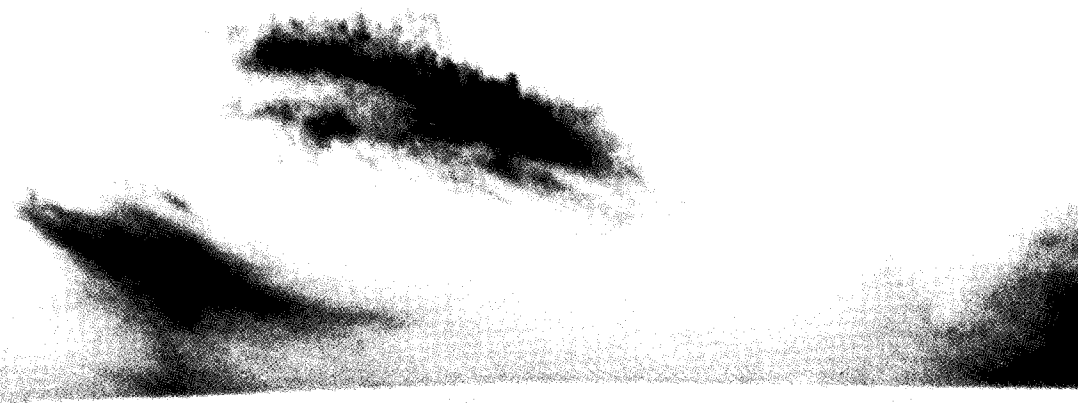




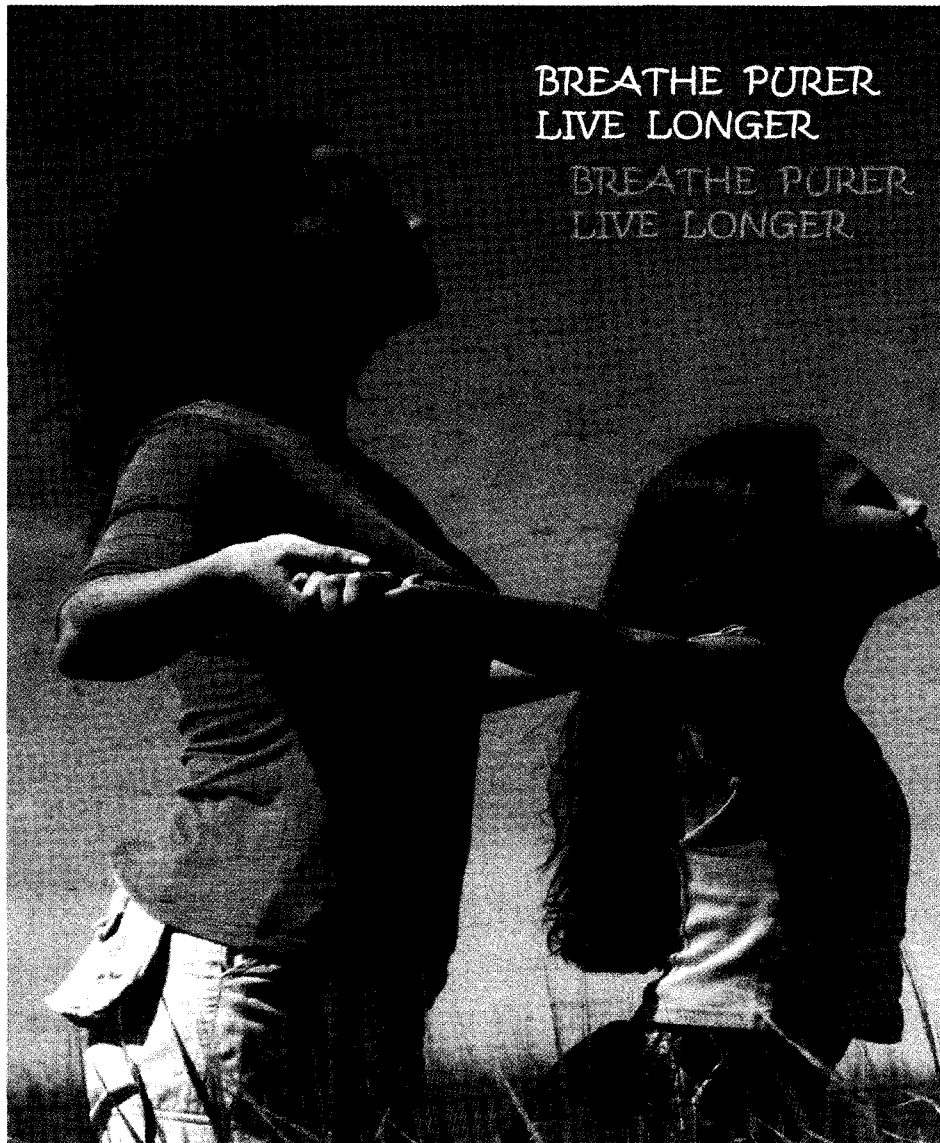
THE SOUTHERN GAS LTD.

Since 1963



49th ANNUAL REPORT

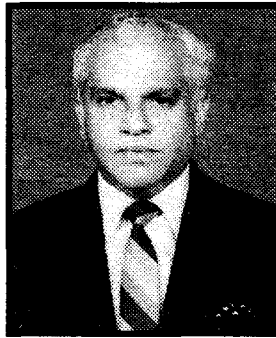
2012-2013



THE SOUTHERN GAS LTD.

- ★ **PUREST FORM OF OXYGEN / OTHER GASES**
- ★ **YEARS OF EXPERIENCE IN GAS INDUSTRY (SINCE 1963)**
- ★ **ISO CERTIFIED COMPANY**
- ★ **POPULAR AMONG MOST PRACTITIONERS**
- ★ **MOST RELIABLE, PROMPT IN SERVICE, CONSISTENT, COST EFFECTIVE, DELIVERING EXACT QUANTITIES, RIGHT TO YOUR POINT OF USE.**
- ★ **NATION'S ONE OF THE LARGEST SUPPLIER OF GASES IN SOUTH, THERE'S SIMPLY NO BETTER SOURCE THAN THE SOUTHERN GAS LTD.**
- ★ **YOUR ECO-FRIENDLY COMPANY WITH UNIQUE DISTINCTION OF WATER HARVESTING SYSTEM**

FROM THE DESK OF CHAIRMAN AND MANAGING DIRECTOR



Your Company has always been eyeing ways and means of maintaining its pioneer position in its products and providing quality service, thereby ensuring long term profitable growth.

Our products and services cater to the needs of a variety of industries. We believe that continuous expansion does not only mean expansion in products and services but also encompasses introduction of new industries. This only reconfirms our sole motto which is profits through customer satisfaction.

I have great pleasure to present the Annual Report of the Company together with the Audited Statements of Account for the financial year ended 31st March, 2013.

M. G. POY RAITURCAR
Chairman and Managing Director

Place : Margao Goa

DIRECTORS

Shri MADHAV G. POY RAITURCAR – CHAIRMAN & MANAGING DIRECTOR
Shri JAYENDRA V. GAITONDE
Shri LALIT P. MEHTA
Shri SRIPAD P. PATNEKAR
Shri RANGANATH N. PRABHU
Shri DARA M. TAVADIA
Shri GAUTAM V.PAI CACODE-WHOLE-TIME DIRECTOR

BANKERS

CORPORATION BANK
AXIS BANK LTD

AUDITORS

M/s VARMA & VARMA
CHARTERED ACCOUNTANTS,
COCHIN - 682 016.

LEGAL ADVISORS

M/s MENON & PAI
ADVOCATES,
COCHIN - 682 016.

REGISTERED OFFICE

GOVIND POY HOUSE', 1ST FLOOR,
POST BOX No. 340,
RUA DO PADRE MIRANDA,
MARGAO - 403 601. GOA.

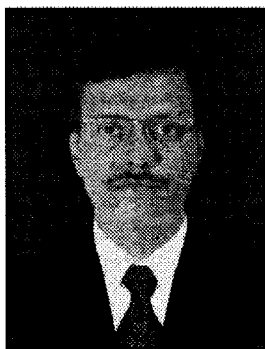
ADMINISTRATIVE OFFICE

MEERA CLASSIC,
PHASE II,
GOGAL, BORDA,
MARGAO-GOA 403 601
PHONE (0832) 2724863 / 2724864

UNITS AT

- 1.BANGALORE (KARNATAKA)
- 2.BHADRAVATI (KARNATAKA)
- 3.HARIHAR(KARNATAKA)
- 4.HUBLI(KARNATAKA)
- 5.MYSORE (KARNATAKA)
- 6.CALICUT(KERALA)
- 7.TRIVANDRUM (KERALA)
- 8.UDYOGAMANDAL (KERALA)
- 9.TRICHY(TAMILNADU)

Message from your Whole-time Director



Dear Shareholder,

I am pleased to report that The Southern Gas Ltd, is as positive, harmonious and productive as ever for both our share holders and staff members. Our key asset remains our personnel who represent a wide range of discipline and talent.

I wish to take this opportunity to thank our partners, customers, members of staff and all those who are associated with us and who energetically assist us in achieving our important goal.

GAUTAM V PAI CACODE

WHOLE-TIME DIRECTOR



NOTICE

NOTICE is hereby given that the Forty Ninth Annual General Meeting of the Shareholders of **THE SOUTHERN GAS LIMITED** will be held on Friday, 27th September, 2013 at 10.30 a.m. at the Registered Office of the Company located at Govind Poy House, Rua do Padre Miranda, Margao-403 601, Goa to transact the following business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Shri N.R. Prabhu, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri S.P. Patnekar, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

**BY ORDER OF THE BOARD OF DIRECTORS
THE SOUTHERN GAS LIMITED**

Director

Dated : 28th May, 2013

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and that proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to the annual report.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 24th September, 2013 to Friday 27th September, 2013 (both days inclusive), to determine the names of members eligible for payment of dividend on equity shares, that may be declared at the meeting.
3. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, dividend for the financial year ended 31st March, 2006 and thereafter which remain unclaimed for a period of seven years will be transferred by the Company to the Investors Education & Protection Fund established by the Central Government pursuant to section 205C of the Companies Act, 1956. On such transfer no claims shall lie against the Company or the Fund in respect of individual amounts which were unclaimed or unpaid for a period of seven years and transferred to the Fund and no payment shall be made in respect of any such claim. Members who have so far not claimed their dividend for the years 2005-2006 and onwards may therefore do so before the same is transferred to the Investors Education and Protection Fund.

DIRECTORS' REPORT

Your Directors are pleased to submit the 49th Annual Report together with the Audited Statement of Accounts for the year-ended 31st March 2013.

FINANCIAL RESULTS

(Rs. in lakhs)

For the year ended 31 st March	2013	2012
Profit before Depreciation & Taxation	272.76	309.88
Less Depreciation	187.68	197.36
Profit before Taxation	85.08	112.52
Less: Provision for Taxation -- Current Tax	36.16	64.85
-- Deferred Tax	(22.16)	(31.70)
-- Wealth Tax	0.14	0.13
Net Profit for the year	70.94	79.24
Add: Balance brought forward from previous year	979.92	928.53
Amount available for appropriation	1050.86	1007.77
Appropriations		
a) Transfer to General Reserves	20.00	20.00
b) Proposed Dividend	6.75	6.75
c) Corporate Dividend Tax	1.15	1.10
Balance carried forward to next year	1022.96	979.92

OPERATIONS

Your Company achieved a turnover of Rs 2328 lakhs as against Rs 2094 lakhs (net of excise duty) for the previous year representing an increase of about 11.17%. The Company has recorded a net profit of Rs 70.94 lakhs for the year. It is proposed to transfer a sum of Rs 20.00 lakhs to the general reserves out of the current years profits.

Your Company continues the process of rationalization of its operations. With this continuous process your Directors are hopeful that your Company will grow in strength and withstand any adversities of cost, inputs, competition etc. in the years to come.

Your Directors, with the active involvement of and support from your Wholetime Director Shri Gautam V Pai Cacode, continue to be on the constant lookout for new opportunities on the business front. This coupled with constant review of all existing depots and units, help in your Company increasing its sales every year.

DIVIDEND

Your Directors recommend a Dividend at the rate of Rs.30/- per share to those shareholders whose names appear on the Register of Members as on 27th September, 2013.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS/OUTGO

Your Company continued to take steps to optimize energy consumption as in previous years. During the year there was no technology absorption. There was no foreign exchange earning but there was foreign exchange outgo during the year.

DIRECTORS RESPONSIBILITY STATEMENT

As per the requirement of Section 217(2AA) of the Companies Act, 1956, your Directors confirm that:

- In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed alongwith proper explanation relating to material departures, if any.
- The Directors have selected such Accounting Policies and applied them consistently and made judgments 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 on 31.3.2013 and of the profits of the Company for that period.
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The Directors have prepared the Annual Accounts on a going concern basis.

SECRETARIAL COMPLIANCE CERTIFICATE UNDER PROVISIO TO SUB SECTION (1) OF SECTION 383A OF THE COMPANIES ACT, 1956.

Your Directors are pleased to annex a copy of the compliance certificate submitted by Mr.Neville Fernandes a Company Secretary in whole time practice, as per the requirements of the proviso to sub-section (1) of section 383A of the Companies Act, 1956.

DIRECTORS

Shri N.R. Prabhu and S.P. Patnekar, Directors of the Company, retire by rotation from the Board at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

AUDITORS

M/s Varma & Varma, Chartered Accountants, Auditors of your Company retire at the conclusion of this Annual General Meeting and being eligible, offer themselves for re-appointment.

LISTING FEES

The Company has paid the requisite listing fees to the Bombay Stock Exchange.

EMPLOYEES

The Company's relations with its employees continued to be cordial. Your Directors wish to place on record their appreciation of hard and devoted work put in by all the officers and staff, which has contributed to the overall performance of the company.

None of the employees of the Company were in receipt of remuneration in excess of the limits prescribed under section 217(2A) of the Companies Act, 1956 read with the provisions of Companies (Particulars of Employees) Rules 1975.

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

**Margao,
28th May,2013**

**Madhav G. Poy Raiturcar
Chairman & Managing Director**

Annexure to Directors' Report
COMPLIANCE CERTIFICATE

U/s 383A (1) of the Companies Act, 1956

Registration No. of the Company : L31200GA1984PLC000562

Nominal Capital : Rs. 50,00,000/-

To,
The Members,
THE SOUTHERN GAS LIMITED
Govind Poy House,
Rua Do Padre Miranda,
Margao,
Goa 403601

I have examined the registers, records, books and papers of THE SOUTHERN GAS LIMITED (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2013 (financial year). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers, and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure "A" to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure "B" to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder, except for some forms in which the Company has defaulted in filing upto the date of this report.
3. The Company being a Public Limited Company, comments are not required.
4. The Board of Directors duly met four times respectively on 29/05/2012, 10/08/2012, 09/11/2012 and 08/02/2013 during the financial year ending 31/03/2013, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.

5. The Company closed its Register of Members from 24th September 2012 to 27th September, 2012 (both days inclusive) to determine the names of the members eligible for payment of dividend on equity shares that may be declared at the Annual General Meeting and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31st March 2012 was held on 27th September, 2012 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No extra –Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its Directors or persons or firms or Companies referred to under section 295 of the Act.
9. The company has duly complied with the provisions of Section 297 of the Act in respect of the contracts specified in that Section.
10. The company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Board of Directors or duly constituted Committee of Directors has approved issue of duplicate share Certificates during the financial year.
13. The company has:-
 - (i) delivered all the certificates on lodgement thereof for transfer / transmission of securities in accordance with the provisions of the Act.
 - (ii) Deposited the amount of dividend declared including interim dividend in a separate Bank account within the period stipulated under the Act.
 - (iii) Paid/ posted demand drafts / cheques to all the members within 30 days from the date of declaration and that the unclaimed / unpaid dividends has been transferred to the Unpaid Dividend Account with Axis Bank Limited Margao, Goa before the due date.
 - (iv) Transferred the amount of unpaid dividend account which have remained unclaimed or unpaid for a period of seven years to the Investor Education and Protection Fund.
 - (v) Duly complied with the requirements of section 217 of the Act.