

**52nd ANNUAL REPORT
2015 - 2016**

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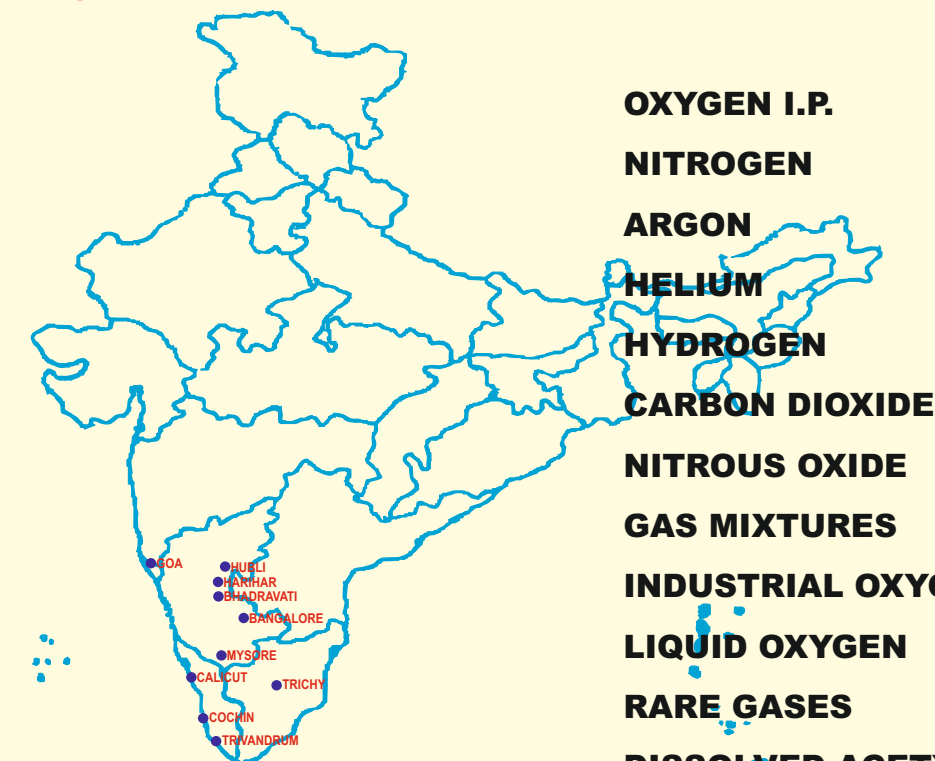
52nd Annual Report 2015-2016

If undelivered please return to :
THE SOUTHERN GAS LTD.
1st Floor, 'Govind Poy House',
Rua do padre Miranda Road,
Post Box 340,
Margao Goa 403 601.

THE SOUTHERN GAS LIMITED

- ★ 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.

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@southerngasindia.com

BHADRAVATI

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

CALICUT

P.O. Kolathara, Calicut - 673 655
 Kerala State, Tel No. 0495-2482311
 Fax No. 0495-2905224
 E-mail : sglclt@southerngasindia.com

COCHIN

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

HARIHAR

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

HUBLI

Plot No. 274/1, Next to Durgadevi Temple
 Tarihal Road, Post Gokul B.O. HUBLI - 580 030
 Tel No. 0836-2310554 Fax No. 0836-2310554
 E-mail : sglhbl@southerngasindia.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
 E-mail : sglmysore@southerngasindia.com
 Fax No. 0821 - 2403680

TRICHY

S.F.No : 141/1A & 1C
 Ayyampatti Main Road, Valavanthakottai
 TRICHY - 620 015
 Tel No. 0431-2731124, 2731125
 E-mail : sgltry@southerngasindia.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 : sgltrvm@southerngasindia.com



THE SOUTHERN GAS LIMITED.

Regd. Office : 1st floor, 'Govind Poy House'. Margao - 403 601, Goa
 Admn. Office : Meera Classic, Phase II, Gogol, Borda, Margao - 403 602, Goa.
 Tek.: 0832-2724863, 2724864. Fax : 0832-2724865.
 Email : sglgoa@southerngasindia.com Website : www.southerngasindia.com

FROM THE DESK OF CHAIRMAN & MANAGING DIRECTOR



Dear Shareholder,

I have great pleasure to present the Annual Report of the Company together with the Audited Financial Statements of Account for the Financial Year ended 31st March, 2016.

Inspite of a lot of constraints the industry is facing, your company maintained its pioneer position in the market by providing quality product and service without compromising on health, safety and environment mainly due to hard work and dedication of our staff and the trust of our clients.

I am pleased to inform that your Company was presented Fastest Growing Indian Company Excellence Award by Indian Economic Development & Research Association (IEDRA) on 9th January, 2016.

We thank you for your immense faith in The Southern Gas Limited.

(Gautam V. Pai Cacode)
Chairman & Managing Director

Place: Margao, Goa



THE SOUTHERN GAS LIMITED
CIN:L31200GA1963PLC000562

DIRECTORS

Shri GAUTAM V. PAI CACODE CHAIRMAN & MANAGING DIRECTOR
Shri JAYENDRA V. GAITONDE
Shri SRIPAD P. PATNEKAR
Shri RANGANATH N. PRABHU
Smt. YOGITA GAUTAM PAI CACODE
Shri MOTILAL SANVLO KENY

BANKERS

CORPORATION BANK

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,
RUADO PADRE MIRANDA,
MARGAO - 403 601. GOA.

ADMINISTRATIVE OFFICE

MEERA CLASSIC, PHASE II,
GOGOL, BORDA,
MARGAO - GOA. - 403 602.
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)



NOTICE

NOTICE is hereby given that the Fifty Second Annual General Meeting of the Shareholders of THE SOUTHERN GAS LIMITED will be held on Thursday 22nd September, 2016 at 10.30 a.m. at the Administrative Office of the Company at Meera Classic, Phase II, Gogol, Borda, Margao, Goa – 403 602 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a Dividend
3. To appoint a Director in place of Mr Motilal Sanvlo Keny (DIN: 06813111), who retires by rotation and is eligible for reappointment.
4. To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as an **Ordinary Resolution**:
RESOLVED THAT pursuant to the provisions of Section 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the resolution passed by the members at the AGM held on 24th September, 2015, the appointment of M/s Varma & Varma, Chartered Accountants, (Firm Registration No 004532S) as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, be and is hereby ratified, on such remuneration as agreed upon by the Board of Directors and the Auditors.
RESOLVED FURTHER THAT Mr Gautam V Pai Cacode, Chairman & Managing Director, be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
5. To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 88, 94 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and corresponding sections of the erstwhile Companies Act, 1956) consent of the Members of the Company be and is hereby accorded for the maintenance of the Registers and Index of Members of the Company under Section 150 of the Companies Act, 1956 (corresponding to Section 88 of the Act) and copies of the returns prepared under Section 159 of the Companies Act, 1956 (corresponding to Section 92 of the Act), required to be maintained under the Act shall be kept at M/s. Bigshare Services Private Limited, situated at E/2, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (East), Mumbai – 400 072, or at such other place within Mumbai, where the Registrar and Transfer Agent may shift its office from time to time.



RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof, if any, constituted by the Board) and/or the Compliance Officer be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution and to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or any other Officer(s) / Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary”.

6. To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (Including any statutory modification (s) or re-enactment thereof, for the time being in force), the draft regulations submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution”

BY ORDER OF THE BOARD OF DIRECTORS
THE SOUTHERN GAS LIMITED

GAUTAM V. PAI CACODE
Chairman and Managing Director
Dated: 26th May, 2016.

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.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.



2) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday 14th September, 2016 to Thursday, 22nd September, 2016 (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, (Section 124 of the Companies Act, 2013) dividend for the financial year ended 31st March, 2009 and thereafter which remains unclaimed for a period of seven years will be transferred by the Company to the Investor Education & Protection Fund. On such transfer no claims shall lie against the Company or the Fund in respect of individual amount 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 2008-2009 and onwards may therefore do so before the same is transferred to the Investor Education & Protection Fund.

4) An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the Special Businesses mentioned in the Notice is annexed hereto.

5) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN to the Company at the earliest.

6) Members are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.southernngasindia.com.

7) Voting through Electronic mode: 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 from time to time and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 52nd Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 52nd AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. The Company has appointed CS Neville Fernandes, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The instructions to members for voting electronically are as under:-

- (i) The voting period begins on Monday, September 19, 2016 at 10.00 a.m. and ends on Wednesday, September 21, 2016 at 5.00 p.m. During this period shareholders of the Company, holding shares, as on the cut-off date i.e. September 15, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.



- (iv) Click on Shareholders.
- (v) Now Enter your User ID;
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 Digit Client ID,
 - c. Members holding shares in Physical Form should enter the User ID which is printed on the sticker affixed on the Proxy Form.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department /(Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (which is printed on the sticker affixed on the Proxy Form) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name is CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the User Id (which is printed on the sticker affixed on the Proxy Form) in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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 dissent to the Resolution.
- (xiv) Click on the “RESOLUTION FILE LINE” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option the Voting page.
- (xviii) If a demat account holder has forgotten the changed password the Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non - Individual Shareholders and Custodians.**
 - Non - Individual Shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on www.evotingindia.com and register the themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.



- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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.

- (xx) In case you have any queries of issued regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

8) The e-voting period commences on September 19, 2016 (10.00 a.m. IST) and ends on September 21, 2016 (5.00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of September 15, 2016, may cast their vote electronically. The e-voting module shall also be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

9) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company holding share either in physical form or in dematerialised form, as on the cut-off date (record date) of September 15, 2016 and not casting their vote electronically, may cast their vote at the Annual General Meeting.

10) CS NEVILLE FERNANDES, Practicing Company Secretary (Membership No ACS6477) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

11) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

12) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on September 15, 2016.

13) The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.southerngasindia.com and on the website of CDSL within two days of the passing of the resolutions at the 52nd Annual General Meeting of the Company on September 22, 2016 and communicated to the BSE Ltd.

All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days upto the date of declaration of the result of the 52nd Annual General Meeting of the Company.