasindia.com under Investor Information Section.

20. Members may note that shares as well as unclaimed dividends transferred to IEPF can be claimed back. Concerned members/ investors are advised to visit the website of www.iepf.gov.in or contact RTA: M/s. Bigshare Service Private Limited for lodging claim for refund of shares and/or dividend from the IEPF.

21. As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14. These forms can be downloaded from the Company's website

- www.southerngasindia.com 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. 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.
 23. 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. In terms of the said Regulations with effect from 24th 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 or Company's Registrars and Transfer Agents, for assistance in this regard at 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 61st AGM.
 27. All the Members wishing to ask questions during the 61st AGM should forward them to the registered office of the Company, seven (7) days before the date of 61st AGM.
 28. The Board of Directors has appointed M/s. Ankur Gandhi & Associates, Practicing Company Secretaries, 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 61st AGM of the Company and the resolution will be deemed to be passed on the 61st 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 61st 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 61st AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing who shall countersign the same. The Chairperson or a person authorized by him in writing will declare the result of voting forthwith.

31. The results declared along with the Scrutinizer's Report shall be placed on Company's website www.southerngasindia.com 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 61st AGM.
32. Route Map for the venue of 61st AGM is annexed.

VOTING THROUGH ELECTRONIC MEANS :

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, 23rd September, 2025 at 9:00 A.M.(IST) and ends on Thursday, 25th September, 2025 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 (record date) of i.e. Friday, 19th September, 2025 may cast their vote electronically. The e-voting module shall be by CDSL for voting on Thursday, 25th September, 2025 at 5:00 p.m.(IST). Once the vote on a resolution is cast by the member, the member cannot modify it subsequently.
- (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 Listed Companies, 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 :

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>(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 and click on login icon & My Easi New (Token) Tab.</p> <p>(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.</p> <p>(iii) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>(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 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.</p>

Individual Shareholders holding securities in demat mode with NSDL Depository	<p>(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.nsd.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.</p> <p>(ii) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdEasDirectReg.jsp</p> <p>(iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p> <p>(iv) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) through Depository Participants (DP)	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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.
- (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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier 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 Physical shareholders and other than individual shareholders holding shares in Demat.
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.

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 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.
- (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 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sglgoa@southernngasindia.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT

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

ITEM NO. 4:

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Ankur Gandhi & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for a period of five years, commencing from FY 2025-26 till FY 2029-30. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending M/s. Ankur Gandhi & Associates, Practicing Company Secretaries for appointment, the Board and the Audit Committee evaluated various factors, including the wide exposure of Company Secretarial functions, Compliance under Company & LLP Law, Compliance of provisions of SEBI LODR

Regulations, 2015 and Conducting Secretarial Audit of Listed Companies, Advisory Services to Corporates and providing Legal Opinions, Incorporation of Companies, LLPs, Handling compliance of various Companies, Search Report for charges and others, E-filing of forms, XBRL filing, Liaison with Government department in various matters, Filing of Petitions for change of regd. office, condonation of delay in filing of charge, Compounding of offences and oppression & mismanagement.

M/s. Ankur Gandhi & Associates, Practicing Company Secretaries is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi.

The terms and conditions of M/s. Ankur Gandhi & Associates, Practicing Company Secretaries's appointment include a tenure of five years, from FY 2025-26 till FY 2029-30. The fixed remuneration for the Secretarial Audit for the FY 2025-26 is set at Rs. 30,000/- (Rupees Thirty thousand only), plus applicable taxes and other out-of-pocket costs incurred in connection with the audit.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with M/s. Ankur Gandhi & Associates, Practicing Company Secretaries, and will be subject to approval by the Board of Directors and/or the Audit Committee. The remuneration for the subsequent financials years will also be approved by the Board and/ or the Audit Committee.

M/s. Ankur Gandhi & Associates, Practicing Company Secretaries has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of M/s. Ankur Gandhi & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 4 of the Notice. None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

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

Sd/-

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

Dated : 13th August, 2025

Place : Margao, Goa

**Registered Office: Meera Classic,
Phase II, Gogol, Borda, Post
Fatorda, Aquem, Salcete,
Margao South Goa - 403602
Website: ww.southerngasindia.com
Email: 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
1.	Name of Director	Mr. Motilal Sanvlo Keny
2.	Director Identification Number (DIN)	DIN: 06813111
3.	Date of Birth (Age)	29th July, 1947 (78 years)
4.	Nationality	Indian
5.	Date of First Appointment	4 th February, 2014
6.	Category	Non- Executive Director
7.	Qualification	B. A. B. Ed. L. L. B.
8.	Nature of Expertise/ Experience in Specific functional area	Retired Judge of City Civil Court, Bombay & Retired Chief Commissioner of Right to Information, Goa
9.	Directorships held in other companies	1. Malabar Oxygen Company Pvt Ltd. 2. Bangalore Oxygen Company Pvt Ltd.
10.	Chairmanship/ Membership of Board Committees of the other companies	NIL
11.	Number of shares held in the Company	NIL
12.	Listed Entities from which resigned in the past three years	NIL
13.	Number of meetings of the Board held/attended during the year	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.
15.	Terms and conditions for appointment or re-appointment	Mr. Motilal Sanvlo Keny has consented to retire by rotation at the ensuing 61 st AGM for compliance with the requirement of Section 152 of the Companies Act, 2013, and being eligible, offers herself for-re appointment.
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.