



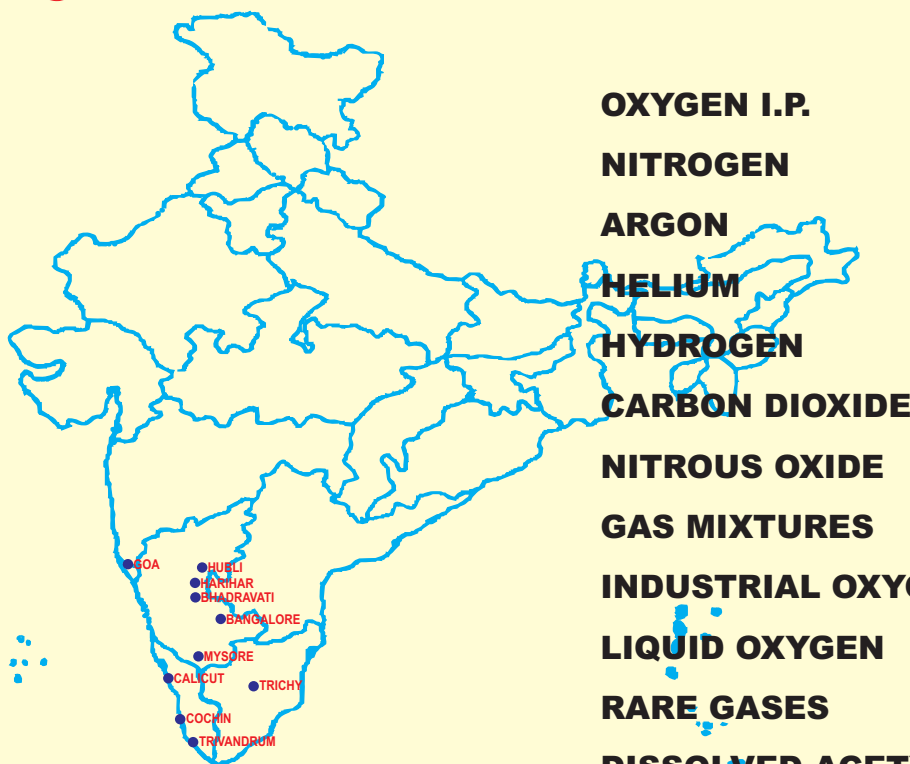
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55th ANNUAL REPORT
2018 - 2019

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



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CARBON DIOXIDE

NITROUS OXIDE

GAS MIXTURES

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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@southernngasindia.com

BHADRAVATI

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

CALICUT

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

COCHIN

Udyogamandal P.O. 683 501
Kerala State Tel No. 0484-2546895
2545971 / 6457798 Fax No. 0484-2545972
E-mail : sgludl@southernngasindia.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@sothernngasindia.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@southernngasindia.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@southernngasindia.com
Fax No. 0821 - 2403680

TRICHY

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



THE SOUTHERN GAS LIMITED.

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

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55th Annual Report 2018-2019

If undelivered please return to :
THE SOUTHERN GAS LTD.
Meera Classic, Phase II,
Gogol, Borda, Margao - 403 602, Goa.

FROM THE DESK OF MANAGING DIRECTOR



Dear Shareholders,

I have great pleasure to present the Fifty Fifth Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended 31st March, 2019.

Your Company's performance in this period of uncertainty reflects its ability to adapt quickly, plan appropriately and act effectively in an otherwise challenging environment.

In this context, I must sincerely acknowledge the trust and confidence you have placed in the Company during our entire journey. As always, we remain committed to pursuing growth opportunities not only ensuring expansion of our businesses but also creating value for all our stakeholders in a sustainable manner.

I also wish to express my gratitude to our stakeholders – customers for reposing their faith in us, employees whom we recognize as our core asset for their enthusiasm, devotion, Co- operation and commitment towards the quest of excellence and our Members of the Board for their valuable guidance and continuous support.

With this note, I, on behalf of the Board of Directors of The Southern Gas Limited present to you the Annual Report for the financial year 2018-19.

Gautam V. Pai Kakode
Managing Director

30th June, 2019



THE SOUTHERN GAS LIMITED

CIN:L31200GA1963PLC000562

BOARD OF DIRECTORS

MR. GAUTAM V. PAI KAKODE
MRS. YOGITA G. PAI KAKODE
MR. S. P. PATNEKAR
MR. M. S. KENY
MR. ANBUNATHAN MURUGAIAN
MR. PURUSHOTTAM S. MANTRI

CHIEF FINANCIAL OFFICER

MR. RAJEEV NAGARSENKAR

STATUTORY AUDITORS

M/S. LORENCE & SHANKAR,
CHARTERED ACCOUNTANTS,
MARGAO-GOA

REGISTRAR & SHARE TRANSFER AGENTS

M/s. BIGSHARE SERVICES PVT. LTD.
1ST FLOOR, BHARAT TIN WORKS BUILDING
OPP. VASANT OASIS, MAKWANA ROAD,
MAROL, ANDHERI EAST, MUMBAI - 400 059.
PHONE: 022 – 262638200/04
EMAIL: investor@bigshareonline.com
WEBSITE : www.bigshareonline.com

REGISTERED OFFICE

MEERA CLASSIC , PHASE II
GOGOL BORDA MARGAO - GOA
MARGAO-GOA 403602

UNITS

BANGALORE (KARNATAKA)
BHADRAVATI (KARNATAKA)
HARIHAR (KARNATAKA)
HUBLI (KARNATAKA)
MYSORE (KARNATAKA)
CALICUT (KERALA)
TRIVANDRUM (KERALA)
UDYOGAMANDAL (KERALA)

COMPANY SECRETARY

MR. GOURISH AROLKAR

SECRETARIAL AUDITOR

MRS. KRITIKA SATARDEKAR
PRACTICING COMPANY SECRETARY
MAPUSA- GOA

BANKERS

CORPORATION BANK
HDFC BANK

CONTACT INFORMATION

WEBSITE: www.southernngasindia.com
EMAIL : sglgoa@southernngasindia.com
PHONE : 0832 - 2724863



NOTICE

NOTICE is hereby given that the Fifty Fifth Annual General Meeting of the Shareholders of THE SOUTHERN GAS LIMITED will be held on Thursday, 26th September, 2019 at 10.30 a.m. at the Registered Office of the Company at Meera Classic, Phase II, Gogol, Borda, Margao, Goa – 403602 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend on Equity shares for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Motilal S. Keny (DIN: 06813111) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **To consider appointment of Mr. Purushottam Mantri (DIN: 06785989) as an Independent Director of the Company.**

To consider and if thought fit, to pass the following resolution as an **Ordinary resolution**:

“RESOLVED THAT that pursuant to Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Purushottam Mantri (DIN 06785989), be and is hereby appointed as an Independent Director of the Company, to hold office for term of five consecutive years till 10th February, 2024.”

5. **To consider re-appointment of Mr. Sripad Patnekar (DIN:01939882) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder Mr. Sripad Patnekar (DIN: 01939882),be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years with effect from 25th September 2019 up to 24 September 2024.



6. Re-appointment of Mr.Gautam V. Pai Kakode (DIN:02395512) as the Managing Director and Key Managerial Personnel of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196,197 and 203 and other applicable provisions if any , of the Companies Act 2013, as amended or re-enacted from time to time , read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014(including any statutory modifications or re-enactment thereof for the time being in force, approval of the Shareholders be and is hereby accorded for the re-appointment of Mr. Gautam Pai Kakode, (DIN: 02395512) as the Managing Director and Key Managerial Personnel of the Company for a period of Five years with effect from 1st February, 2020 to 31st January 2025, upon the terms and conditions including Remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General meeting , with the Authority to the Board of Directors to alter and vary the terms and conditions of the said appointment/ or remuneration as it may deem fit and as may be acceptable to Mr. Gautam Pai Kakode , subject to the same not exceeding the limits specified under Schedule V to the Companies Act , 2013 or any statutory modifications or re-enactment thereof.

“RESOLVED FURTHER that the Board be and is hereby authorised to do all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Except Mr. Gautam V. Pai Kakode, being appointee, and Mrs. Yogita Kakode none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 6 of this notice.

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

**Gourish Arolkar
Company Secretary
ACS49336**

Dated: 30th May, 2019

Place: Margao-Goa



NOTES:

1. An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 with respect to the Special Businesses set out in the Notice is annexed hereto. The relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standards on General Meetings (SS-2) in respect of directors seeking appointment/re-appointment are furnished in the annexure and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM” OR “MEETING”) IS ENTITLED TO APPOINT THE PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THAT PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the proxy in order to be effective should be duly completed, stamped, signed and must be received by the Company not less than 48 hours before the scheduled time for holding the meeting. Proxies submitted on behalf of the Companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. 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.

Proxy-holders are requested to carry an Identity Proof at the time of attending the meeting.

During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days of notice in writing of the intension so to inspect is given to the Company.

Only registered Members of the Company or any proxy appointed by such registered Member may attend and vote at the Meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/ she can participate in the Meeting but not vote.

Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting, along with their copy of the Annual Report. Copies of the Annual Report will not be distributed at the Meeting.

Institutional members/Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to submit before the commencement of the Annual General Meeting a duly certified copy of their Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.

3. A route map giving directions to reach the venue of the Annual General Meeting is given at the end of the Annual Report.



4. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 20th September, 2019 to Thursday, 26th September, 2019 (both days inclusive) for the purpose of payment of dividend and for the Annual General Meeting.
5. The final dividend of Rs. 40/- per equity share for the financial year ended 31st March, 2019, as recommended by the Board, if approved by the shareholders at the ensuing Annual General Meeting, is proposed to be posted on or after 7th October, 2019 to those members whose names appear as members in the Register of Members of the Company as at the end of the business hours on 19th September, 2019
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
7. Members are requested to note that pursuant to the provisions of Section 124 of the Companies Act, 2013 dividend which remains unclaimed or unpaid for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred by the company to Investor Education and Protection Fund (IEPF) constituted by Central Government pursuant to Section 125 of the Companies Act, 2013. Accordingly, in the year 2017-18 the Company had transferred Rs.11,190/- being the unclaimed dividend for the financial year ended 31st March, 2011 to the Investor Education and Protection Fund (IEPF) and no claim lies against the company in respect thereof.

The unclaimed dividend for the financial year 2011-2012 and all subsequent years will be transferred to the IEPF as per the (tentative) dates mentioned in the table given herein below:

Dividend for Financial year ended	Due date of transfer
31 st March, 2012	2 nd November, 2019
31 st March, 2013	2 nd November, 2020
31 st March, 2014	31 st October, 2021
31 st March, 2015	30 th October, 2022
31 st March, 2016	28 th October, 2023
31 st March, 2017	1 st November, 2024
31 st March 2018	5 th November 2025

8. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid/ unclaimed Dividends lying with the Company, for the financial years from 2011-2012 and onwards, as on 26th September, 2018 (date of last Annual General Meeting) under '**Investor Section**' on the website of the company viz. www.southernngasindia.com. Those Members who have, so far, not claimed their dividend for the years 2011-2012 and onwards may claim their unclaimed dividend, if any, by writing to the company immediately. Once the amount is transferred by the Company to the Investor Education & Protection Fund, no claim shall lie against the Company.
9. Pursuant to the provisions of Section 124 (6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("the IEPF Rules") and amendments thereto, all shares on which dividend has not been paid or claimed for seven