



THE SOUTHERN GAS LTD.

Since 1963

57th Annual Report
2020-2021

FROM THE DESK OF MANAGING DIRECTOR



Dear Shareholders,

It gives me great pleasure to present the fifty seventh (57th) Annual Report of the Company, together with the audited financial statements for the year ended 31st March 2021.

As we proceed ahead, magnitude of challenges are growing year on year, despite of that we have the confidence & satisfaction that we adapted quickly, plan appropriately and effectively to reap the best out of challenging environment.

The challenging outbreak of the new coronavirus-COVID-19, pandemic has ravaged the economic foundation globally and is focusing on an unprecedented social, economic and business response. It has fundamentally changed the way we live, work, and has made 'Work from Home', 'Social Distancing', and 'Higher Technology Adoption' as the 'new norms'.

Your company's performance during the year ended 31st March 2021 has seen significant increase during the Covid19 pandemic. The turnover for the year has increased marginally to Rs 30.95 crores compared to Rs 30.64 crores for the previous financial year ending 31st March 2020. However the comprehensive income for the year has registered a significant increase to Rs 185.78 lakhs, when compared to Rs 56.7 lakhs during the previous financial year ending 31st March 2020.

As the world deals with the spiralling effects of the pandemic, at The Southern Gas, we quickly took decisive action to respond to the unfolding challenges, medical gases has gone up significantly and our plant were operated 24X7 at full Plant Capacity during the year.

The impact on the turnover and the profitability due to the ongoing Covid-19 pandemic reflect in the results for the financial year ending 31st March 2021, as we have been fully utilizing our plant capacities in supplying life saving high purity medical gases to hospitals and medical facilities handling the pandemic. However supply of industrial gases was affected significantly.

Rest assured that your company will remain in the forefront of the ongoing battle against Covid-19 virus by aiding and assisting our countrymen in our own way be keeping the supply line for life saving medical gases running at full capacity in these very difficult times.

My board of directors join me to express our sincere gratitude to all our stakeholders and customers for reposing their faith in our company. We also wish to thank all our employees for their loyalty, devotion and enthusiasm by leaving no stone unturned to enable your company to reach the glory it has currently reached.





With this brief note, I on behalf of the Board of Directors of The Southern Gas Limited, assure our shareholders that we shall strive to bring your Company to newer heights.

I wish all of you good health, stay safe.

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. M. S. Keny - Non Executive Director Mr. S. P. Patnekar - Independent Director Mr. Anbunathan Murugaian - Independent Director Mr. Purushottam S. Mantri - Independent Director
Chief Financial Officer	: Mr. Shashidhar Haridas (up to 31 st March, 2021)
Chief Financial Officer	: Mr. Srinivasan S. (w.e.f. 11 th June, 2021)
Company Secretary	: Mr. Hasmukh Prajapati
Statutory Auditors	: M/s Lorence & Shankar - Chartered Accountant Margao-Goa
Secretarial Auditor	: Mrs. Kritika Satardekar Practicing Company Secretary
Bankers	: Union Bank of India
Registrar & Share Transfer Agents	: M/s. Bigshare Services Private Limited 1 ST Floor, Bharat Tin Works Building Opp. Vasant oasis, makwana road, Marol, Andheri East, Mumbai - 400 059.  022 – 262638200/04  investor@bigshareonline.com  www.bigshareonline.com

 **The Southern Gas Limited**
CIN : L24111GA1963PLC000562
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 www.southerngasindia.com
 sglgoa@southerngasindia.com, secretarial@southerngasindia.com
 0832 – 2724863

Units	: Bangalore (Karnataka) Bhadravati (Karnataka) Harihar (Karnataka) Udyogamandal (Kerala)	Mysore (Karnataka) Calicut (Kerala) Trivandrum (Kerala) Hubli(Karnataka)
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NOTICE

NOTICE is hereby given that the **Fifty Seven (57th)** Annual General Meeting of the Members of **THE SOUTHERN GAS LIMITED** will be held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on Friday, 24th day of September, 2021 at 10.30 a.m. to transact the following business;

ORDINARY BUSINESS :

1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend of Rs.50/- per equity shares for the Financial Year ended March 31, 2021.
3. To appoint as a Director in place of **Mr. Motilal Sanvlo Keny** (DIN: 06813111), who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board
For The Southern Gas Limited

Dated: 11th June, 2021
Place: Margao-Goa

Hasmukh Prajapati
Company Secretary

NOTES :

1. Pursuant to requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to corporate governance and the applicable Secretarial Standards, the information required to be provided in case of appointment/ re-appointment of Director, is set out at the **Annexure A** to this Notice.
2. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) ("AGM or "e-AGM", without the physical presence of the members of the Company at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue of the AGM shall be the registered office of the Company. The Company has engaged the services of M/s Bigshare Services Private Limited, Registrar & Transfer Agent of the Company (RTA) as the Authorised Agency for conducting the e-AGM and CDSL providing e-voting facility for casting the votes by the members using an electronic voting system.
3. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

4. 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 the AGM. 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.
5. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
9. A copy of the Annual Report containing Audited Financial Statements for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors' thereon are enclosed.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.southerngasindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated 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.
11. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

12. The Institutional/ Corporate members intending to attend the e-AGM through authorised representatives are requested to send to Bigshare/ Scrutinizer a certified true copy of the Board Resolution (PDF/ JPG format) authorising their representative to attend the e-AGM through VC/ OAVM and vote on their behalf by an email through its registered email address to cs.sbhat@gmail.com with a copy to secretarial@southerngasindia.com at least 7 days prior to the e-agm.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
14. In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) and in respect of shares held in physical form by clicking at <https://bigshareonline.com/InvestorRegistration.aspx> or by writing to the RTA with details of folio number and self-attested copy of PAN card at Bigshare Services Private Limited, Unit: The Southern Gas Limited, Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Andheri – East, Mumbai – 400 059 or by sending email to investor@bigshareonline.com
15. Members may also note that Notice convening the 57th AGM and Annual Report for FY 2020- 21 will also be available on the Company website www.southerngasindia.com The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 18th September, 2021 to Friday, 24th September, 2021 (both days inclusive) for the purpose of payment of dividend. A final dividend of 50/- per share of Rs.100/- each has been recommended by the Board of Directors for the financial year ended March 31, 2021 and subject to the approval of Shareholders at the ensuing AGM. The final dividend proposed shall be paid within 30 days from the date of declaration.
16. 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, 17th September, 2021 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, 17th September, 2021.
17. 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 dividend. 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 change, with complete details of 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 Bigshare Services Private Limited, Unit: The Southern Gas Limited, Bharat Tin Works Building, 1st Floor Opp. Vasant Oasis, Makwana Road, Andheri – East, Mumbai – 400 059 Phone: 0 2 2 – 6 2 6 3 8 2 0 0 E m a i l : investor@bigshareonline.com 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.
18. 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 to the Company/ RTA.
19. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid 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 Bigshare Services Private Limited email address at investor@bigshareonline.com
- (a) Due dates of transferring unclaimed and/ or unpaid dividend declared by the Company for the financial year ended March 31, 2014 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, 2014	FINAL	September 25, 2014	October 31, 2021
March 31, 2015	FINAL	September 22, 2015	October 30, 2022
March 31, 2016	FINAL	September 25, 2016	October 28, 2023
March 31, 2017	FINAL	September 26, 2017	November 1, 2024
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
- (b) Members who have not encashed 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 2012-13, from time to time, to the IEPF established by the Central Government.
20. Pursuant to IEPF Rules, the Company has, during the financial year 2020-21, transferred to the IEPF Authority all dividend 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.
21. 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 Bigshare Service Private Limited for lodging claim for refund of shares and/ or dividend from the IEPF.
22. Section 72 of the Act and Rule 19 of the Companies (Share Capital & Debenture) Rules, 2014 has extended nomination facility to individual shareholders holding shares in physical form. Shareholders are requested to avail the above facility by submitting prescribed Nomination Form SH-13 to the Company/ RTA. This form is also available on the Company's website www.southerngasindia.com
23. Member(s) of the Company who are holding shares in physical form and have multiple accounts in identical name(s) or are holding more than one share certificate in the same name under different Ledger Folio(s) are requested to apply for consolidation of such folio(s).
- SEBI has decided that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository w.e.f. April 1, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
24. Please send all correspondence including requests for transfer/ transmission of shares, change of address & dividend etc. to Bigshare Services Private Limited, Unit: The Southern Gas Limited, Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Andheri – East, Mumbai – 400 059 Phone: 022 – 62638200 Email: investor@bigshareonline.com
25. Members of the Company had approved the appointment of M/s. Lorence & Shankar, Chartered Accountants, as the Statutory Auditors at the 53rd AGM of the Company which is valid till 58th AGM of the Company. In accordance with the Companies (Amendment) Act, 2017, enforced on May 7, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
26. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be, immediately of:-
- (a) The change in the residential status on return to India for permanent settlement.

- (b) The particulars of the NRE Account with a bank in India, if not furnished earlier.
27. 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.
28. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
29. 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 electronically by the members of the Company during the AGM. All other documents referred to in the Notice and Annual Report will also be available for electronic inspection without payment of any fee by the Members from the date of circulation of this notice up to the date of AGM i.e. September 24, 2021. Member seeking to inspect such documents can send an email to sglgoa@southerngasindia.com

VOTING THROUGH ELECTRONIC MEANS :

- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 57th AGM by electronic means and the business may be transacted through e-voting Services ("Remote e-Voting").
- The members who have cast their votes by Remote e-Voting prior to the AGM may also participate in the AGM through VC/ OAVM via link provided in their login ids but shall not be entitled to cast their vote again.
The process and manner for Remote e-Voting are as under :

INSTRUCTION FOR E-VOTING :

- The voting period begins on Tuesday, 21st September, 2021 at 9.00 am and ends on Thursday, 23rd September, 2021 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 17th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website www.evotingindia.com Click on "Shareholders" module.

- (v) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login – Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (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 e-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 Shareholders holding shares in Demat Form and Physical Form
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 as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions 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 assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" 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 on the Voting page.
- (xvii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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 :

- 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.
- For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER :

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak

during the AGM but have queries may send their queries in advance 7days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER :

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians 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.

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.

Alternatively Non Individual shareholders are required 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@southerngasindia.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.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

30. Mr. Shivram Bhat, Company Secretary in Practice (CP No. 7853) has been appointed as Scrutinizer to scrutinize the Remote e-Voting in a fair and transparent manner.
31. The Scrutinizer shall, after the conclusion of voting through Insta Poll at the AGM, unblock the votes cast through e-Voting and Insta Poll and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
32. 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.

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

**Dated: 11th June, 2021
Place: Margao-Goa**

**Hasmukh Prajapati
Company Secretary**

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 ON THE GENERAL MEETINGS IN RESPECT OF INDIVIDUALS PROPOSED TO BE APPOINTED/ RE-APPOINTED AS DIRECTOR(S)

Name of Director	Mr. Motilal Sanvlo Keny
Director Identification Number	06813111
Date of Birth (Age)	July 29, 1947
Date of Appointment	September 25, 2014
Brief resume and expertise in Specific functional area	Mr. Motilal Sanvlo Keny , he is retired judge of Bombay City Civil Court for the Period of 1993 – 2007 & retired Chief Information Commissioner under R.T.I of state of Goa for the Period of 2009-2012, he have expertise knowledge of Legal.
Directorships held in other companies	Bangalore Oxygen Company Private Limited Foods and Beverages (India) Private Limited Malabar Oxygen Company Private Limited
Committee Memberships of other Companies	Nil
Number of shares held in the Company	Nil
Number of meetings of the Board held / attended during the year	4/4 (Four)
Relationship between directors inter-se and with key managerial personnel of the Company	there is no inter-se relationship between Board Members
Terms and conditions of appointment/ re-appointment	Mr. Motilal has been appointed in terms of the provisions of Companies Act, 2013 and is responsible to undertake the roles and responsibilities prescribed under the provisions of the Companies Act, 2013 and other laws for the time being in force. In addition, he is also responsible to undertake the roles and responsibilities assigned by the Board from time to time. Details of remuneration and the details are provided in 57 th Annual Report 2020-21
Details of remuneration and the remuneration last drawn, if any	details are provided in 57 th Annual Report 2020-21

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Fifty Seven (57th) Annual Report of the Company along with Company's standalone audited financial statements for the financial year ended on March 31, 2021.

Financial Highlights

(Amount in Lakhs)

Particulars	FY 2020-21	FY 2019-20
Income :		
Revenue from Operation	3,095.19	3,024.81
Other Income	36.35	39.96
Expenses	2,892.92	2,973.25
Profit Before Depreciation & Tax	387.48	256.35
Less; Depreciation	148.87	164.83
Profit before Tax (PBT)	238.61	91.52
Less; Provision for Taxation		
Current Tax	90.47	34.45
Deferred Tax	(44.58)	(10.55)
Profit After Tax	192.71	67.62
Other Comprehensive Income	(6.92)	(10.84)
Net Profit	185.79	56.78

Financial Performance/ State of Company Affairs :-

- Total income of the Company for FY 2021 stood at **Rs. 3,131.53 Lakhs** (3,064.77 Lakhs in FY 2020)
- Profit from continuing operations before Interest, Depreciation, and Exceptional Items & Tax stood at Rs. 387.48 Lakhs.
- Profit from continuing operations before Tax (PBT) stood at Rs. 238.61 Lakhs and Profit from continuing operations After Tax (PAT) stood at Rs. 192.71 Lakhs. Net profit for the period FY 2021 stood at Rs. 185.79 Lakhs.

Your Company turnover **Rs. 3,095.19** Lakhs during the year under review as against 3,024.81 during the last financial year, hence aggregate turnover increased by 2.33% as compared to last year, however the aggregate net profit of the company increased by 227.21% as compared to last year.

Dividend

Based on the Company's performance, your Directors are pleased to recommend, for approval of the members, a Dividend of Rs.50/- per Equity Share (50%) on the face value of Rs. 100/- each, aggregating Rs.11.25 Lakhs for the financial year ended March 31, 2021. The dividend payout is subject to the approval of members at the ensuing 57th Annual General Meeting.

Transfer to General Reserve

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

Directors and Key Managerial Personnel

In accordance with the provisions of Companies Act, 2013 (hereinafter referred as "the Act") and Articles of Association of the Company, **Mr. Motilal Sanvlo Keny** (DIN: 06813111), Director who retire by rotation at the

ensuing 57th Annual General Meeting and being eligible, offer himself for re-appointment.

Mr. Shashidhar Haridas resigned as a Chief Financial Officer (CFO) as on 31st March, 2021.

Event occurred after financial year

The Company has appointed Mr. Srinivasan S as a Chief Financial Officer & Key Managerial Personnel of the Company, with effective from 11th June, 2021.

The brief resumes and other disclosures relating to the Directors who are proposed to be appointed/ re-appointed, as required to be disclosed pursuant to Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of the Secretarial Standard 2 are given in the **Annexure A** to the Notice of the 57th AGM.

Your Directors recommend the appointment/ re-appointment of the above Directors at the ensuing AGM.

The Company recognises 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 background, age, ethnicity, race and gender, which will help us, retain our competitive advantage.

Management Discussion & Analysis

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

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 Companies (Accounts) Rules, 2014 are provided as **Annexure – C** and forms an integral part of this Report.

Corporate Governance

By virtue of Regulation 15(2) of the SEBI (LODR) Regulation, 2015, the provision of Corporate Governance are not applicable to the Company.

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 31.03.2021 were in the ordinary course of business and on basis of arms length pricing and do not attract the provisions of Section 188 of the Companies Act, 2013. Thus disclosure in form AOC 2 is not applicable.

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