



THE SOUTHERN GAS LIMITED

Since 1963



61st Annual Report

F.Y. 2024-25

FROM THE DESK OF MANAGING DIRECTOR



Dear Shareholders,

It is with great pride that I share with you that your company recently celebrated 62 years of a remarkable journey, guided by our enduring motto: "In Service to Mankind." Since our inception, this principle has shaped our purpose and inspired our unwavering dedication to excellence.

On behalf of the Board of Directors, I am pleased to present the 61st Annual Report of your Company for the financial year ended 31st March 2025. This year has been one of resilience, growth, and strategic transformation, restructuring, reinforcing our leadership as a key manufacturer of medical, industrial, and specialty gases.

Serving Critical Needs in Healthcare

In the healthcare sector, our medical gases have played a vital role in combating the global pandemic and other urgent medical needs. We significantly ramped up our production to meet the rising demand, ensuring that hospitals and healthcare providers had the critical resources necessary to save lives. This commitment reflects our position as a trusted partner in global healthcare.

Geographical Expansion

We continue to identify growth opportunities in emerging markets where industrialization is accelerating. Our strategy includes expanding into new geographical regions and strengthening our presence in new markets through strategic partnerships, joint ventures, and the establishment of local production facilities.

Customer-Centric Solutions

Our focus remains on delivering tailored gas solutions that meet specific customer requirements. We are committed to deepening relationships by offering not just products, but also comprehensive support and expertise that help our clients enhance operational efficiency and meet their sustainability goals. Our future growth in both Medical and Industrial Gas segments are anchored in our dedication to

innovation, sustainability, and customer satisfaction.

Financial Performance Highlights (FY 2024–25)

I am pleased to share the financial highlights for the year under review:

1. **Total Revenue:** ₹36.93 Crores (compared to ₹36.42 Crores in FY 2023–24)
2. **Net Profit Before Tax:** ₹2.35 Crores (compared to ₹2.45 Crores in FY 2023–24)
3. **Total Comprehensive Income:** ₹1.75 Crores (compared to ₹1.87 Crores in FY 2023–24)

The reduction in profit margin, management has taken proactive steps to optimize costs, improve operational efficiency, and mitigate the impact of external factors. We remain confident that these strategic measures will strengthen our financial position and support sustainable growth in the coming years.

Looking Ahead

Our success is the direct result of the **collective efforts** of our incredible team. I extend my heartfelt gratitude to every member of the organization for their dedication and hard work. As we move forward, we remain focused on delivering **sustainable growth**, **continuous innovation**, and **operational excellence** ensuring that The Southern Gas Ltd. remains well-positioned to capitalize on emerging opportunities and navigate industry challenges in times to come.

Your trust and support are the cornerstones of our success. On behalf of the entire Board of Directors, I express my **deepest appreciation** for your continued confidence in our vision and leadership. Together, we will continue striving for even greater achievements in the years ahead.

Thank you for your ongoing partnership in this journey.

Gautam Vithaldas Pai Kakode
Managing Director

CORPORATE INFORMATION

Board of Directors	: Mr. Gautam V. Pai Kakode - Managing Director Mrs. Yogita G. Pai Kakode - Non-Executive Director Mr. Motilal Sanvlo Keny - Non-Executive Director Mr. S. P. Patnekar - Independent Director (up to 24 th Sept., 2024) Mr. Purushottam S. Mantri - Independent Director Mr. Ninad Gurudas Kamat - Independent Director Mr. Govind Vithal Kamat - Independent Director
Chief Financial Officer	: Mr. Shashidhar Dattanand Haridas (up to 06 th June, 2025) Mr. Shekhar Madhukar Nagwekar (w.e.f. 07 th June, 2025)
Company Secretary	: Mrs. Nirzara Kesarwani (up to 31 st May, 2025) Mr. Roshan Varshney (w.e.f. 13 th August, 2025)
Statutory Auditors	: M/s. M. R. Hegde & Associates, Chartered Accountants, Margao, Goa.
Secretarial Auditor	: M/s. Ankur Gandhi & Associates, Practicing Company Secretaries
Bankers	: State Bank of India
Registrar & Share Transfer Agents	: M/s. Bigshare Services Private Limited Office No: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 ✉ investor@bigshareonline.com 🌐 www.bigshareonline.com 📞 022 – 62638222 Extn : 210 M : +91 7045454393
Registered Office	: The Southern Gas Limited CIN : L24111GA1963PLC000562 Meera Classic, Phase II, Gogol, Borda, Margao-Goa 403 602 ✉ sglgoa@southerngasindia.com 🌐 www.southerngasindia.com secretarial@southerngasindia.com 📞 0832 – 2724863 / 64
Units	: Bangalore (Karnataka) Mysore (Karnataka) Bhadravati (Karnataka) Calicut (Kerala) Harihar (Karnataka) Trivandrum (Kerala) Udyogamandal (Kerala) Hubli(Karnataka)

INDEX

<u>Sr.</u>	<u>Contents</u>	<u>Page No.</u>
1.	Notice	01 to 07
2.	Annexure A to Notice	08
3.	Board's Report	09 to 14
4.	Annexure to Board's Report	15 to 27
5.	Management Discussion & Analysis Report	28 to 29
6.	Independent Auditors' Report on Financial Statement	30 to 37
7.	Balance Sheet	38
8.	Statement of Change in Equity	39
9.	Statement of Profit & Loss Account	40
10.	Cash Flow Statement	41 to 42
11.	Notes to Financial Statement	43 to 68
12.	Attendance Slip	69
13.	Proxy Form	70
14.	Route Map	71

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.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.</p> <p>(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</p> <p>(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.</p> <p>(iv) For OTP based login you can click on https://eservices.nsdl.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.

DIRECTORS' REPORT

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

Dear Members,

The Board of Directors of your Company are pleased to present the Sixty-First (61st) Annual Report on the business and operations of the Company along with Company's Standalone Audited Financial Statements for the Financial Year ended on 31st March, 2025.

1. Financial Highlights :

The Audited Financial Statement of the Company as on 31st March, 2025, are prepared in accordance with the relevant applicable Ind AS and Regulation 33 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Companies Act, 2013.

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

₹ in lakhs

Particulars	FINANCIAL YEAR 2024-25	FINANCIAL YEAR 2023-24
Income:	3571.20	3559.62
Revenue from Operation		
Other Income	121.31	82.65
Expenses	3457.39	3397.19
Profit Before Depreciation & Tax	414.78	429.62
Less: Depreciation	179.66	184.53
Profit Before Tax (PBT)	235.12	245.09
Less: Provision for Taxation:		
Current Tax	57.51	57.18
Deferred Tax	(3.54)	7.09
Profit After Tax	181.16	180.82
Other Comprehensive Income	(5.84)	6.48
Net Profit	175.32	187.30

2. Financial Performance/State of Company Affairs:

- Total income of the Company for Financial Year ended on 31st March, 2025 stood at INR. 3,692.51 Lakhs (INR. 3,642.28) Lakhs in Financial Year ended on 31st March, 2024).
- Profit from continuing operations before Interest, Depreciation, and Exceptional Items & Tax stood at INR. 418.81 Lakhs at the Financial Year ended on 31st March, 2025.
- Profit from continuing operations before Tax (PBT) stood at INR. 235.12 Lakhs and Profit from continuing operations After Tax (PAT) stood at INR. 181.16 Lakhs. Net profit for the period Financial Year ended on 31st March, 2025 stood at INR. 175.32 Lakhs.

Your Company turnover INR 3571.20 Lakhs during the year under review as against INR 3559.62 Lakhs during the last Financial Year ended on 31st March, 2024, hence aggregate turnover increased by 0.33% as compared to last year. However, the aggregate net profit of the company decreased by 6.40% as compared to last year.

3. Declaration of Dividend

Based on the Company's performance, your Board of Directors are pleased to recommend, for the approval of

the members, a Dividend of INR. 50/- per equity share (50%) on the face value of INR. 100/- each, aggregating INR. 11,25,000 for the Financial Year ended 31st March, 2025. The dividend payout is subject to the approval of members at the ensuing 61st Annual General Meeting.

4. Transfer to General Reserve

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

5. Share Capital of the Company and Changes Therein :

During the Financial Year 2024-25, there was no public issue, rights issue, bonus issue or preferential issue etc was made by the Company.

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

6. Listing of Shares

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

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

7. Credit Rating

During the year under review, the Company did not avail any credit rating agency service; hence rating of the Company is not available for the Financial Year ended on 31st March, 2025.

8. Investor Education and Protection Fund (IEPF)

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

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

9. Directors and Key Managerial Personnel

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical backgrounds, age, ethnicity, race and gender, that will help us retain our competitive advantage.

The composition of board & key managerial personnel (KMP) as on 31st March 2025, changes during the year & changes after the closure of financial year up to the date of signing of this report are annexed as Annexure – C to this Report.

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

Changes in Directors & KMP are as under

a) Appointment/Re-appointment of Directors:

i. Retire by Rotation

Pursuant to the provisions of Section 152 of the Companies Act, 2013, and Articles of Association of the Company, Mr. Motilal Sanvlo Keny (DIN: 06813111), Director of the Company, retires by rotation, and being eligible, has offered himself for re-appointment at the 61st Annual General Meeting.

Based on the performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment.

A resolution seeking shareholders approval for his re-appointment as set out in Item No. 3 of the accompanied Notice.

Brief details of Mr. Motilal Sanvlo Keny (DIN: 06813111), Directors proposed to be re-appointed, as required under Regulation 36 of the SEBI Listing Regulations and the applicable Secretarial Standards, are provided in Annexure-A in the Notice of the 61st Annual General Meeting.

i. Appointment of Company Secretary & Compliance Officer (Key Managerial Personnel) of the Company:

Pursuant to the provisions of Section 203 of the Companies Act, 2013 and Regulation 6(1) of the SEBI (Listing Obligations & Disclosure requirements) Regulations, 2015, the Board of Directors of the Company at their 02/2025-26 Board Meeting held on Wednesday, 13th August, 2025 had appointed **Mr. Roshan Varshney, having Membership No: A61362**, for the post of the Company Secretary and Compliance Officer of the Company (Key Managerial Personnel of the Company) with immediate effect and the consent letter in this regard has been already received by the company in the place of resigning Company Secretary and Compliance Officer of the Company, Ms. Nirzara Kesarwani, having Membership No: A61661, whose resignation was effective from 31st day of May, 2025.

ii. Retirement of CFO:

Mr. Shashidhar Dattanand Haridas, who was appointed as Chief Finance Officer of the company as on 09th November, 2023 and has achieved his superannuation as on 06th June, 2025 and requested the company to relive him from his duties at the close of the office hours on 06th June, 2025. And thereby the company has accepted his retirement with effect from date of his retirement.

iii. Appointment of CFO:

Pursuant to Section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014, and on the recommendation of the 'Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on 26th May, 2025 appointed **Mr. Shekhar Madhukar Nagwekar** as a Chief Financial Officer (KMP) of the Company w.e.f. 07th June, 2025 in place of Mr. Shashidhar Dattanand Haridas, who was appointed as the Chief Financial Officer (KMP) of the Company as on 09th November, 2023, and requested the Company to relieve from the post on his superannuation on the 6th June, 2025 & his request was accepted with the immediate effect.

10. Declaration by Independent Directors

All Independent Directors of the Company have submitted requisite declaration to the Company at the First Board Meeting of the Financial Year 2024-25 confirming that they (i) continue to meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations; and (ii) are compliant of the Code of Conduct laid down under Schedule IV of the Companies Act, 2013.

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

11. Meetings of the Board

The Company has conducted Four (4) Board Meetings during the FY 2024-25. For further details, please refer **Annexure – C** to this Report.

The intervening gap between the two Board Meetings did not exceed 120 days as prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

12. Meetings of Shareholders

During the Financial Year ended 31st March, 2025, the shareholders met one time on 24th September, 2024 in the 60th Annual General Meeting of the Company.

13. Audit Committee

For constitution and other details of the Audit Committee, please refer **Annexure – C** to this Report.

All the recommendations made by the Audit Committee were accepted by the Board during the Financial Year ended on 31st March 2025.

14. Independent Directors Meeting

During the year under review, an Independent Directors meeting was held on 10th February, 2025 in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

15. Policy on Directors' Appointment and Remuneration:

Pursuant to provisions of the Act, the Nomination and Remuneration Committee ('NRC') of your Board has formulated a Remuneration Policy for the appointment and determination of remuneration of the Directors, Key

Managerial Personnel, Senior Management, and other employees of your Company. The NRC has also developed the criteria for determining the qualifications, positive attributes, and independence of Directors and for making payments to Executive and Non-Executive Directors of the Company.

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

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

In order to ensure that the Board and Board Committees are functioning effectively and to comply with statutory requirements, the annual performance evaluation of the Board, Board Committees and Individual Directors was conducted during the Financial Year ended on 31st March, 2025. The evaluation was carried out based on the criteria and framework approved by the Nomination and Remuneration Committee (NRC).

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and of the Chairman of the Company was evaluated, taking into account the views of executive Directors and Non – Executive Directors.

The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

17. Directors' Responsibility Statement

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

- (i) In the preparation of the annual accounts for the Financial Year ended 31st March, 2025, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed along with proper explanation relating to material departures;
- (ii) That they have selected such accounting policies and applied them consistently and made judgements, and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2025 and the Statement of Profit and Loss of the company for year ended on that date;
- (iii) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That they have prepared the annual accounts for Financial Year ended 31st March, 2025 on a 'going concern' basis;
- (v) That they have laid down Internal Financial Controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; &

- (vi) That they had devised proper systems in place to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

18. Internal Financial Control and its Adequacy

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

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

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

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

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

21. Contracts and Arrangements with Related Parties

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the Financial Year ended on 31st March, 2025 were in the ordinary course of business and on basis of arm's length pricing. Thus, the details of the transactions are furnished in form AOC-2 which is enclosed as part of this report as Annexure-F. And also mentioned in Note 2.36 of Annual Financial Statement for the Financial Year ended on 31st March, 2025.

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

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

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are provided as **Annexure – B** and forms an integral part of this Report.

23. Risk Management

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

capable of addressing those risks.

24. Vigil Mechanism/ Whistle Blower Policy

The Company is committed to foster an environment of honest and open communication and discussion, consistent with the values. The Company has formulated a Whistle-Blower Policy, which lays down the process to convey genuine concerns to the Management and seek resolution towards the same without fear of retaliation. This policy covers reporting of any violation, wrongdoing, or non-compliance, including without limitation, those relating to the Code of Conduct, policies and standard procedures of the Company, and any incident involving leak or suspected leak of Unpublished Price Sensitive information (UPSI) or unethical use of UPSI in accordance with (or under) the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects every employee/director of the Company who intend to raise a concern about serious irregularities within the Company. The Chairperson of the Audit Committee of the Company looks into the complaints raised in this regard.

25. Auditors and Auditors' Report

Statutory Auditors & Report of Statutory Auditors:

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

The Report given by the Auditor's on the Financial Statements of the Company for the Financial Year ended 31st March, 2025 is the Part of this 61st Annual Report.

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

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

Secretarial Auditors & Report of Secretarial Audit:

Pursuant to the Provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014, as amended, the Board of Directors of the Company at their 02/2024-25 Board Meeting held on Friday, 09th August, 2024 had appointed **M/s. Ankur Gandhi & Associates, Practicing Company Secretaries**, as the Secretarial Auditor of the Company for conducting the secretarial audit of the Company for the Financial Year 2024-25. The Secretarial Audit Report for the Financial Year ended 31st March, 2025 is enclosed as **Annexure – D** and forms an integral part of this Report.

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

Further the Board of Directors of the Company at their

02/2025-26 Board Meeting held on Wednesday, 13th August, 2025 had appointed **M/s. Ankur Gandhi & Associates, Practicing Company Secretaries** as the Secretarial Auditors of the Company for period of five (5) consecutive years commencing from FY 2025-26 till FY 2029-30, to conduct the secretarial audit of the Company and to furnish the Secretarial Audit Report.

Internal Auditors & Report of Internal Audit :

Pursuant to the Provisions of Section 138 of the Companies Act, 2013 and Rule 13 of the Companies (Accounts) Rules, 2014, as amended, the Board of Directors of the Company at their 01/2024-25 Board Meeting held on Tuesday, 28th May, 2024 had appointed **M/s. M.B. Raama Bhat & Associates, Chartered Accountants**, for Karnataka Unit & **M/s. S B R V A N D C O** for Kerala Unit of the Company as an Internal Auditor of the Company for conducting the Internal audit of the Company for the Financial Year 2024-25.

Further the Board of Directors of the Company at their 01/2025-26 Board Meeting held on Monday, 26th May, 2025 had appointed **M/s. M.B. Raama Bhat & Associates, Chartered Accountants**, for Karnataka Unit & **M/s. S B R V A N D C O** for Kerala Unit of the Company to conduct the Internal Audit of the Company for the Financial Year 2025-26.

Cost Audit and maintenance of Cost Records

The Company is maintaining the Cost Records as required to be maintained under Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 and other applicable provisions.t

The provisions of Section 148 of the Companies Act, 2013 relating to Cost Audit is not applicable to your Company during the period under review, hence the company is not mandated to appoint Cost Auditor.

26. Annual Return

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

27. Management Discussion & Analysis

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

28. Corporate Governance

Since the Paid-up Equity Share Capital of the Company does not exceed INR. 10 Crores and the Net worth does not exceed INR. 25 Crores at the end of the Financial Year of the Company i.e. 31st March, 2025, the quarterly and yearly Report on Corporate Governance is not applicable on the Company as per the provisions of Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

29. Registrar and Share Transfer Agent

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

Address: Office No: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093
Phone No: 022-262638200, Fax: 022-062638299
Email: investor@bigshareonline.com

All correspondence may kindly be sent to the above address only.

30. Particulars of Employees and related disclosures:

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

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

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

32. Prevention of Sexual Harassment

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder for prevention and redressal of complaints of sexual harassment at workplace. The Company is committed to provide equal opportunities without regard to their race, caste, sex, religion, colour, nationality, disability, etc. All women associates (permanent, temporary, contractual and trainees) as well as any women visiting the Company's office premises or women service providers are covered under this Policy. All employees are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological.

The Company has also complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In terms of the requirement of Section 21(1) of The Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013, the Board of Directors of your Company has formed an "Internal complaints Committee" & POSH Policy pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder.

The committee members consist of the following Members:

1. Mrs. Geeta Sanjeev Prabhudesai : Presiding Officer (Chairperson)
2. Mrs. Kavita Yogesh Wagle : Member- Employee
3. Mrs. Mildred Barreto : Member- Employee
4. Mrs. Meera Medekar : External Member (Advocate)

The Company has done awareness sessions amongst

the employees during the year. The Company is committed to provide a safe and conducive work environment to its employees. The Company has constituted an internal committee to consider and resolve all sexual harassment complaints reported by the aggrieved person. Your directors further apprise that during the year under review, the following is a summary of complaints received and resolved during the reporting period under pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- a. number of complaints of sexual harassment received in the year – zero (0)
- b. number of complaints disposed off during the year - zero (0)
- c. number of cases pending for more than ninety days - zero (0)

33. Maternity Benefit Provided by the Company under Maternity Benefit Act 1961

The Company declares that it has duly complied with the provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leave, continuity of salary and service during the leave period, and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.

34. Audit Trail Applicability (Audit and Auditors) Rules 2014 - Rule 11 of the Companies Act, 2013

The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is applicable for the financial year ended March 31, 2025.

35. Valuation

The company did not availed any loans/ borrowings from bank/financial institutions during the Financial Year under review & therefore not done any valuations during the year. Hence, the provisions regarding disclosure of details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof are not applicable to the company.

36. Designated person under Companies (Management and Administration) Rules, 2014

In accordance with the amendment vide MCA notification dated 27.10.2023, in Rule 9 of the Companies (Management and Administration) Rules, 2014, the Board in its meeting held on 13th August, 2025 appointed Mr. Roshan varshney, Company Secretary as designated person for providing information regarding beneficial interest in shares of the company. This

designation facilitates compliance with regulatory obligations and will be reflected in the Annual Return submitted to the Registrar of Companies. Any subsequent changes to this designation will be communicated to the Registrar using e-form GNL-2, as mandated.

37. Secretarial Standards

As per Section 118(10) of the Companies Act, 2013, The Company has complied with all the applicable provisions of Secretarial Standard on Meetings of Board of Directors (SS-1), Secretarial Standard on General Meetings (SS-2), Secretarial Standard on Dividend (SS-3) Secretarial Standard on Report of the Board of Directors (SS-4) respectively issued by Institute of Company Secretaries of India.

38. Industrial Relations

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

General

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

1. Issue of Equity Shares with differential right as to dividend, voting or otherwise
2. Issue of Shares (Including Sweat Equity Shares) to employees of the Company under the scheme.
3. Details relating to deposits covered under Chapter V of the Act.
4. Your Company did not have/become/Ceased to have any Holding, Subsidiary, Associate and Joint venture Company(ies) during the financial year under review.
5. The provision under section 135 of the Companies Act, 2013 in respect of Corporate Social Responsibility is not applicable to the Company.
6. There are no significant material orders passed by the Regulators/Courts/Tribunals or any Statutory Authority(ies) which would impact the going concern status of the Company and its future operations.
7. There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 by the Company during the Financial year 2024-25.
8. There is no change in nature of business of the Company during the year under review.

Acknowledgement

Your Directors are thankful to the Central and State Government Authorities, Stock Exchanges, Financial Institutions and Bankers, Stakeholders and Employers for their continued support during the year under review. We place on record our appreciation for their contribution.

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

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

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

**Dated: 13th August, 2025
Place: Margao-Goa**

ANNEXURE - B TO THE DIRECTORS' REPORT

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

A	Conservation of Energy	Particulars
	i) The steps taken or impact on conservation of energy	All the machinery is kept in good condition, which helps to reduce the consumption of electrical load. Oil used is only for lubrication purpose.
	ii) The steps taken by the company for utilizing alternate sources of energy.	Existing high electricity consuming Fluorescent and sodium lamps are replaced with LED bulbs and thus the consumption of electrical power for lighting has been drastically come down. The water coming out from the heat exchangers are cooled in the pond by sprinkling process and thus reduced the usage of cooling tower which is the energy consuming equipment. Rainwater harvesting is implemented and there has been a significant improvement in water levels in the nearby well. Efficient usages of equipment's are also monitored for rated production for energy conservation.
	iii) the capital investment on energy conservation equipment's	NIL
B	Technology Absorption	
	(i) efforts made towards technology absorption	The Company always keeps itself updated with all the latest technological innovations by way of constant communications and consultations. Efforts are being made to reduce costs and to improve performance.
	(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	
	(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – a. the details of technology imported ; b. the year of import; c. whether the technology has been fully absorbed; d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	NIL
	(iv) The expenditure incurred on Research and Development.	NIL
C.	Foreign Exchange Earnings and Outgo:	The total foreign exchange outgoings during the year 2024-25 was equivalent to Rs 80,08,885.63 Foreign Exchange earned during the year 2024-25 was equivalent to Nil

By Order of the Board For The Southern Gas Limited

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

Sd/-
Motilal Sanvlo Keny
Director - DIN: 06813111

Dated: 13th August, 2025
Place: Margao-Goa

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

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

As on March 31, 2025, the Board comprises six Directors. During the year, the tenure of Mr. S. P. Patnekar (DIN: 01939882), who served as a Non-Executive Independent Director of the Company, got completed at the conclusion of the 60th Annual General Meeting (AGM) held on. 24th September, 2024, due to completion of two term of five consecutive years as Independent Directors in the Board. The names and categories of Directors, the number of Directorship and Committee position(s) held by them in the companies, meetings attended by them and other relevant particulars are given below:

Name and Category of Directors	Designation	Direct orship in other listed entity & Category	Relation - ship with each other	No. of Board Meetings attended/ held during the FY 2024-25	Whether attended the last AGM	No. of directorships in Public Companies	No. of Committee Memberships / (Chairmanships) in Companies as on 13 th August, 2025	
							Chair man	Member
Mr. Gautam V. Pai Kakode Executive Director	Managing Director	N	Husband of Mrs. Yogita G. Pai Kakode	4/4	Y	1	N	N
Mr. Yogita G. Pai Kakode Non-Executive & Promoter Group	Director	N	Wife of Mr. Gautam V. Pai Kakode	4/4	Y	1	N	N
Mr. M. S. Keny Non-Executive	Director	N	N.A.	4/ 4	Y	1	N	2
Mr. Purushottam S. Mantri Non-Executive & Independent	Independent Director	Y	N.A .	4/4	Y	3	5	1
Mr. Ninad Gurudas Kamat Non-Executive & Independent	Independent Director	Y	N.A .	4/4	Y	2	1	3
Mr. Govind Vithal Kamat Non-Executive & Independent	Independent Director	N	N.A.	4/4	Y	1	N	1
*Mr. S. P. Patnekar NonExecutive & Independent	Independent Director	N	N.A.	2/2	Y	1	N.A.	N.A.

*The tenure of Mr. S. P. Patnekar, as Non-Executive Independent Directors of the Company got completed at the conclusion of the 60th Annual General Meeting (AGM) held on. 24th September, 2024, due to completion of two term of five consecutive years as Independent Directors in the Board.

Y = Yes N = No N = None N.A = Not applicable

A brief resume of the directors being appointed/re-appointed at the 61st Annual General Meeting, the nature of their expertise in specific functional areas and names of companies in which they hold directorship and membership of the committees of the Board is **Annexure A** to the Notice.

The Composition of the Board is in conformity with Regulation 17 of SEBI (LODR) Regulation 2015.

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

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

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

During the financial year ended on 31st March, 2025, the Board of Directors met Four (4) times on the following dates: -

1. 28th May, 2024;
2. 09th August, 2024;
3. 08th November, 2024; &
4. 10th February, 2025.

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

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

Board Procedures

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

Code of Conduct

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

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

Annual Report of the Company.

Audit Committee

Constitution as on 31st March, 2025

As on 31st March, 2025 the Audit Committee comprises of the following Director:

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

Terms of Reference

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

Role of the Audit Committee

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

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

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

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

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

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

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

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

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

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

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

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

21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The audit committee shall mandatorily review the following information :

- management discussion and analysis of financial condition and results of operations;
- management letters/letters of internal control weaknesses, if any, issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations:
- quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

- annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Powers of the Audit Committee

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

Meetings & Attendance

During the financial year 2024-25, 4 (Four) Audit Committee meetings were held on following dates:

- 1.28th May, 2024;
- 2.09th August, 2024;
- 3.08th November, 2024; &
- 4.10th February, 2025.

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

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

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

Nomination and Remuneration Committee Constitution

As on 31st March, 2025 the Nomination and Remuneration Committee comprises of the following Non-Executive Directors:

S. No.	Name of the Director	DIN	Designations
1.	Mr. Purushottam S. Mantri	06785989	Non-Executive & Independent Director (Chairman)
2.	Mr. Govind V. Kamat	09614134	Non-Executive & Independent Director
3.	Mr. M. S. Keny	06813111	Non-Executive & Director

Terms of Reference

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

Role of the Nomination and Remuneration Committee :

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel, and other employees.
- 1A. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and

capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
2. Formulation of criteria for evaluation of Independent Directors and the Board.
 3. Devising a policy on Board diversity.
 4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
 5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
 6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

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

Meetings & Attendance

During the financial year 2024-25, Four (4) Nomination & Remuneration Committee meetings were held on following dates:

- 1.28th May, 2024;
- 2.09th August, 2024;
- 3.08th November, 2024; &
- 4.10th February, 2025.

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

Name of Member	No. of Meetings	
	Held	Attended
Mr. Purushottam S. Mantri	4	4
Mr. Govind V. Kamat	2	2
Mr. M. S. Keny	4	4

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

Details of Remuneration of Directors

The Company has not paid any remuneration to any of its Non-Executive Directors, except Sitting Fees for attending meetings of the Board and all its committees for which INR.3,000/- per meeting as paid for Board.

The aggregate amount of sitting fees paid during the financial year 2024-25 was INR. 66,000/- (excluding applicable taxes).

The aggregate amount of remuneration paid to the Managing Director during the financial year 2024-25 was INR. 61,21,600/- (excluding applicable taxes)

No stock options were issued to the Directors during the period under report.

Stakeholders' Relationship Committee Constitution

As on 31st March, 2025 the Stakeholders' Relationship Committee comprises of the following Non-Executive Directors:

S. No.	Name of the Director	DIN	Designations
1.	Mr. Purushottam S. Matri	06785989	Non -Executive & Independent Director (Chairman)
2	Mr. M. S. Keny	06813111	Non -Executive & Director
3.	Mr. Ninad Gurudas Kamat	09611972	Non Executive & Director

Terms of Reference

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

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

Meetings & Attendance

During the financial year 2024-25, four (4) Stakeholders' Relationship Committee meetings were held on following dates:

- 1.28th May, 2024;
- 2.09th August, 2024;
- 3.08th November, 2024; &
- 4.10th February, 2025.

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

Name of Member	No. of Meetings	
	Held	Attended
Mr. Purushottam S. Mantri	2	2
Mr. M. S. Keny	4	4
Mr. Ninad Gurudas Kamat	4	4

Separate Independent Directors' Meeting Constitution

As on 31st March, 2025 the Separate Independent Directors' Committee comprises of the following Non-Executive Directors:

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

Terms of Reference

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

Meetings & Attendance

During the Financial year ended on 31st March, 2025, one Separate Meeting of Independent Directors' was held on 10th day of February, 2025. The meeting inter alia discussed :

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

By Order of the Board
For The Southern Gas Limited

Sd/-
Gautam Pai Kakode
Managing Director
DIN:02395512

Sd/-
Motilal Sanvlo Keny
Director
DIN: 06813111

Dated: 13th August, 2025
Place: Margao-Goa

Annexure D

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR
ENDED 31st MARCH, 2025

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

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by The Southern Gas Limited (CIN No. L24111GA1963PLC000562) (hereinafter called the company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2025 (Audit period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) The applicable clauses of the following other laws and regulations specifically applicable to the company (as per representation made by the company):
 - i. The Water (Prevention and Control of Pollution) Act 1974, and Rules made there under;
 - ii. The Air (Prevention and control of pollution) Act 1981 and Rules made there under;
 - iii. The Goa Daman and Diu shops and establishment Act 1973 and the Goa Daman and Diu Shops and Establishment Rules 1975;
 - iv. The Legal Metrology Act 2009 and Rules made there under;
 - v. Drugs and Cosmetics Act 1940 and the Rules made there under;
 - vi. The Explosive Act 1884 and the Rules made there under;
 - vii. The Gas Cylinders Rules 2016;
 - viii. The Petroleum Act 1934 and the Rules made there under;
 - ix. The Employees State Insurance Act 1948 and the Rules made there under;
 - x. The Employees provident Fund and Miscellaneous Act 1952 and the Rules made there under;
 - xi. The Payment of Bonus Act 1965 and the Rules made there under;
 - xii. The Payment of Gratuity Act 1972 and the Rules made there under;
 - xiii. The Factories Act and the Rules made there under;

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreement entered into by the Company with the BSE Limited pursuant to SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and
- iii) The Sexual Harassment of woman at workplace (Prevention, Prohibition and Redressal) Act, 2013 as amended from time to time.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

We further Report That,

*It is noted that the Notice of the Annual General Meeting held on **24th September, 2024** was inadvertently not marked to the Secretarial Auditor as required under **Secretarial Standard-2 (SS-2), clause 1.2.1**. Consequently, the Secretarial Auditor could not exercise the right to attend the meeting under **clause 4.3 of SS-2**.*

The lapse was brought to the notice of the Company by email dated **03.10.2024**. The management has clarified that the omission was purely inadvertent and unintentional, and it has been assured that due care will be taken to ensure that the Secretarial Auditor is duly notified of all future meetings, in compliance with the requirements of SS-2 and the Companies Act, 2013.

We further report that:

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

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

All decisions at Board Meeting and Committee Meeting were carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or committees of the Board as the case may be.

We further report that

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

Ankur Gandhi & Associates
Practicing Company Secretaries
Sd/-
Ankurkumar D. Gandhi
Proprietor
Membership No.: A-48016
COP: 17543

UDIN Number: A048016G000996579
Peer Review No.: 2468/2022
Place: Bilimora, Gujarat
Date: 13.08.2025

This report is to be read with my letter of even date which is annexed as **Annexure** and forms an integral part of this report.

Annexure to Secretarial Audit Report

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

Our report of even date is to be read along with this letter.

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

Ankur Gandhi & Associates
Practicing Company Secretaries
Sd/-
Ankurkumar D. Gandhi
Proprietor
Membership No.: A-48016
COP: 17543

UDIN Number: A048016G000996579
Peer Review No.: 2468/2022
Place: Bilimora, Gujarat
Date: 13.08.2025

ANNEXURE – E TO THE DIRECTORS' REPORT

(A) Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2024-25, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25 are as under:

₹ in lakhs

Sr. No.	Name of Director / KMP and Designation	Designation	Remuneration paid in FY 2024-25	% increase in Remuneration in the FY 2024-25	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. Gautam V. Pai Kakode	Managing Director	61.22	0.01	Nil
2.	Mrs. Yogita G. Pai Kakode*	Non-Executive Director	0.12	Nil	Nil
3.	Mr. M. S. Keny*	Non-Executive Director	0.12	Nil	Nil
4.	Mr. S. P. Patnekar*	Independent Director	0.06	Nil	Nil
5.	Mr. Purushottam Mantri *	Independent Director	0.12	Nil	Nil
6.	Mr. Ninad Gurudas Kamat*	Independent Director	0.12	Nil	Nil
7.	Mr. Govind Vithal Kamat*	Independent Director	0.12	Nil	Nil
8.	Mr. Shashidhar Dattanand Haridas	Chief Financial Officer	11.30	Nil	Nil
9.	Ms. Nirzara Kesarwani	Company Secretary	6.55	Nil	Nil

* Paid sitting fees for attending Board Meetings.

- i) The percentage increase in the median remuneration of employees (excluding resigned and employed part of the year) in financial year 2024-25 was 1.04%
- ii) There were 94 permanent employees on the rolls of the Company as on 31st March, 2025.
- iii) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2024-25 was 0.86% whereas the increase in the managerial remuneration for the same financial year was 0.86%.
- iv) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

(B) Particulars of Employees pursuant to Section 197 of the Companies Act, 2013, read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forming part of the Directors' Report for the year ended 31st March, 2025.

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

₹ in lakhs

Sr. No.	Name of the Employee	Designation	Remuneration
1	Mr. Gautam V. Pai Kakode	Managing Director	61.22
2	Mr. Sadananda Pai. H	General Manager– Operations	15.12
3	Mr. Bangari R	Sr. Manager Technical	11.38
4	Mr. Shashidhar Haridas	Sr. Manager Finance (CFO)	11.30
5	Mr. Shekhar Nagwekar	Manager–Accounts & Compliance	9.68
6	Mr. Prashila Wagle	Sr. Manager Business Development	8.94
7	Mr. Satheesh Prabhu	Plant Engineer	8.40
8	Mr. Rejeesh P. P.	Manager Sales & Marketing	7.42
9	Mrs. Geeta Prabhudessai	Manager–Accounts	7.42
10	Mr. T Shashikant Udupa	Quality Control Manager	6.80

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

By Order of the Board For The Southern Gas Limited

Dated: 13th August, 2025
Place: Margao-Goa

Sd/-
Gautam Pai Kakode
Managing Director
DIN:02395512

Sd/-
Motilal Sanvlo Keny
Director
DIN: 06813111

ANNEXURE – F
Form AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by company with related parties referred to in sub-section (1) section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

(i) Details of contracts or arrangements or transactions not at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the Contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board
NIL					

(ii) Details of material contracts or arrangement or transactions at arm's length basis:

The transactions were carried out during the ordinary course of business:

(Amount in Lakhs)

Name(s) of the related party and nature of relationship	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the Contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board
Malabar Oxygen Company(P) Ltd	Enterprise where significant Influence exists	Purchase of Goods	Ongoing Basis	0	28.05.2024
Bangalore Oxygen Company(P) Ltd	Enterprise where significant Influence exists	Purchase of Goods	Ongoing Basis	86.07	28.05.2024
Malabar Oxygen Company(P) Ltd	Enterprise where significant Influence exists	Sale of Goods	Ongoing Basis	51.78	28.05.2024
Malabar Oxygen Company(P) Ltd	Enterprise where significant Influence exists	Payment of Freight/other expenses	Ongoing Basis	2.33	28.05.2024
Bangalore Oxygen Company(P) Ltd	Enterprise where significant Influence exists	Payment of Freight/other expenses	Ongoing Basis	2.60	28.05.2024
Bangalore Oxygen Company(P) Ltd	Enterprise where significant Influence exists	Penalty Charges for delayed return of Cylinders	Ongoing Basis	0.61	28.05.2024

Malabar Oxygen Company(P) Ltd	Enterprise where significant Influence exists	Receipt of Freight/other receipts	Ongoing Basis	0.99	28.05.2024
Gautam V. Pai Kakode	Key managerial personnel	Payment of Rent	Ongoing Basis	9.72	28.05.2024
Yogita G Pai Kakode	Key managerial personnel	Payment of Rent	Ongoing Basis	10.37	28.05.2024
1. Gautam V. Pai Kakode	Key managerial personnel	Remuneration / Sitting Fees	Ongoing Basis	61.00	28.05.2024
2. Yogita G Pai Kakode				0.12	
3. Sripad P. Patnekar				0.06	
4. Motilal S Keny				0.12	
5. Shashidar Haridas				11.09	
6. Purushottam Mantri				0.12	
7. Ninad Gurudas Kamat				0.12	
8. Govind Vithal Kamat				0.12	
9. Nirzara Kesarwani				6.33	
10. Saineel Pai Kakode				4.00	

By Order of the Board For The Southern Gas Limited

Sd/-
Gautam Pai Kakode
Managing Director
DIN:02395512

Sd/-
Motilal Sanvlo Keny
Director
DIN: 06813111

Dated: 13th August, 2025
Place: Margao-Goa

Compliance Certificate under Regulation 17(8) of SEBI

To,
The Board of Directors,
The Southern Gas Limited
Reg. Off.: Meera Classic, Phase II,
Gogol, Borda, Margao, South Goa – 403602

Sub : Compliance Certificate pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We **Gautam V. Pai Kakode (DIN : 02395512)**, Managing Director & **Shashidhar Dattanand Haridas**, Chief Financial Officer of **The Southern Gas Limited** ("the Company"), do hereby certify to the board that :

1. We have reviewed financial statements and the cash flow statement for the quarter & year ended on 31st March, 2025 and that to the best of my knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. 1. To the best of my knowledge and belief, no transactions entered into by the listed entity during the quarter & year ended on 31st March, 2025 which are fraudulent, illegal or violative of the listed entity's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which that are aware and the steps they have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit committee that there is no significant:
 - a) changes in internal control over financial reporting during the quarter;
 - b) changes in accounting policies during the quarter and that the same have been disclosed in the notes to the financial statements; and
 - c) fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For The Southern Gas Limited

Sd/-
Gautam Pai Kakode
Managing Director

Sd/-
Shashidhar Dattanand Haridas
Chief Finance Officer

Date: 26th day of May, 2025
Place: Margao-Goa

Annexure to the Board's Report

Management Discussion and Analysis Report

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

GLOBAL OUTLOOK

The global outlook provides an assessment of the expected trajectory of the world economy, considering current trends, risks, and opportunities. As of 2025, the global outlook is shaped by several key factors, including inflationary pressures, geopolitical tensions, economic recovery from the COVID-19 pandemic and the ongoing digital and green transitions. Here's a detailed overview:

GLOBAL ECONOMY

The global economy navigated FY 2024–25 with moderate growth and demonstrated resilience amidst a complex macroeconomic landscape marked by continued monetary tightening, geopolitical tensions, and supply chain realignments. According to the IMF, global GDP growth held steady at 3.1% in 2023 and is forecasted to remain at 3.2% in 2024, followed by a modest increase to 3.3% in 2025, driven by robust domestic demand in select emerging markets and a modest recovery in global trade.

Overall, the global economic environment in FY 2024–25 was characterized by cautious optimism due to renewed geopolitical tensions (notably in the Middle East and Eastern Europe), financial sector vulnerabilities, high debt levels in low-income countries, and climate-related disruptions. Businesses worldwide continued to adapt to a “new normal” shaped by supply chain diversification, digital transformation, demographic shifts, green investments and evolving sustainability expectations.

INDIAN ECONOMY OVERVIEW

India continued to shine as the fastest-growing major economy in FY25, with GDP growth estimated at 6.8%, a slight moderation from 8.2% in FY24.

The expansion was driven by healthy domestic consumption, a revival in private capital expenditure, and sustained government focus on infrastructure and digitalization.

Economic Outlook

For FY26, India's GDP growth is projected to range between 6.3% and 6.8%, with services and infrastructure remaining the key drivers. However, challenges such as global trade restrictions, commodity price volatility, and the need for sustained job creation (90 million non-farm jobs by 2030) require strategic focus. Investments in education and healthcare, projected to rise to 6.5% and 3.8% of GDP by FY2048, respectively, will be critical to harnessing India's demographic dividend and achieving the Viksit Bharat 2047 vision. Continued emphasis on clean energy, supply chain localization, and digital innovation positions India favourably for sustained medium-term growth.

INDUSTRY OVERVIEW

Medical Gases: Medical gases, including oxygen, nitrogen, nitrous oxide, and medical air, are critical for patient care in hospitals, clinics, and home healthcare

settings. They are used in anesthesia, respiratory therapy, diagnostic procedures, and life support.

Industrial Gases: Industrial gases, such as oxygen, nitrogen, hydrogen, carbon dioxide, and argon, are used across various sectors, including manufacturing, chemicals, energy, electronics, and food processing. These gases play a crucial role in processes like welding, cutting, refining, and refrigeration.

OPPORTUNITIES

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

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

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

OUTLOOK

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

RISKS AND CONCERNS

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The operational revenue of the company during the year was of Rs. 3571.20 which is less in comparison to the previous year.

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

₹ in lakhs

Particulars	FY 2024-25	FY 2023-24
Revenue from Operations	3,571.20	3,559.62
Expenses:	1,654.20	1,494.77
Cost of material consumed		
Gross Profit	1,917.00	2,064.85

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

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

Safety, Health and Environment

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

Cautionary Statement

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

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

Sd/-
Gautam Pai Kakode
Managing Director
DIN:02395512

Sd/-
Motilal Sanvlo Keny
Director
DIN: 06813111

Dated: 13th August, 2025
Place: Margao-Goa

INDEPENDENT AUDITORS' REPORT

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

Opinion

We have audited the accompanying standalone Ind AS financial statements of **The Southern Gas Limited** ("the Company"), which comprise the balance sheet as 31st March 2025, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

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

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

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

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the financial statements

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

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

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

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

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

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

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

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

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

e) On the basis of written representations received from the directors as on March 31, 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of section 164 (2) of the Act;

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

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

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

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

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

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

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

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

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

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

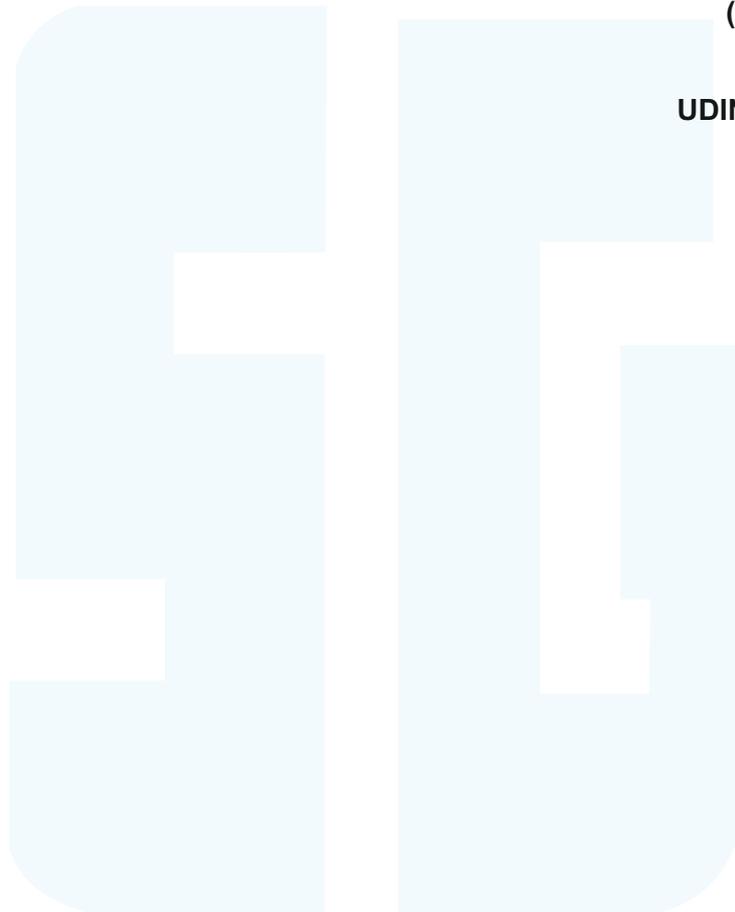
(v) The dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend. No Interim dividend was declared and paid by the Company during the year. As stated in Statement of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

vi) Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

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

(Manjunath M Hegde)
Partner
Mem. No. 138268
UDIN: 25138268BMIVAJ5900

Place: Margao-Goa
Date: 26th May, 2025



ANNEXURE "A"

REFERRED TO IN PARAGRAPH 1 OF OUR REPORT ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2025

- (i.) (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
(B) The Company has maintained proper records showing full particulars of intangible assets.
(b) As informed to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals, except for gas cylinders with customers. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
(c) According to the information and explanations given by the management, Title deeds of immovable properties are held in the name of the Company.
(d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.
(e) Based on the information and explanations furnished to us, no proceedings have been initiated on (or) are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- (ii.) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Inventories lying with third parties have substantially been confirmed by them as at year end. No discrepancies of 10% or more in aggregate for each class of inventory were noticed.
(b) During the year, the Company has not been sanctioned working capital limits in excess of ₹ 5 Crores, in aggregate from banks and financial institutions on the basis of security of current assets and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.
- (iii.) (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.
(b) During the year the investments made by the Company are not prejudicial to the Company's interest. The Company has not provided guarantees or security and has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties and hence not commented upon.
(c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) to 3(iii)(f) of the Order is not applicable to the Company and hence not commented upon.
- (iv.) In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any transaction which is covered under the provisions of Section 185 and 186 of the Act, with respect to the loans, investments and security made.
- (v.) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules 2014 (as amended). Accordingly, this clause is inapplicable to the company.
- (vi.) The company is not covered under Maintenance of cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014.
- (vii.) (a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods and Service Tax, and other material statutory dues with the appropriate authorities, though there have been delays in few cases.
(b) As explained to us, no undisputed amounts payable thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
(c) According to the information and explanations given to us and as per verification of records of the company, all disputed amounts of taxes have been deposited with the authorities as at 31.03.2025.
- (viii.) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of accounts.
- (ix.) (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted on repayment of loans or other borrowings or in the payment of interest to any lender

during the year.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Willful Defaulter by any bank or financial institution or government or any government authority.

© In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year. Hence this clause is inapplicable.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company did not have any subsidiaries, joint ventures or associate companies during the year. Hence this clause is inapplicable.

(x.) (a) According to the information and explanations given by the management, the Company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) hence, reporting under clause 3(x)(a) is not applicable to the Company and hence not commented upon.

(b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi.) (a) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our Audit.

(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

(c) No whistle blower complaints were received by the Company during the year and hence there was no question of considering the same while determining the nature, timing and extent of audit procedures.

(xii.) In our opinion, the Company is not a Nidhi Company. Accordingly, this clause is not applicable to the Company.

(xiii.) In our opinion all transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable, and the requisite details have been disclosed in the financial statements, etc, as required by the applicable accounting standards.

(xiv.) (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The reports of the Internal Auditor for the period under audit were made available to us.

(xv.) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non cash transactions with directors or persons connected with them.

(xvi.) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

© The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) The Group does not have more than one CIC as part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii.) The Company has not incurred any cash losses in the current financial year or the immediately preceding financial year.

(xviii.) There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause (xviii) is not applicable.

(xix.) On the basis of the financial ratios disclosed in note 2.44 (xiii) to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the

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

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

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

Place: Margao-Goa
Date: 26th May, 2025

(Manjunath M Hegde)
Partner
Mem. No. 138268
UDIN: 25138268BMIVAJ5900



**ANNEXURE “B” TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE
FINANCIAL STATEMENTS OF THE SOUTHERN GAS LIMITED**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of THE SOUTHERN GAS LIMITED ('the Company') as of 31st March, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2025.

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

(Manjunath M Hegde)
Partner

Mem. No. 138268

UDIN: 25138268BMIVAJ5900

Place: Margao-Goa
Date: 26th May, 2025

THE SOUTHERN GAS LIMITED
BALANCE SHEET AS AT 31st MARCH, 2025

(Rupees in lacs)

Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
ASSETS			
Non-current assets			
(a) Property, plant and equipment	2.01	1,112.66	1,121.56
(b) Capital work-in-progress	2.01	77.19	0.50
(c) Other Intangible Assets	2.01	0.14	1.20
(d) Financial assets			
(i) Investments	2.02	0.10	0.10
(ii) Others	2.03	1,236.66	1,124.76
(e) Other non-current assets	2.04	114.70	123.44
Total non-current assets (A)		2,541.44	2,371.55
Current Assets			
(a) Inventories	2.05	150.05	122.80
(b) Financial assets			
(i) Trade Receivables	2.06	488.56	514.89
(ii) Cash and cash equivalents	2.07	121.21	138.02
(iii) Bank Balances other than (ii) above	2.08	3.20	2.00
(iv) Other Current financial assets	2.09	5.54	1.62
(c) Current tax assets	2.10	1.01	13.09
(d) Other current assets	2.11	65.69	49.22
Total current assets (B)		835.26	841.63
Total Assets (A+B)		3,376.71	3,213.18
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	2.12	22.50	22.50
(b) Other Equity	2.13	2,415.38	2,251.31
Total Equity (A)		2,437.88	2,273.81
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	2.14	-	-
(b) Long Term Provisions	2.15	73.35	53.08
(c) Deferred tax liability (net)	2.16	40.50	44.04
Total non current liabilities (B)		113.85	97.12
Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	2.17	-	19.06
(ii) Trade payables	2.18		
- Total outstanding dues of Micro & Small Enterprises		18.17	13.60
- Total outstanding dues of Others		104.69	96.31
(iii) Other Current financial liabilities	2.19	605.93	621.81
(b) Other current liabilities	2.20	66.13	72.32
(c) Short Term Provisions	2.21	30.06	19.14
Total current liabilities (C)		824.98	842.25
Total equity and Liabilities (A + B + C)		3,376.71	3,213.18

Significant Accounting Policies & Notes on accounts

1 & 2

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For M R Hegde & AssociatesChartered Accountants
FRN No. 122538W

Gautam V. Pai Kakode
Managing Director
DIN :02395512

M.S. Keny
Director
DIN :06813111

CA. Manjunath M HegdePartner
M. No. 138268Place: Margao, Goa
Date: 26th May, 2025

Shashidhar Haridas
Chief Financial Officer

Nirzara Kesarwani
Company Secretary
M. No. A61661

Place: Margao, Goa
Date: 26th May, 2025

THE SOUTHERN GAS LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31ST, 2025

(Rupees in lacs)

A) EQUITY SHARE CAPITAL	As at March 31, 2025		As at March 31, 2024	
	Nos	Rupees	Nos	Rupees
Equity Shares (Refer Note 2.13)				
At the beginning of the year	22,500	22.50	22,500	22.50
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the year	22,500	22.50	22,500	22.50
Changes in Equity Share Capital during the current year	-	-	-	-
Outstanding as at the end of the year	22,500	22.50	22,500	22.50

B) OTHER EQUITY

For the year ended March 31, 2025

Particulars	Reserves & Surplus		OCI (Remeasurement of Defined Benefit Plans)	Total
	General Reserve	Retained Earnings		
Balance as on April 1, 2024	420.73	1,830.59	-	2,251.31
Changes due to accounting policy/prior period errors	-	-	-	-
Restated balance at the beginning of the year	420.73	1,830.59	-	2,251.31
Profit/ (Loss) for the year	-	181.16	-	181.16
Other Comprehensive Income/ (Loss)	-	-	(5.84)	(5.84)
Transfer of Gains/ (losses) from OCI to Retained Earnings	-	(5.84)	5.84	-
Total Comprehensive Income/ (Loss)		2,005.91	-	2,426.63
Transfer from Retained Earnings	20.00	(20.00)	-	-
	440.73	1,985.91	-	2,426.63
Dividend Paid	-	(11.25)	-	(11.25)
Balance as on March 31, 2025	440.73	1,974.66	-	2,415.38

For the year ended March 31, 2024

Particulars	Reserves & Surplus		OCI (Remeasurement of Defined Benefit Plans)	Total
	General Reserve	Retained Earnings		
Balance as on April 1, 2023	400.73	1,674.53	-	2,075.26
Changes due to accounting policy/prior period errors	-	-	-	-
Restated balance at the beginning of the year	400.73	1,674.53	-	2,075.26
Profit/ (Loss) for the year	-	180.82	-	180.82
Other Comprehensive Income/ (Loss)	-	-	6.48	6.48
Transfer of Gains/ (losses) from OCI to Retained Earnings	-	6.48	(6.48)	-
Total Comprehensive Income/ (Loss)	400.73	1,861.84	-	2,262.56
Transfer from Retained Earnings	20.00	(20.00)	-	-
	420.73	1,841.84	-	2,262.56
Dividend Paid	-	(11.25)	-	(11.25)
Balance as on March 31, 2024	420.73	1,830.59	-	2,251.31

As per our report of even date attached

For and on behalf of the Board of Directors

For M R Hegde & Associates

Chartered Accountants
FRN No. 122538W

CA. Manjunath M Hegde

Partner
M. No. 138268

Place: Margao, Goa
Date: 26th May, 2025

Gautam V. Pai Kakode
Managing Director
DIN :02395512

Shashidhar Haridas
Chief Financial Officer

Place: Margao, Goa
Date: 26th May, 2025

M.S. Keny
Director
DIN :06813111

Nirzara Kesarwani
Company Secretary
M. No. A61661

THE SOUTHERN GAS LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2025

(Rupees in lacs)

Particulars		Note No.	For the year ended 31st March, 2025	For the year ended 31st March, 2024
I.	INCOME			
	Revenue from operations	2.22	3,571.20	3,559.62
II.	Other Income	2.23	121.31	82.65
III.	Total Income (I+II)		3,692.51	3,642.28
IV.	EXPENSES			
	a. Cost of materials consumed	2.24	1,326.50	1,238.28
	b. Purchase of traded goods	2.25	331.75	257.90
	c. Changes in inventories of finished goods, work-in-progress and stock in trade	2.26	(4.05)	(1.41)
	d. Employee benefits expense	2.27	744.85	768.55
	e. Finance costs	2.28	4.03	2.63
	f. Depreciation and amortisation expenses	2.01	179.66	184.53
	g. Other expenses	2.29	874.63	946.71
	Total Expenses		3,457.39	3,397.19
V.	Profit before tax (III-IV)		235.12	245.09
VI.	Tax expense:			
	a. Income Tax - Current		66.98	55.72
	b. Income Tax - Previous Years		(9.47)	1.46
	c. Deferred tax charge / (credit)		(3.54)	7.09
VII.	Profit for the period (V-VI)		181.16	180.82
VIII.	Other Comprehensive Income			
	Items that will not be reclassified subsequently to profit or loss:			
	Remeasurement of the net defined benefit liability / Asset		(5.84)	6.48
	Total Other Comprehensive Income		(5.84)	6.48
	Total Comprehensive Income for the period		175.32	187.30
	Earnings per equity share: (In Rupees)			
	Nominal value of share Rs. 100/- (Rs. 100/-)			
	Basic and Diluted	2.30	779.20	832.46

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

1 & 2

As per our report of even date attached

For and on behalf of the Board of Directors

For M R Hegde & AssociatesChartered Accountants
FRN No. 122538W

Gautam V. Pai Kakode
Managing Director
DIN :02395512

M.S. Keny
Director
DIN :06813111

CA. Manjunath M Hegde
Partner
M. No. 138268

Shashidhar Haridas
Chief Financial Officer

Nirzara Kesarwani
Company Secretary
M. No. A61661

Place: Margao, Goa
Date: 26th May, 2025

Place: Margao, Goa
Date: 26th May, 2025

THE SOUTHERN GAS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

(Rupees in lacs)

	For the year ended 31st March, 2025	For the year ended 31st March, 2024
A. Cash Flows from Operating Activities		
Total Comprehensive Income before tax	229.28	251.57
Adjustments for:		
- Depreciation	179.66	184.53
- Interest Income	(95.88)	(68.06)
- Interest expense	4.03	2.63
- Provision for Doubtful Debts/ (W/back)	10.21	(38.55)
- Bad debts written off	2.79	4.30
- Profit/ (Loss) on Sale or write off of PPE	(22.39)	(11.60)
Sub total	78.42	73.26
Operating Profit before Working Capital Changes	307.70	324.83
Adjustments for working capital changes:		
(Increase)/ Decrease in Trade Receivables	13.33	(34.16)
(Increase)/ Decrease in Inventories	(27.25)	15.01
(Increase)/ Decrease in Other Current Financial Assets	(3.93)	3.49
(Increase)/ Decrease in Current Tax Assets	12.08	1.76
(Increase)/ Decrease in Other Current Assets	(16.47)	(31.16)
(Increase)/ Decrease in Other Non Current Assets	8.74	2.19
Increase/ (Decrease) in Trade Payables	12.95	(30.07)
Increase/ (Decrease) in Short-Term Provisions	10.91	12.34
Increase/ (Decrease) in Long-Term Provisions	20.27	(17.68)
Increase/ (Decrease) in Other current Liabilities	(6.19)	(5.44)
Increase/ (Decrease) in Other Current Financial Liabilities	(15.88)	(15.74)
	8.56	(99.46)
Cash generated from Operations	316.26	225.37
Direct taxes	(57.51)	(57.18)
Cash flow before extraordinary Items	258.75	168.19
Extraordinary items	-	-
Net Cash from/(used) in Operating Activities	258.75	168.19
B. Cash Flows from Investing Activities		
Purchase of PPE / CWIP	(269.73)	(202.41)
Sale of PPE / CWIP	45.72	15.87
(Increase)/ Decrease in Other Non Current Financial Assets	(111.90)	(197.96)
(Increase)/ Decrease in Other Bank Balances	(1.20)	134.25
Interest Received	95.88	68.06
Rdemption of National Savings Certificate	-	-
Net Cash from/(used) in Investing Activities	(241.22)	(182.19)

THE SOUTHERN GAS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

(Rupees in lacs)

	For the year ended 31st March, 2025	For the year ended 31st March, 2024
C Cash Flows from Financing Activities		
Proceeds/(Repayment) of Long Term Borrowings	-	(19.06)
Proceeds/(Repayment) of Short Term Borrowings	(19.06)	(6.18)
Interest paid	(4.03)	(2.63)
Dividends	(11.25)	(11.25)
Net Cash from/(used) in Financing Activities Summary	(34.34)	(39.12)
Net Cash from/(used) Operating Activities	258.75	168.19
Net Cash from/(used) in Investing Activities	(241.22)	(182.19)
Net Cash from/(used) in Financing Activities	(34.34)	(39.12)
Net Increase (Decrease) in Cash Equivalents	(16.81)	(53.12)
Cash and Cash Equivalents at beginning of the year (Refer note 2.07)	138.02	191.14
Cash and Cash Equivalents at the end of the year(Refer note 2.07)	121.21	138.02
	(16.81)	(53.12)

Note: The above cash flow statement has been prepared under the "Indirect Method" set out in Ind AS 7 - "Statement of Cash Flows" prescribed under Section 133 of the Companies Act, 2013.

Significant Accounting Policies & Notes on accounts**1&2**

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For M R Hegde & AssociatesChartered Accountants
FRN No. 122538W**Gautam V. Pai Kakode**
Managing Director
DIN :02395512**M.S. Keny**
Director
DIN :06813111**CA. Manjunath M Hegde**Partner
M. No. 138268**Shashidhar Haridas**
Chief Financial Officer**Nirzara Kesarwani**
Company Secretary
M. No. A61661Place: Margao, Goa
Date: 26th May, 2025Place: Margao, Goa
Date: 26th May, 2025

THE SOUTHERN GAS LIMITED

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

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

i) Basis of Accounting & Statement of Compliance

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

ii) Use of Estimates

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

iii) Revenue Recognition

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

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

iv) Property, Plant & Equipment

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

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

v) Capital Work-in-progress:

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

THE SOUTHERN GAS LIMITED

1. Significant accounting policies forming part of financials**vi) Impairment of Assets**

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

vii) Depreciation/ Amortization

Depreciation / Amortization on Property, Plant & Equipment is provided on straight-line method based on the useful lives as specified in the Schedule II of the Companies Act, 2013 except for cylinders for which useful life has been adopted on the basis of technical evaluation by an external valuers and review by management at the year end.

The Management estimates useful lives of the cylinders as seven years based on the internal assessment and independent technical evaluation carried out by an agency. Hence the useful lives of this asset is different from the useful lives as prescribed under Schedule-II of the Companies Act,2013.

Lease premium paid in respect of leasehold land is amortized over the period of the lease

viii) Borrowing Costs

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

ix) Foreign Currency Transaction

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

x) Inventories

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

xi) Investments

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

xii) Employee Benefits :**a) Short Term Employee Benefits**

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

b) Defined Contribution Plans

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

c) Defined Benefit Plans**Gratuity:**

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

THE SOUTHERN GAS LIMITED

1. Significant accounting policies forming part of financials**d) Long term Employee benefits****Compensated Absences**

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

e) Termination Benefits:

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

xiii) Income taxes

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

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

xiv) Earnings per share

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

xv) Provisions, Contingent Liabilities and Contingent Assets

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

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

Contingent assets are neither recognised nor disclosed in the accounts.

xvi) Cash flow statement

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

xvii) Segmental Reporting

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

xviii) Leases

IND AS - 116 "Leases" was notified effective 01.04.2019. The Company's leases are "short-term" in nature as contemplated by the Accounting Standard and hence payments are recognised on a straight line basis.

Leasehold Land of the Company has already been capitalised upon payment, no recurring amounts are due. Hence Adoption of the said standard has no impact on the financials of the Company.

THE SOUTHERN GAS LIMITED
Notes forming part of Financials

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

(Rupees in lacs)

Description	Freehold Land and Improvements	Leasehold Lands	Buildings	Plant & Machinery (Including Cylinders)	Vacuum Insulated Transport Tanker	Electrical Fittings	Furniture & Fittings	Motor Cars & Vehicles	Office Equipments	Customised Software & Website	Total
A) Tangible Assets (Property, Plant and Equipment)											
Cost											
As at 1st April, 2023	108.75	11.95	372.40	2,935.23	263.49	18.07	99.63	445.83	134.17	5.56	4,395.08
Additions (including transfers from C-W-I-P)	-	-	5.55	145.89	-	1.38	1.03	59.24	5.69	-	218.78
Deductions	-	-	-	7.42	39.81	-	-	19.67	-	-	66.90
As at 31st March, 2024	108.75	11.95	377.96	3,073.70	223.68	19.45	100.66	485.40	139.86	5.56	4,546.96
Additions (including transfers from C-W-I-P)	-	-	-	17.14	-	0.87	0.20	170.40	4.43	-	193.04
Deductions	-	-	-	38.88	-	-	-	12.98	-	-	51.86
As at 31st March, 2025	108.75	11.95	377.96	3,051.96	223.68	20.32	100.87	642.82	144.28	5.56	4,688.14
Depreciation											
As at 1st April, 2023	-	2.90	148.97	2,528.27	131.23	16.17	76.73	281.05	113.70	3.30	3,302.31
Charge for the year	-	0.14	11.08	95.57	19.95	0.45	3.76	40.77	11.74	1.06	184.53
Sales/Adj.	-	-	-	7.15	39.81	-	-	15.67	-	-	62.63
As at 31st March, 2024	-	3.04	160.05	2,616.69	111.36	16.62	80.49	306.16	125.44	4.36	3,424.21
Charge for the year	-	0.15	11.00	81.83	19.95	0.49	3.81	51.76	9.64	1.06	179.66
Sales/Adj.	-	-	-	15.55	-	-	-	12.98	-	-	28.53
As at 31st March, 2025	-	3.19	171.05	2,682.97	131.30	17.11	84.30	344.94	135.08	5.41	3,575.34
Net Block											
As at 31st March, 2025	108.75	8.76	206.91	368.99	92.37	3.21	16.57	297.88	9.20	0.14	1,112.80
As at 31st March, 2024	108.75	8.91	217.91	457.01	112.32	2.83	20.17	179.24	14.41	1.20	1,122.75
B) Capital Work in Progress											
Cost as at 1st April, 2024											0.50
Additions											77.19
Deductions / Transfers											0.50
Cost as at 31st March, 2025											77.19

Please refer Note 2.41 for Capital Work in Progress ageing schedule

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

THE SOUTHERN GAS LIMITED

2 Notes forming part of Financials

(Rupees in lacs)

	As at 31st March, 2025	As at 31st March, 2024
2.02 Financial Assets (Investments)		
Non-Trade (Unquoted):-		
National Savings Certificate	0.10	0.10
	0.10	0.10
2.03 Financial Assets (Others) (Unsecured, Considered Good)		
Bank Deposits (having maturity of more than 12 months) *	1,236.66	1,124.76
	1,236.66	1,124.76
* Includes Rs. 62.93 Lakhs (PY 61.96 lacs) held as guarantees.		
2.04 Other Non Current Assets		
Security Deposits #	102.04	113.66
Prepaid expenses	12.66	9.78
	114.70	123.44
# Includes Rs.22.40 Lakhs (PY Rs.22.53 Lakhs) due from Directors & Entities in which Directors are interested.		
2.05 Inventories		
a) Raw materials	49.44	32.03
b) Finished/Purchased goods	42.17	38.12
c) Stores & Spares	56.84	51.66
d) Sundry Materials	1.61	0.98
	150.05	122.80
2.06.1 Method of valuation of inventories - Refer Note 1(x) in Significant Accounting policies		
2.06 Trade Receivables (Current)		
Secured, considered good	-	-
Unsecured, considered good	488.56	514.89
Which have significant increase in credit risk	75.29	65.08
Credit Impaired	-	-
Less: Allowance for Credit Impairment	(75.29)	(65.08)
	488.56	514.89
Futher classified as:		
Receivable from Related Parties	-	-
Receivable from Others	488.56	514.89
2.06.1 Trade Receivables are non interest bearing and are generally on terms of 0 - 30 days.		
2.06.2 Refer Note 2.42 for detailed ageing analysis of trade receivables.		
2.07 Cash and Cash Equivalents		
i) Balances with Banks		
In Current Accounts	120.05	136.64
In Deposit Accounts (having maturity of less than 3 months)	-	-
ii) Cash On Hand	1.17	1.38
	121.21	138.02

THE SOUTHERN GAS LIMITED

2 Notes forming part of Financials

(Rupees in lacs)

	As at 31st March, 2025	As at 31st March, 2024
2.08 Other Balances with Bank		
Balances with Bank		
(i) In Fixed Deposit Account (with maturity between 3 - 12 months)	-	-
(ii) In Earmarked Unpaid Dividend A/c	3.20	2.00
	3.20	2.00
2.09 Other Current Financial Assets		
Rent receivable	0.16	0.29
EMD & Retention Money on Tenders	5.38	1.32
	5.54	1.62
2.10 Current Tax Assets		
Income tax refund receivable	0.00	12.08
Income tax paid under appeal	1.01	1.01
	1.01	13.09
2.11 Other Current Assets		
Advances to Staff	3.33	3.68
Advances for capital expenditure	-	18.18
Advances for other expenses	34.68	8.12
Prepaid Expenses	27.68	19.24
	65.69	49.22

THE SOUTHERN GAS LIMITED

2 Notes forming part of Financials

(Rupees in lacs)

2.12 Share Capital

Particulars	As at 31st March, 2025	As at 31st March, 2024
Authorised Capital:		
30,000 (PY: 30,000) Equity shares of Rs.100/- each	30.00	30.00
20,000 (PY: 20,000) Unclassified shares of Rs.100/- each	20.00	20.00
Total	50.00	50.00
Issued, Subscribed and fully paid:		
22,500 (PY: 22,500) Equity shares of Rs.100/- each	22.50	22.50

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

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	22,500	22.50	22,500	22.50
Issued during the year	-	-	-	-
At the end of the year	22,500	22.50	22,500	22.50
Change in the number of Equity Shares Outstanding	-	-	-	-

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

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	%	No. of shares	%	No. of shares
1 Smt.Yogita Gautam Pai Kakode	25.14%	5,656	25.14%	5,656
2 Shri Gautam Pai Kakode	25.18%	5,665	25.18%	5,665
3 Life Insurance Corpn. of India	6.67%	1,500	6.67%	1,500
4 M/s.Food & Beverages (India) Pvt.Ltd.	14.67%	3,300	14.67%	3,300

Terms/ Rights attached to Equity shares

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

THE SOUTHERN GAS LIMITED

2 Notes forming part of Financials

(Rupees in lacs)

2.12.4 Shares held by promoters at the end of the year

	No. of Shares as on March 31,2025	% of Total Shares on March 31, 2025	No. of Shares as on March 31,2024	% of Total Shares on March 31, 2024	% Change During the Year
Equity Shares					
Smt.Yogita Gautam Pai Kakode	5,656	25.14%	5,656	25.14%	0.00%
Shri Gautam Pai Kakode	5,665	25.18%	5,665	25.18%	0.00%
Foods And Beverages (India) Pvt Ltd	3,300	14.67%	3,300	14.67%	0.00%
Banglore Oxygen Co.Pvt.Ltd	400	1.78%	400	1.78%	0.00%

2.12.5 During any of the last five years ending 31 Mar 2025-

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

THE SOUTHERN GAS LIMITED

2 Notes forming part of Financials

(Rupees in lacs)

	As at 31st March, 2025	As at 31st March, 2024
2.13 Other Equity		
General Reserves		
Balance at the beginning of the year	420.73	400.73
<u>Add :-</u> Amount Transferred from Retained Earnings	20.00	20.00
Balance at the end of the year	440.73	420.73
Retained Earnings		
Balance at the beginning of the year	1,830.59	1,674.53
<u>Add:-</u> Profit for the year	181.16	180.82
Other Comprehensive Income/ (expense) arising from re-measurement of Defined Benefit Obligation	(5.84)	6.48
Amount available for appropriation	2,005.91	1,861.84
<u>Less:-</u> Appropriation		
-Dividend on Equity Shares	11.25	11.25
-Transfer to General Reserve	20.00	20.00
Balance at the end of the year	1,974.66	1,830.59
Total Other Equity	2,415.38	2,251.31
2.14 Financial Liabilities (Long-term borrowings)		
Secured		
Term Loans from Banks	-	-
	-	-

THE SOUTHERN GAS LIMITED

2 Notes forming part of Financials

	<i>(Rupees in lacs)</i>	
	As at 31st March, 2025	As at 31st March, 2024
2.15 Long Term Provisions		
Provision for employee benefits [Refer Note 2.35]		
- Compensated Absences	26.98	16.70
- Gratuity	46.36	36.37
Total	<u>73.35</u>	<u>53.08</u>
2.16 Deferred Tax Liabilities-(Net)		
A. Deferred Tax Liability		
-On excess of net book value over Income tax written down value of Property, Plant & Equipment	65.26	60.42
	-	-
B. Deferred Tax Assets		
- On Provisions	(18.95)	(16.38)
- On other disallowances	(5.81)	-
Deferred Tax Liabilities (Net) (A-B)	<u>40.50</u>	<u>44.04</u>
2.16.1 Reconciliation of Deferred Tax Liabilities (Net)		
Opening Balance	44.04	36.95
Tax (income)/expense during the year recognised in profit or loss for current year	(3.54)	7.09
Closing Balance	<u>40.50</u>	<u>44.04</u>
The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.		
2.17 Financial Liabilities (Short-term borrowings)		
Current maturities of long term borrowings	-	19.06
	<u>-</u>	<u>19.06</u>
2.18 Financial Liabilities (Trade Payables)		
(i) Total outstanding dues of micro enterprises and small enterprises	18.17	13.60
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	104.69	96.31
	<u>122.86</u>	<u>109.91</u>

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

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

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

THE SOUTHERN GAS LIMITED

2 Notes forming part of Financials

(Rupees in lacs)

	As at 31st March, 2025	As at 31st March, 2024
2.18.4 Detailed Disclosure under MSMED Act		
(i) Principal amount remaining unpaid to any supplier at the end of accounting period (including retention money against performance).	18.17	13.60
(ii) Interest due on above.	-	-
Total of (i) & (ii)	<u>18.17</u>	<u>13.60</u>
(iii) Amount of interest paid by the Company to the suppliers in terms of section 16 of the Act.	-	-
(iv) Amount paid to the suppliers beyond the respective due date.	-	-
(v) Amount of interest due and payable for the period of delay in payments (which have been paid but beyond the due date during the year) but without adding the interest specified under the Act.	-	-
(vi) Amount of interest accrued and remaining unpaid at the end of accounting period.	-	-
(vii) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of this Act.	-	-
2.19 Other Current Financial Liabilities		
Deposits against Gas Cylinders	602.74	619.05
Unclaimed Dividend *	3.20	2.00
Deposits	-	0.77
	<u>605.93</u>	<u>621.81</u>
* No amount is due for payment to Investor Education and Protection Fund.		
2.20 Other Current Liabilities		
-Statutory Dues	14.55	18.16
-Payable to Employees (Bonus/ Ex-Gratia)	43.37	44.15
-Advance from Customers	7.64	9.83
-Others	0.56	0.17
	<u>66.13</u>	<u>72.32</u>
2.21 Short-term Provisions		
a) Provision for employee benefits [Refer Note 2.36]		
- Gratuity	18.02	15.58
- Compensated absences	3.94	3.56
b) Provision for Income Tax	8.10	-
	<u>30.06</u>	<u>19.14</u>

THE SOUTHERN GAS LIMITED

2 Notes forming part of Profit and Loss Account for the year ended 31st March, 2025

(Rupees in lacs)

	For the year ended 31st March, 2025	For the year ended 31st March, 2024
2.22 Revenue From Operations (Net of GST)		
Sale of Products		
Sales (Manufactured Goods)	2,781.00	2,734.56
Sales (Traded Goods)	54.64	34.45
Other operating Revenue		
Cylinder handling and maintenance charges	533.78	546.99
Freight charges recovery	154.87	189.63
Demurrage for delayed return of cylinders	46.91	54.00
Total	3,571.20	3,559.62
2.22.1 Details of Sale of Products (Disaggregation of Revenue) (Net of GST)		
Manufactured goods		
Oxygen	523.26	557.58
Dissolved Acetylene	213.03	224.70
Liquid Nitrogen	74.11	67.84
Nitrogen	140.98	131.07
Liquid Oxygen	172.74	117.68
Medical Oxygen	740.86	743.97
Compressed Air	1.67	2.16
Carbon Dioxide	111.37	94.02
Argon	215.55	247.22
Nitrous Oxide	518.28	499.91
Hydrogen	10.30	7.59
ACM	17.74	27.86
AHM	7.69	0.65
ANM	0.02	0.07
Helium	30.62	11.02
Freon gas	-	0.11
Zero air	1.23	-
Other Items	1.54	1.12
	2,781.00	2,734.56
Traded Goods		
Calcium Carbide	19.01	-
Acetone	0.02	-
Cylinders	15.76	15.32
Lime Sludge	0.71	0.69
Other Items	19.13	18.43
	54.64	34.45
Total	2,835.64	2,769.01
2.23 Other Income		
Interest	95.88	68.06
Gain on Foreign Exchange Fluctuation (net)	0.79	0.30
Profit/ (Loss) on sale of Property, Plant & Equipment (net)	22.39	11.60
Rental Income from Residential Flat	2.20	1.75
Credit Balances written back	-	0.68
Miscellaneous Income	0.05	0.26
Total	121.31	82.65

THE SOUTHERN GAS LIMITED

2 Notes forming part of Profit and Loss Account for the year ended 31st March, 2025

(Rupees in lacs)

	For the year ended 31st March, 2025	For the year ended 31st March, 2024
2.24 Cost of Materials consumed		
Opening Stock	32.03	46.16
Purchases	1,343.91	1,224.15
	1,375.94	1,270.31
Less: Closing Stock	49.44	32.03
Cost of Materials consumed	1,326.50	1,238.28
Imported Materials consumed included in the above figure	64.64	62.83
2.24.1 Details of major raw material and components consumed		
Liquid Oxygen	537.58	466.70
Calcium Carbide	64.64	62.83
Ammonium Nitrate	574.01	536.41
Argon	71.04	106.31
Others	79.24	66.03
	1,326.50	1,238.28
2.25 Purchase of Traded goods		
Oxygen	2.18	4.02
Dissolved Acetylene	52.74	56.03
Helium	15.34	10.27
Nitrogen & Dry Nitrogen	12.87	11.25
Liquid Nitrogen	6.61	4.74
Mixture Gas	0.13	0.26
Medical Oxygen	93.81	65.45
Argon	70.60	59.42
Carbon Di-Oxide	27.40	23.01
Hydrogen	5.24	4.49
ACM/AHM	14.87	8.18
Nitrous Oxide	0.74	-
Compressed Air	0.02	-
Cylinders	11.38	9.89
Calcium carbide	16.22	-
Others	1.61	0.90
	331.75	257.90
2.26 (Increase)/Decrease in Inventories of finished goods, work in progress and stock in trade		
Opening Stock	38.12	36.71
Closing Stock of finished goods	42.17	38.12
(Increase)/Decrease	(4.05)	(1.41)
2.26.1 Detail of Opening Stock of finished goods		
Oxygen	4.75	4.81
Dissolved Acetylene	3.03	4.01
Nitrogen	1.95	2.52
Argon	4.94	2.28
Nitrous Oxide	16.89	15.51
Others	6.56	7.59
Total	38.12	36.71

THE SOUTHERN GAS LIMITED

2 Notes forming part of Profit and Loss Account for the year ended 31st March, 2025

(Rupees in lacs)

	For the year ended 31st March, 2025	For the year ended 31st March, 2024
2.26.2 Detail of Closing Stock of finished goods		
Oxygen	6.86	4.75
Dissolved Acetylene	3.60	3.03
Nitrogen	2.27	1.95
Argon	4.96	4.94
Nitrous Oxide	17.10	16.89
Others	7.38	6.56
Total	42.17	38.12
2.27 Employee Benefits Expense		
Salaries & Wages	651.84	691.41
Contributions to Provident and other funds	41.32	43.45
Workmen and Staff Welfare Expenses	51.70	33.68
	744.85	768.55
2.28 Finance Cost		
Interest expense	4.03	2.63
	4.03	2.63
2.29 Other Expenses		
Power, Fuel & Water	93.51	165.69
Consumption of Stores, Spares & Consumables	31.88	33.84
Rent	37.12	36.61
Repairs and Maintenance	-	-
a) Buildings	10.54	8.48
b) Plant & Machinery	17.51	12.93
c) Vehicles (including vehicle running expenses)	228.22	284.57
d) Others	24.22	16.46
Insurance	21.31	13.39
Rates & Taxes	24.17	23.95
Travelling Expenses	23.62	32.36
Donations	7.60	1.99
Printing, Stationery, Postage & Telephone	17.80	18.91
Auditors Remuneration- (see note below)	6.00	6.00
Advertisement & Business Promotion	22.27	30.14
Legal & Other Professional charges	39.35	23.80
Security Charges	47.61	51.08
Bank charges	0.84	1.50
Directors' sitting fees	0.66	0.69
Freight & Carriage	185.06	196.33
Bad debts written off	2.79	4.30
Provision for Doubtful Debts made / (reversed) (net)	10.21	(38.55)
Prior Period Expenses/ (Income) (Net)	-	(0.41)
Miscellaneous expenses	22.35	22.66
	874.63	946.71
Note 2.29.1		
Auditor's Remuneration:-		
a. Statutory Audit fees (including Limited Review fees)	5.25	5.25
b. Tax matters - (including tax audit)	0.75	0.75
	6.00	6.00

THE SOUTHERN GAS LIMITED

2 Notes forming part of financial statements as at 31st March 2025

(Rupees in lacs)

2.30 Earnings per share

	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Total Comprehensive Income for the period	175.32	187.30
Weighted average number of Equity shares of Rs.100 each	22,500	22,500
Earnings per Share (Basic & Diluted)	779.20	832.46

2.31 In the opinion of the Directors

a) Current Assets, Loans and Advances have at least the values at which they are stated in the Balance Sheet, when realized in the ordinary course of business.

b) All known liabilities other than contingent liabilities are provided for.

c) The company has an internal control system which is adequate considering the size and operation of the company. The operations and activities of the company is supervised by the directors and senior management on a day-to-day basis. The executives of the company are involved in the approval and processing of payments and also in the year-end financial reporting process.

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

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

2.32 Contingent liabilities not provided for:

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
(1) Claims against the Company not acknowledged as debts:		
a. Goods and Service Tax (See Notes 2.32.2.(i))	-	73.00
(2) Guarantees issued by the bank on behalf of the Company	62.94	61.96

2.32.2(i) The Karnataka Commercial Tax office (Audit) has issued an Audit Report in Form ADT 02 for the FY 2019-20 indicating a liability of Rs. 73 lacs based on Audit findings viz alleged excess avilment of input GST credit and short discharge of Output GST payable. The management reckons that this finding is based on an incorrect premise and is sanguine that the demand will be dropped upon the company filing a response. Hence, no provision was considered necessary as at 31st March, 2024. Subsequently, the Audit was closed in FY 2024-25.

2.33 Estimated amount of contracts remaining to be executed on capital account- Rs. 78.50 lacs (PY Rs. 0.50 lacs)

2.34 The aggregate managerial remuneration under section 197 of the Companies Act, 2013, to the directors (including managing director) is as follows:

Managing Director:

Salary & Allowances	61.00	60.00
Contribution to PF	0.22	0.22
Total Remuneration	61.22	60.22

THE SOUTHERN GAS LIMITED

2 Notes forming part of Financials

(Rupees in lacs)

Note 2.35

Disclosures required under IND AS 19

A) Defined Contribution Plans

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

Particulars	As at 31st March, 2025	As at 31st March, 2024
Employer's contribution to Provident Fund	23.59	27.51
Employer's contribution to Employee's State Insurance	1.71	3.65

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

i	Actuarial Assumptions	Gratuity		Compensated Absences	
		As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2025	As at 31st March, 2024
	Discount Rate (per annum)	6.76%	7.21%	6.76%	7.21%
	Salary escalation rate*	5.00%	5.00%	5.00%	5.00%
	Expected return on planned assets	7.21%	7.47%	-	-
	Mortality rate	Indian Assured Lives Mortality [2012-14] Ultimate		Indian Assured Lives Mortality [2012-14] Ultimate	
	Attrition rate	5.00%	5.00%	5.00%	5.00%

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

ii	Reconciliation of present value of obligations	Gratuity		Compensated Absences	
		As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2025	As at 31st March, 2024
	-Present value of obligation at beginning of the year	134.18	133.57	20.27	25.28
	-Current Service Cost	10.54	10.40	10.65	5.07
	-Interest Cost	8.25	9.50	-	1.80
	-Actuarial (gain)/ loss	5.84	(6.48)	-	(9.64)
	-Benefits Paid	(24.36)	(12.80)	-	(2.24)
	Present value of obligation at the end of the year	134.45	134.18	30.92	20.27
iii	Reconciliation of fair value of plan assets- Gratuity			As at 31st March, 2025	As at 31st March, 2024
	Fair value of plan assets at the beginning of the year			82.23	81.29
	-Expected return on plan assets			4.96	5.89
	-Administration Expenses			-	-
	-Actual Return on Plan Assets over expected Interest			0.46	(0.02)
	-Contributions to the fund			-	7.88
	Benefits paid from the fund			(17.60)	(12.80)
	Fair value of plan assets at the end of the year			70.07	82.23

THE SOUTHERN GAS LIMITED

2 Notes forming part of Financials

(Rupees in lacs)

iv	Description of Plan Assets	As at 31st March, 2025	As at 31st March, 2024
	Insurer managed funds	70.07	82.23

v	Net (Asset)/ Liability recognized in the Balance Sheet as at year end	As at 31st March, 2025	As at 31st March, 2024
	Present value of obligations at the end of the year	134.45	133.57
	Fair value of plan assets at end of the year	70.07	81.29
	Funded Status	(64.39)	(52.28)
	Net present value of funded obligation recognized as (asset)/ liability in the Balance Sheet	64.39	52.28

vi	Expenses recognised in the Statement of Profit & Loss (including OCI)	Gratuity		Compensated Absences	
		As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2025	As at 31st March, 2024
	Current Service Cost	10.54	11.12	10.65	6.39
	Administration Expenses	-	-	-	-
	Net Interest Cost	3.28	3.37	-	0.39
	Actuarial (gain) / loss recognised in the period	5.84	3.37	-	(1.26)
	Expenses recognised in the Statement of Profit & Loss (including OCI)	19.66	17.86	10.65	5.52

vii Risk Analysis of Defined Benefit Obligations

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

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

1 Discount Rate

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

2 Salary Increases

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

3 Attrition Rates

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

4 Mortality

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

THE SOUTHERN GAS LIMITED

2 Notes forming part of Financials

(Rupees in lacs)

5 Regulatory Risk

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

viii Sensitivity Analysis

Impact of:	Gratuity		Compensated Absences	
	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2025	As at 31st March, 2024
Discount rate up 1.0% absolute	(6.81)	(6.59)	(1.94)	(1.77)
Discount rate down -1.0% absolute	7.66	7.35	2.20	2.04
Salary escalation up 1.0% absolute	7.14	6.69	2.09	1.94
Salary escalation down -1.0% absolute	(6.42)	(6.06)	(1.87)	(1.72)
Attrition rates up 10.0% absolute	0.45	0.71	0.17	0.30
Attrition rates down -10.0% absolute	(0.51)	(0.79)	(0.19)	(0.34)

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

ix Maturity Profile

Impact of:	Gratuity	Compensated Absences
	As at 31st March, 2025	As at 31st March, 2025
Year 1	13.12	2.64
Year 2	25.11	3.68
Year 3	15.61	3.08
Year 4	36.06	12.24
Year 5	12.32	1.99
Years 6 - 10	30.13	7.67
Years 10+	81.45	24.35

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

THE SOUTHERN GAS LIMITED

2 Notes forming part of financial statements as at 31st March 2025

(Rupees in lacs)

2.36 Disclosure of transactions with related parties:

A. Related parties and nature of relationship

i Key Management Personnel

1. Gautam V. Pai Kakode	-Managing Director
2. Yogita G Pai Kakode	-Director
3. Sripad P. Patnekar	-Independent Director
4. Motilal S Keny	-Non Executive Director
5. Purushottam Mantri	-Independent Director
6. Ninad Gurudas Kamat	-Additional Director (Independent)
7. Govind Vithal Kamat	-Independent Director
8. S. Srinivasan	-Chief Financial Officer (Upto 12.08.2023)
9. Nirzara Kesarwani	-Company Secretary
10. Saineel Pai Kakode	-Relative of Managing Director
11. Shashidhar Haridas	-Chief Financial Officer (From 13.08.2023)

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

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

B. Description of Transactions

Nature of transaction	Key Management Personnel		Relatives of Key Management Personnel		-Enterprises where significant influence exists	
	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2025	For the year ended 31st March 2024
Purchase of goods						
Malabar Oxygen Company(P) Ltd	-	-	-	-	-	0.09
Bangalore Oxygen Company(P) Ltd	-	-	-	-	86.07	63.03
Sale of goods						
Malabar Oxygen Company(P) Ltd	-	-	-	-	51.78	66.53
Bangalore Oxygen Company(P) Ltd	-	-	-	-	22.43	-
Payment of Freight/other expenses						
Malabar Oxygen Company(P) Ltd	-	-	-	-	2.33	2.40
Bangalore Oxygen Company(P) Ltd	-	-	-	-	2.60	0.41
Sale of Property, Plant & Equipments						
Malabar Oxygen Company(P) Ltd	-	-	-	-	28.38	-
Penalty Charges for delayed return of Cylinders						
Bangalore Oxygen Company(P) Ltd	-	-	-	-	0.61	0.28
Receipt of Freight/other receipts						
Malabar Oxygen Company(P) Ltd	-	-	-	-	0.99	2.05
Remuneration/ Sitting Fees						
Gautam V. Pai Kakode	61.00	60.00				

THE SOUTHERN GAS LIMITED

2 Notes forming part of financial statements as at 31st March 2025

(Rupees in lacs)

Yogita G Pai Kakode	0.12	0.12				
Sripad P. Patnekar	0.06	0.12				
Motilal S Keny	0.12	0.12				
Shashidar Haridas	11.09	7.68				
Purushottam Mantri	0.12	0.12				
Ninad Gurudas Kamat	0.12	0.72				
Govind Vithal Kamat	0.12	0.12				
Srinivasan Sugavanam	-	6.24				
Nirzara Kesarwani	6.33	5.43				
Saineel Pai Kakode	4.00	3.60				
Payment of rent						
Gautam V. Pai Kakode	9.72	9.72				
Yogita G Pai Kakode	10.37	10.37				

C. Outstanding balance as on 31.3.2025

	Key Management Personnel		Relatives of Key Management Personnel		Enterprises where significant influence exists	
	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2025	For the year ended 31st March 2024	For the year ended 31st March 2025	For the year ended 31st March 2024
Receivables	Nil	Nil	Nil	Nil	Nil	Nil
Payables	Nil	Nil	Nil	Nil	Nil	Nil
Security Deposits	20.00	20.00	Nil	Nil	2.40	2.53

Note: Sale / Purchase transactions shown above is inclusive of GST, where applicable

THE SOUTHERN GAS LIMITED

2 Notes forming part of Financials

(Rupees in lacs)

2.37 Capital Management

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

2.38 Financial Risk Management

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

2.38.1 Market Risk

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

2.38.2 Credit Risk Management

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

2.38.3 Liquidity Risk Management

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

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

	As at 31st March, 2025	As at 31st March, 2024
(i) Less than 1 year		
Short Term Borrowings	-	19.06
Trade Payables	104.69	96.31
Other Financial Liabilities	605.93	621.81
	710.62	737.19
(ii) 1 to 5 years		
Long Term Borrowings	-	-
	-	-
(iii) > 5 years		

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

Fair Value Hierarchy

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

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

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

THE SOUTHERN GAS LIMITED

2 Notes forming part of Financials

	<i>(Rupees in lacs)</i>	
	As at 31st March, 2025	As at 31st March, 2024
2.38.4 Financing Facilities		
Credit Facility secured against Deposits, Payable on demand		
Amount Used	-	-
Amount unused	-	-
	-	-
2.39 Categories of financial instruments		
Financial Assets		
Measured at Amortised Cost		
a) Cash & Cash Equivalents	121.21	138.02
b) Bank Balances other than (a) above	3.20	2.00
c) Trade Receivables	488.56	514.89
d) Other Financial Assets at amortised cost	5.64	1.72
	618.61	656.62
Financial Liabilities		
a) Borrowings	-	19.06
b) Trade Payables	104.69	96.31
c) Other Financial Liabilities at amortised cost	605.93	621.81
	710.62	737.19
<p>The management assessed that fair values of cash and cash equivalents, other bank balances, trade receivables, deposits with banks and trade payables approximate their carrying amounts largely due to the short-term nature of these instruments.</p>		
2.40 Reconciliation of Income Tax Expense		
Particulars		
Accounting Profit / (Loss) before Tax	235.12	245.09
Other Comprehensive Income/ (Loss)	(5.84)	6.48
Total Comprehensive Income	229.28	251.57
Tax Rate	25.168%	25.168%
Tax as per Accounting Profit	57.71	63.32
Tax Effect on :		
(i) Disallowed Expenditure	6.10	(7.41)
(ii) Expenditure allowed on payment basis	5.81	(1.35)
(iii) Depreciation allowable as per Income Tax Act, 1961 (net)	0.84	5.69
(iv) Accounting Profits/ Losses not liable to Tax	(5.64)	(2.92)
(v) Others	2.17	-
Current Tax	66.98	57.33
Earlier years	(9.47)	1.46
	57.51	58.79

THE SOUTHERN GAS LIMITED

2 Notes forming part of Financials

(Rupees in lacs)

2.41 CWIP Ageing Schedule

March 31, 2025

Capital Work-in-Progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	77.19	-	-	-	77.19
Projects temporarily suspended	-	-	-	-	-

March 31, 2024

Capital Work-in-Progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	0.50	-	-	-	0.50
Projects temporarily suspended	-	-	-	-	-

2.42 Aging analysis of Trade Receivables

March 31, 2025

	Outstanding for the following periods from due date of payment						Total
	Not due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	-	488.56	3.12	2.09	0.68	0.38	494.82
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	28.99	15.18	7.81	8.13	60.11
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables-considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	2.65	6.26	8.91
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Gross Trade Receivables	-	488.56	32.11	17.27	11.13	14.77	563.85
Less: Allowance for credit impairment							75.29
Total							488.56

March 31, 2024

	Outstanding for the following periods from due date of payment						Total
	Not due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	-	513.37	-	-	-	-	513.37
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	23.49	15.76	8.24	9.66	57.15
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables-considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	3.18	4.17	2.10	9.45
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Gross Trade Receivables	-	513.37	23.49	18.95	12.40	11.76	579.97
Less: Allowance for credit impairment							65.08
Total							514.89

THE SOUTHERN GAS LIMITED

2 Notes forming part of Financials

(Rupees in Lacs)

2.43 Ageing analysis of Trade Payables

Trade Payables due for payment

March 31, 2025	Outstanding for the following periods from due date of payment						Total
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME Vendors	-	-	18.17	-	-	-	18.17
(ii) Other Vendors	-	-	101.82	1.67	0.61	0.59	104.69
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	-	-	119.99	1.67	0.61	0.59	122.86

March 31, 2024	Outstanding for the following periods from due date of payment						Total
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME Vendors	-	-	13.56	-	-	0.05	13.60
(ii) Other Vendors	-	-	95.18	0.25	0.01	0.87	96.31
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	-	-	108.74	0.25	0.01	0.91	109.91

2.44 Additional Regulatory information required by schedule III

(i) Details of benami property held

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

(ii) Wilful defaulter

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

(iii) Compliance with number of layers of companies

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

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

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

(v) Utilisation of borrowed funds and share premium

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

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

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

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(vi) Undisclosed Income

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

(vii) Details of crypto currency or virtual currency

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

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

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

THE SOUTHERN GAS LIMITED

2 Notes forming part of Financials

(Rupees in Lacs)

2.44 Additional Regulatory information required by schedule III

(ix) Relationship with Struck Off Companies

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

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

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

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

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

(xii) Quarterly statement disclosure

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

(xiii) Financial Ratios

Ratio	Numerator	Denominator	31st March 2025	31st March 2024
a Current Ratio (in times)	Current Assets	Current Liabilities	1.01	1.00
b Debt Equity Ratio (in times)	Total Debt	Total Equity	-	0.01
c Debt Service Coverage Ratio (in times)	Profit for the year + Non Cash Expenditure + Finance Cost	Finance Cost	89.04	142.28
d Return on Equity Ratio (in %)	Profit for the year	Average Shareholder's Equity	7.44	8.57
e Inventory turnover Ratio (in times)	Gross Revenue from sale of products and services	Average inventories	26.18	27.32
f Trade Receivables turnover Ratio (in times)	Gross Revenue from sale of products and services	Average Trade Receivables	7.12	7.41
g Trade Payables turnover ratio (in times)	Total Expenses - Non Cash Expenses	Average Trade Payables	28.16	25.71
h Net Capital turnover ratio (in times)	Gross Revenue from sale of products and services	Working Capital (Current Assets - Current Liabilities)	347.1	(5,719.5)
i Net Profit ratio (in %)	Profit for the year	Gross Revenue from sale of products and services	4.91%	5.26%
j Return on Capital employed (in %)	Profit before interest and taxes	Average Capital employed	10.15%	11.33%
k Return on investment (in %)	Income from investments	Time weighted average investments	NA	NA

* Decrease in Borrowings borrowings as at 31st March, 2025

** Increase in Finance Cost for year ended 31st March, 2025

*** Reduction in Working capital as at 31st March, 2025

THE SOUTHERN GAS LIMITED

2 Notes forming part of Financials

2.45 Impact of Covid-19

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

For and on behalf of the Board of Directors

For M R Hegde & Associates

Chartered Accountants

FRN No. 122538W

Gautam V. Pai Kakode

Managing Director

DIN :02395512

M.S. Keny

Director

DIN :06813111

CA. Manjunath M Hegde

Partner

M. No. 138268

Shashidhar Haridas

Chief Financial Officer

Nirzara Kesarwani

Company Secretary

M. No. A61661

Place: Margao, Goa

Date: 26th May, 2025

Place: Margao, Goa

Date: 26th May, 2025

The Southern Gas Limited

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

Website: ww.southernngasindia.com Email: sglgoa@southernngasindia.com

CIN: L24111GA1963PLC000562

ATTENDANCE SLIP

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

Name of Member
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 61st Annual General Meeting of the Company held on Friday, 26th September, 2025 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 Email: 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 61st Annual General Meeting of the members of the Company to be held on Friday, 26th September, 2025 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 61st AGM Notice convening the meeting.

Signed this _____ day of _____, 2025

Signature of Shareholder (s) _____

Signature of Proxy Holder (s) _____

Please affix
Revenue
Stamp

You Name it And We Have it



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

The Southern Gas Ltd. Branches

BANGALORE

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

BHADRAVATI

Opp. Surgithope,
Paper Town P.O. Bhadravati-557 302.
Tel No. 08282-270561
Fax No. 08282 270397
R-mail : sglbdvt@southern Gas india.com

CALICUT

P.O. Kolathara, Calicut - 673 655
Kerala State,
Tel No. 0495-2482311
Fax No. 0495-2905224
E-mail : sglcit@southern Gas india.com

COCHIN

Udyogamandal P.O. 683 501
Kerala State
Tel No. 0484-2546895
2545971 / 6457798
Fax No. 0484-2545972
E-mail : sgludl@southern Gas india.com

HUBLI

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

HARIHAR

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

MYSORE

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

TRIVANDRUM

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

Tiruchirappalli

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



THE SOUTHERN GAS LIMITED.

Regd. Office : Meera Classic, Phase II, Gogol, Borda, Margao - 403 602, Goa.
Tel. : 0832-2724863, 2724864. Fax : 0832-2724865.
Email : sglgoa@southern Gas india.com Website : www.southern Gas india.com