THE SOUTHERN GAS LIMITED

Regd. Office: Meera Classic, Phase II, Gogol, Borda, Post Fatorda, Margao, Goa - 403 602
Tel.: (0832)2724863, 2724864, 2724865 Email: sglgoa@southerngasindia.com
GSTIN: 30AAACT6201H1ZZ
Website: www.southerngasindia.com
PAN: AAACT6201H CIN: L24111GA1963PLC000562

Since 1963

CLARIFICATION LETTER

To,
Department of Corporate Services,
Bombay Stock Exchange Limited
P.J. Towers, Dalal Street,
Mumbai- 400 001.

Date: 17th September, 2024

Ref: Scrip Code: 509910 (ZSOUTGAS)
Re: Clarification letter for clerical/typographical error in AGM notice part of 60th Annual Report of the Company under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sub: Re-Submission of Revised 60th Annual Report for Financial Year 2023-24 (FY24) (including Notice of AGM) and Clarification Letter for clerical/typographical in AGM notice part of 60th Annual Report of the Company.

Dear Sir/Madam,
This is in continuation with the earlier disclosure submitted as on 2nd September, 2024 w.r.t. submitting of 60th Annual Report of the Company scheduled to be held on Tuesday, 24th September, 2024 at 10:30 a.m. physically, at the Registered office of the Company situated at Meera Classic, Phase II, Gogol, Borda, Post Fatorda, Salcete, Margao, South Goa - 403602.
This is to inform you that we are hereby rectified the followings inadvertent clerical/typographical error occurred in the AGM Notice already submitted with BSE Ltd. :

S. NO.	TOPIC & PAGE NO. WHICH ARE CHANGED	DESCRIPTIONS OF CHANGES
1.	Resolution specified in **PAGE NO 1** of the Annual report as set out in **ITEM NO. 4** – To Re-appoint Mr. Gautam V. Pai Kakode (DIN:02395512) as a Managing Director of the Company as mentioned.	Gautam V. Pai Kakode is being reappointed **for a term of three years** but it was mentioned mistakenly as 5 years in the Resolution as set out in Item No. 4. However, in the explanatory statement we correctly specified that he is being reappointed for a term of three years, subject to the approval of Members in ensuing AGM.
2.	Basic Salary specified in **PAGE NO. 8** of the Annual report under Explanatory statement.	A Consolidated Salary of **Rs. 5.5 lakhs per month**, including dearness and all other allowance but it was mentioned mistakenly as:- a Consolidated Salary of Rs. 5.5 per month, including dearness and all other allowance
3.	The remuneration terms include Reimbursement of hospitalization and major medical expenses incurred as per Rules of the Company (this includes Mediclaim insurance premium); specified in **PAGE NO. 8** of the Annual report under Explanatory statement.	**Removed**

Pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, we are submitting herewith the Revised 60th Annual Report of the Company along with the Notice of the AGM for FY 2023-24 after rectified all the clerical errors for the good corporate governance.. And the same has been uploaded on the Company's Website. To view / download the same, click on the bellow mentioned link:

- For 60th Annual Report:
  https://southerngasindia.com/wp-content/uploads/2024/09/Final_60-AR_The-SGL.pdf
- For Notice of the 60th AGM:
  https://southerngasindia.com/wp-content/uploads/2024/09/Final_60-AGM-Notice_The-SGL.pdf

We would like to further inform that it was a clerical error which was unintentional and not deliberate.

You are kindly requested to accept this application and take into the records.
Thanking you,

For The Southern Gas Limited

NIRZARA KESARWANI
Digitally signed by NIRZARA KESARWANI
Date: 2024.09.17 14:12:47 +05'30'

Nirzara Kesarwani
Company Secretary & Compliance Officer

Encl: As Above

THE SOUTHERN GAS LIMITED

Since 1963



60th Annual Report

2023-24

FROM THE DESK OF MANAGING DIRECTOR



Dear Shareholders,

Your company has recently celebrated 61 years of a remarkable journey, guided by the motto "In service to mankind/humanity" since its inception. We take immense pride in our unwavering commitment to this mission, year after year. This guiding principle has shaped our path and inspired our continuous dedication to excellence.

We are thrilled to announce that our efforts have been recognized with **Bharat Gaurav Ratna Shree Samman Parishad**:

- Awarded for our outstanding achievement and significant role in providing medical oxygen during the COVID-19 pandemic.
- This honor was presented on 4th June 2023, in New Delhi, by the Ministry of Corporate Affairs, Government of India.

It is my great pleasure on behalf of the Board of Directors to present to you the Annual Report for the FY'24. This past year has been one of resilience, growth, and strategic transformation for our company, as we continued to strengthen our position as a leading manufacturer of medical, industrial & other rare gases.

Serving Critical Needs in Healthcare: In the healthcare sector, our medical gases played a crucial role in supporting the fight against the global pandemic and other critical health challenges. We have ramped up production to meet the surging demand for oxygen and other medical gases, ensuring that hospitals and healthcare providers have the resources they need to save lives. This commitment underscores our role as a trusted partner in global healthcare.

Geographical Expansion: We see significant growth opportunities in emerging markets where industrialization is on the rise. Our strategy includes entering new geographical regions and establishing a stronger presence in existing markets through strategic partnerships, joint ventures, and the establishment of local production facilities.

Customer-Centric Solutions: We will continue to work closely with our customers to develop tailored gas solutions that meet their specific needs. Our aim is to deepen these relationships by providing not just products, but also comprehensive support and expertise that help our clients optimize their operations and achieve their sustainability goals. Our future plans for both Medical and Industrial Gas products are anchored in our commitment to innovation, sustainability, and customer satisfaction.

I further take pride in presenting to you the 60th Annual Report of your Company, together with the audited financial statements for the financial year ended 31st March 2024. The highlights of this year's performance are that your Company managed to clock a total revenue of Rs 36.42 Crores when compared to Rs 36.66 Crores for the financial year 2022-23. The Net profit before Tax increased to Rs. 2.45 Crores, when compared to Rs. 1.16 Crores for previous year 2022-2023. The total comprehensive income for the reporting year which stood at Rs 1.87 Crores when compared to Rs 0.78 Crores for the financial year 2022-23. This increase in the revenue of the company during the financial year 2023-24 is due to the reduction in the overheads as compared with last financial year.

Our success is a testament to the collective efforts of our incredible team. I want to reiterate my deepest thanks for your hard work and dedication. As we move forward, our commitment to delivering value to our shareholders remains steadfast. We will continue to focus on sustainable growth, innovation, and operational excellence, ensuring that "The Southern Gas Ltd." remains well-positioned to capitalize on opportunities and navigate challenges in the ever-evolving market landscape.

Your trust and support are the foundations of our success, and with this note I, on behalf of all the directors of your company deeply grateful for your continued confidence in our vision and leadership. Together, we will work to achieve even greater milestones in the years to come.

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
		Mr. Purushottam S. Mantri	- Independent Director
		Mr. Ninad Gurudas Kamat	- Independent Director
		Mr. Govind Vithal Kamat	- Independent Director
Chief Financial Officer	:	Mr. Srinivasan S (up to 10th August, 2023) Mr. Shashidhar Dattanand Haridas (w.e.f. 9th November, 2023)	
Company Secretary	:	Mrs. Nirzara Kesarwani	
Statutory Auditors	:	M/s. M. R. Hegde & Associates, Chartered Accountants, Margao, Goa.	
Secretarial Auditor	:	Mr. Vilas Sambhaji Hajare, Practicing Company Secretary, Panaji, Goa	
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; secretarial@southerngasindia.com www.southerngasindia.com 0832 - 2724863/64	
Units	:	• Bangalore (Karnataka) • Bhadravati (Karnataka) • Harihar (Karnataka) • Udyogamandal (Kerala) • Tiruchirappalli (Tamil Nadu) • Mysore (Karnataka) • Calicut (Kerala) • Trivandrum (Kerala) • Hubli (Karnataka)	

INDEX OF 60TH ANNUAL REPORT

Contents **Page Nos.**

Notice..... 01-09

Annexure A to Notice..... 10

Board's Report..... 11-16

Annexure to Board's Report 17-28

Management Discussion & Analysis Report 29-33

Independent Auditors' Report on Financial Statement..... 34-40

Balance Sheet 41

Profit & Loss Account 42

Cash Flow Statement 43-44

Statement of Change in Equity..... 45

Notes to Financial Statement 46-67

Attendance Slip 68

Proxy Form 69

Route Map 70

NOTICE OF 60TH ANNUAL GENERAL MEETING

To
The Members

NOTICE is hereby given that the Sixty (60th) Annual General Meeting (''AGM'') of the Members of **"THE SOUTHERN GAS LIMITED"** will be held on Tuesday, 24th September, 2024 at 10:30 A.M.(IST) at the Registered Office of the Company situated at Meera Classic, Phase II, Gogol, Borda, Post Fatorda, 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, 2024 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, 2024 together with the Reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.

ITEM NO. 2 –To declare final dividend for the Financial Year ended on 31st March, 2024.

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 at the rate of 50% on face value per share of ₹ 100/- each fully paid-up, as recommended by the Board of Directors, be & is hereby declared for the financial year ended on 31st March, 2024, & 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 Mrs. Yogita G. Pai Kakode (DIN: 01587954), who retires by rotation and being eligible, offers herself 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, Mrs. Yogita G. Pai Kakode (DIN: 01587954), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

ITEM NO. 4 – To Re-appoint Mr. Gautam V. Pai Kakode (DIN:02395512) as a Managing Director of the Company.
To consider and if thought fit, to pass the following resolutions with or without modification(s) as a **Special Resolutions:**
"RESOLVED THAT pursuant to the provisions of Section 196,197 and 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members, be and is hereby accorded for appointment of Mr. Gautam V. Pai Kakode, (DIN: 02395512) as Managing Director (MD) of the Company, not liable to retire by rotation, to hold office for a period of Three (3) consecutive years i.e.,from 1st February, 2025 to 31st January 2028, on the terms and conditions including those relating toremuneration as set out under the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving 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: 09th August, 2024
Place: Margao, Goa

Registered Office: Meera Classic, Phase - II, Gogol, Borda, Post Fatorda, Salcete, Margao, South Goa - 403602
Website:www.southerngasindia.com
Email:sglgoa@southerngasindia.com
CIN: L24111GA1963PLC000562

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 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. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.
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@southerngasindia.com duly completed and signed not less than 48 hours before the commencement of the 60th AGM. Proxies submitted on behalf of the Companies, if any, must be supported by an appropriate resolution as applicable.
5. A person shall act as proxy for not exceeding 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Members holding more than 10 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 proxy for any other member.
6. 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@southerngasindia.com specifying his intention to inspect proxies.
7. Members / Proxies should bring the Attendance slip duly filled in for attending the meeting.
8. 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 60th AGM by an email through its registered email address to sglgoa@southerngasindia.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.
9. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Integrated Annual Report for FY'24 is beingsent 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.
10. Members may note that the 60th AGM Notice of the Company along with the Integrated Annual Report for FY'24 will also be available on the Company's website at : www.southerngasindia.com and website of the Stock Exchanges i.e. BSE Limited at : www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) at : www.e-votingindia.com.
11. 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.
12. 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.
13. 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.
14. 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 Registeredoffice address or e-mail at sglgoa@southerngasindia.com or to theRegistrar & 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 andeffectively.

15. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 18th September, 2024 to Tuesday, 24th September, 2024 (both days inclusive) for the purpose of payment of dividends. A final dividend at the rate of 50% on face value per share of ₹ 100/- each fully paid-up, has been recommended by the Board of Directors for the financial year ended on 31st March, 2024, subject to the approval of Shareholders at 60th AGM of the Company.
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 Tuesday, 17th September, 2024 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 Tuesday, 17th September, 2024.
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 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 toreach on or before the date of Book Closure fixedfor 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.
18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat 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.
19. 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, 2017 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, 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
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

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 2015-16, from time to time, to the IEPF established by the Central Government.

20. Pursuant to IEPF Rules, during the financial year 2023-24, the Company has transferred all dividends which had remained unpaid or unclaimed for 7 (seven) consecutive years or more on the due date of transfer to the IEPF Authority. Details of shares transferred to the IEPF are available on the website of IEPF at www.iepf.gov.in as well as on the Company's website at 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 IEPF at www.iepf.gov.in or contact RTA: M/s. Bigshare Service Private Limited for lodging claim for refund of shares and/or dividend fromthe IEPF.

22. 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
23. 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.
24. Further, as per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, 1st April 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.
25. 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 theirDemat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
26. Registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost.
27. 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 availablefor inspection by the members of the Company during the 60th AGM.
28. All the Members wishing to ask questions during the AGM should forward them to the registered office of the Company, seven (7) days before the date of AGM.
29. The Board of Directors has appointed **M/s. Ankur Gandhi & Associates, Practicing Company Secretaries** as a Scrutinizer to scrutinize the Remote e-Voting or/and e-Voting in a fair and transparent manner.
30. The Results shall be declared not later than 48 hours from the conclusion of the 60th AGM of the Company and the resolution will bedeemed to be passed on the 60th AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s)
31. The Scrutinizer shall, immediately after the conclusion of voting at the 60th 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 60th 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.
32. The results declared along with the Scrutinizer's Report shall be placed on the Website of the Company at www.southerngasindia.com and on the website of CDSL at https://www.e-votingindia.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 60th AGM.
33. Route Map for the venue of 60th AGM is annexed.

VOTING THROUGH ELECTRONIC MEANS:

I. 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 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 REMOTE 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. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
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 e-voting period begins on Saturday, 21st September, 2024 at 9:00 A.M.(IST) and ends on Monday, 23rd September, 2024 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 i.e. Tuesday, 17th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on Monday, 23rd September, 2024 at 5:00 p.m.(IST). Once the vote on a resolution is cast by the member, the member cannot modify it subsequently. Members are requested to carefully read the instructions for e-voting before casting their vote. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

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 the Company, 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 ABOVESAID SEBI CIRCULAR, LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERSHOLDING SECURITIES IN DEMAT MODE CDSL/NSDL IS GIVEN BELOW:

1. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL DEPOSITORY

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 & New System Myeasi Tab.

ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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.

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 & New System Myeasi Tab and then click on registration option.

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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

2. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL DEPOSITORY

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.

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.

iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.e-voting.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.

3. INDIVIDUAL SHAREHOLDERS (HOLDING SECURITIES IN DEMAT MODE) LOGIN THROUGH THEIR DEPOSITORY PARTICIPANTS (DP)

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.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above-mentioned 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.e-voting@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 e-voting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

LOGIN METHOD FOR REMOTE E-VOTING FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT MODE.

i. The shareholders should log on to the e-voting website www.e-votingindia.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 registeredwith 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.

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.e-votingindia.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 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.

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 NOimplies 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 yourvote, 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.e-voting@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 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.

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.e-voting@cdslindia.com or contact at toll free no. 1800 22 55 33 contact.

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.e-voting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 4:

The tenure of Mr. Gautam V. Pai Kakode (DIN:02395512), as the Managing Director of the Company getting expired as on 31st January, 2025. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, his services should be available to the Company for a further period.

In terms of the provisions of the Act and the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on Friday, 9th August, 2024, approved the appointment of Mr. Gautam V. Pai Kakode (DIN:02395512), as the Managing Director (MD) of the Company for a term of three consecutive years with effect from 1st February, 2025 to 31st January 2028, subject to theapproval of Member at this 60th AGM.

Brief profile of Mr. Gautam V. Pai Kakode is as follows:

Mr. Gautam V. Pai Kakode, hails from a distinguished business family that has been prominent since the Portuguese era. Mr. Gautam is an eminent, young, dynamic, and charismatic personality in the Indian industrialist community. In 2006, he was accorded a challenging position as an executive at a young age in the prominent corporate sector company, M/s. The Southern Gas Limited (established in 1963).

He is also a director in five different private limited companies:

1. Malabar Oxygen Co. Pvt. Ltd. (Manufacturing units in Mangalore and Harihar)
2. Bangalore Oxygen Co. Pvt. Ltd. (Manufacturing unit in Bangalore)
3. Foods & Beverages (India) Pvt. Ltd.
4. Poy Raiturcar Properties Pvt. Ltd.
5. Madhav Poy Raiturcar Trading Pvt. Ltd.

The terms and conditions for appointment & remuneration of Mr. Gautam V. Pai Kakode, are given herein:

Basic Salary:
A Consolidated Salary of Rs. 5.5 Lakhs per month, including dearness and all other allowance.

Benefits, Perquisites & Allowance:

i. Car facility as per Rules of the Company;
ii. Telecommunication facility as per Rules of the Company;
iii. Medical allowance;
iv. Leave Travel Concession/ Allowance;
v. Personal Accident Insurance Premium;
vi. Annual club membership fees

Provident Fund and Gratuity:
Contribution to Provident Fund and Gratuity as per the Rules ofthe Company.

Leave:
Leave and encashment of un-availedleave as per the Rules of the Company.

Sitting Fees:
He shall not be entitled to sitting fees for attending the meetings of the Board of Directors or Committees thereof.

The managing Director will not be entitled to any perquisites, benefits and allowance other than what has stated herein.

Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Gautam V. Pai Kakode the Company has no profits or its profits are inadequate, the Company will pay remuneration, for a period of 3 years, by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

Nature of Duties: The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

Maximum Remuneration: Except with the permission of the Members, the remuneration paid shall not exceed the limits specified under the provisions of Section 197 and other applicable provisions of the Act read with Schedule V of the Act.

Any variation to the terms and conditions of his appointment and remuneration, including basic salary, fixed remuneration, perquisitesincluding shares grant and allowances, if any willbe subject to review and approval of the Board and/or the Nomination and Remuneration Committee and the Shareholders (if applicable), in accordance with the applicable law, including the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, as on the date of Notice, attached hereto as Annexure A ofthis Integrated Annual Report.

Mr. Gautam V. Pai Kakode, being the appointee, is interested in the resolutions set out at Item No. 4 of the Notice. Further, his relatives are also

deemed to be interested in the resolutions, to the extent of their shareholding in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of members of the Company by Special resolutions, considers the appointment of Mr. Gautam V. Pai Kakode in the interest of the Company and recommends the Special Resolutions as set out at Item Nos. 4 for approval of Members.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

i. Nature of Industry: Manufacturing Medical, Rares, Industrial & Specialty Gas.
ii. Date or expected date of commencement of Commercial Production: NA (Company is an existing company).
iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : NA
iv. Financial performance of Company based on given indicators: (Amount in lakhs)

PARTICULARS	2023-24	2022-23
Gross Revenue	3642.28	3666.26
Profit / (Loss) Before Income Tax	245.09	115.74
Less: Provision for Taxation		
Current Tax	55.72	43.83
Previous Year Tax	1.46	1.48
Deferred Tax	7.09	(10.6)
Net Profit/ (loss) after Tax	180.82	81.03
Profit/ (Loss) as computed under Section 198 of the Act	180.82	81.03

v. Foreign investments or collaborations, if any: Nil
vi. Past remuneration: Same as recommended this year.
vii. Job profile and his suitability: His current term of appointment as a Managing Director of the Company will expire on 31st January, 2025. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, his services should be available to the Company.
viii. Remuneration proposed: As mentioned above
ix. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel: Spouse of Mrs. Yogita G. Pai Kakode, Director of the Company. And holding 5665 Equity Shares of the Company
x. Reasons of loss or inadequate profits: The sales of the Company have been reduced due to tough competition in market and higher cost of production due to higher power cost and challenges in optimizing logistic cost.
xi. Steps taken or proposed to be taken for improvement: Switching from ASU(Air Separation Units) plants to filling stations by directly precuring the liquid gas in bulk volume from tonnage large scale plants which reduces the power cost substantially and will lead to reduction in production cost in tern which will lead to higher profitability.
xii. Expected increase in productivity and profits in measurable terms: The Company has drawn up an Annual Business Plan which it will endeavor to achieve.

All the documents referred to the Notice and Explanatory Statement forms the part of the Notice are available for inspection by the members of the company at the Company's Registered office during the Business Hours of the Company between 9:00 A.M. to 5:30 P.M. on all working Days (except Saturdays, Sundays and Public Holidays) from the date of circulation of this notice upto the date of this AGM and also during the AGM of the Company.

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

Sd/-
Gautam V. Pai Kakode
Managing Director
(DIN: 02395512)

Dated: 09th August, 2024
Place: Margao, Goa

Registered Office: Meera Classic,
Phase - II, Gogol, Borda,
Post Fatorda, Salcete,
Margao, South Goa - 403602
Website:www.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	ITEM NO. 4 OF THE NOTICE
1.	Name of Director	Mrs. Yogita G. Pai Kakode	Mr. Gautam V. Pai Kakode
2.	Director Identification Number (DIN)	DIN:01587954	DIN: 02395512
3.	Date of Birth (Age)	16th May, 1972 (52 years)	20th April, 1970 (54 years)
4.	Nationality	Indian	Indian
5.	Date of First Appointment	31st January, 2014	29th October, 2008
6.	Category	Non- Executive Director	Managing Director
7.	Qualification	B. Com	16 years of experience in present company.
8.	Nature of Expertise/ Experience in Specific functional area	Corporate & Business Management	Leadership and Corporate Management
9.	Directorships held in other companies	1. Foods And Beverages (India) Pvt Ltd. 2. Malabar Oxygen Company Pvt Ltd. 3. Bangalore Oxygen Company Pvt Ltd. 4. Poy Raiturcar Properties Pvt Ltd. 5. Madhav Poy Raiturcar Trading Company Pvt Ltd.	1. Foods And Beverages (India) Pvt Ltd. 2. Malabar Oxygen Company Pvt Ltd. 3. Bangalore Oxygen Company Pvt Ltd. 4. Poy Raiturcar Properties Pvt Ltd. 5. Madhav Poy Raiturcar Trading Company Pvt Ltd.
10.	Membership of Board Committees of the other companies	NIL	NIL
11.	Number of shares held in the Company	5,656 Equity Shares	5.665 Equity Shares
12.	Listed Entities from which resigned in the past three years	NIL	NIL
13.	Number of meetings of the Board held/ attended during the year	4/4	4/4
14.	Relationship with other Directors and Key Managerial Personnel of the Company	Spouse of Mr. Gautam V. Pai Kakode, Managing Director of the Company.	Spouse of Mrs. Yogita G. Pai Kakode, Director of the Company.
15.	Terms and conditions for appointment or re-appointment	Mrs. Yogita G. Pai Kakode has consented to retire by rotation at the ensuing 60th Annual General Meeting, for compliance with the requirement of Section 152 of the Companies Act, 2013, and being eligible, offers herself for reappointment.	As mentioned in Explanatory Statement
16.	Remuneration proposed to be paid	As a non-executive Director, she is entitled to sitting fees for attending meetings of the Board.	As mentioned in Explanatory Statement

BOARD'S 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 (60th) 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, 2024.

1. Financial Highlights:

The Audited Financial Statement of the Company as on 31st March, 2024, 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: (Amount in Lakhs)

Particulars	Financial Year 2023-24	Financial Year 2022-23
Income: Revenue from Operation	**3559.62**	**3593.41**
Other Income	82.65	72.85
Expenses	3397.19	3550.52
Profit Before Depreciation & Tax	**429.62**	**282.54**
Less: Depreciation	184.53	166.80
Profit Before Tax (PBT)	**245.09**	**115.74**
Less: Provision for Taxation: Current Tax	**57.18**	45.31
Deferred Tax	7.09	(10.60)
Profit After Tax	**180.82**	**81.03**
Other Comprehensive Income	6.48	(3.37)
Net Profit	**187.30**	**77.65**

2. Financial Performance/State of Company Affairs:

- Total income of the Company for Financial Year ended on 31st March, 2024 stood at INR. 3642.28 Lakhs (INR. 3666.26 Lakhs in Financial Year ended on 31st March, 2023).
- Profit from continuing operations before Interest, Depreciation, and Exceptional Items & Tax stood at INR. 432.25 Lakhs at the Financial Year ended on 31st March, 2024.
- Profit from continuing operations before Tax (PBT) stood at INR. 245.09 Lakhs and Profit from continuing operations After Tax (PAT) stood at INR. 180.82 Lakhs. Net profit for the period Financial Year ended on 31st March, 2024stood at INR. 187.30 Lakhs.

Your Company turnover INR. 3559.62 Lakhs during the year under review as against INR 3593.41 Lakhs during the last Financial Year ended on 31st March, 2023, hence aggregate turnover decreased by 0.94% as compared to last year, however the aggregate net profit of the company increased by 141.21% 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 Lakhs for the Financial Year ended 31st March, 2024. The dividend payout is subject to the approval of members at the ensuing AGM.

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 2023-24, there was no public issue, rights issue, bonus issue or preferential issue e.t.c. 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 TwentyTwo 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, 2024.

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 composition of board & key managerial personnel (KMP) as on 31st March 2024, and the changes during the year & 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 Directorate:

a) Appointment/Re-appointment of Directors:

i. Retirement by rotation and subsequent re-appointment:

Pursuant to the provisions of Section 152 of the Companies Act, 2013, and Articles of Association of the Company, **Mrs. Yogita G. Pai Kakode (DIN: 01587954),** Director of the Company, retires by rotation, and being eligible, has offered herself for her re-appointment at the 60th Annual General Meeting.

Based on the performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board recommends her re-appointment. A resolution seeking shareholders' approval for her re-appointment as set out in **Item No. 3** of the accompanied Notice.

Brief details of **Mrs. Yogita G. Pai Kakode (DIN: 01587954),** 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 60th Annual General Meeting.

ii. Re-appointment of Mr. Gautam V. Pai Kakode (DIN:02395512) as a Managing Director of the Company:

The Board of Directors at its meeting held on 9th August, 2024, based on the recommendation of theNomination and Remuneration Committee of the Company approved the appointments of Mr. Gautam V. Pai Kakode (DIN:02395512) as a Managing Director of the Company **with effect from 1st February, 2025 up to 31st January 2030**, subject to approval of the Members at the ensuing AGM of the Company.

iii. Completion of second term of 5 (Five) consecutive years of Mr. S. P. Patnekar (DIN: 01939882) as an Independent Director of the Company on ensuing AGM:

Mr. S. P. Patnekar(DIN: 01939882) ceased to be Non-Executive Independent Directors of the Company upon completion of his second term of 5 (Five) consecutive years at the ensuing 60th Annual General Meeting of the Company to be held on 24th September, 2024.

He has served the 22 years of Directorship in Company and the Company has improved under his direction by cementing the confidence of our members, enhancing the quality of the organizational culture and building a great relationship with our Directors.

iv. 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 09th November, 2023 appointed Mr. Shashidhar Dattanand Haridas as a Chief Financial Officer (KMP) of the Company in place of Mr. Sugavanam Srinivasan, who was appointed as the Chief Financial Officer (KMP) of the Company as on 11th day of June, 2021, and requested the Company to relieve from the post on his superannuation on the 10th of August 2023 & 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 2023-24 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 2023-24. 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, 2024, the shareholders met one time on 22nd September, 2023 in the 59th 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. And all the recommendations made by the Audit Committee were accepted by the Board during the Financial Year ended 31st March, 2024.

14. Independent Directors Meeting:
During the year under review, an Independent Directors meeting was held on 9th February, 2024 in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

15. Policy on Directors' Appointment & Remuneration:
Pursuant to provisions of the Act, the Nomination and Remuneration Committee ('NRC') of your Board has formulated a Remuneration Policyfor 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 ofgovernance 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, 2024. 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, 2024, 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, 2024 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, 2024 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, 2024 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 theFinancial Year ended on 31st March, 2024.

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 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' Reports:

Statutory Auditors & Report of Statutory Audit:
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, 2024 is the Part of this 60th Annual Report.

There has been no qualifications, reservations, adverse remark or disclaimer remark given by the Auditor's in their Statutory 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 01/2023-24 Board Meeting held on 26th May, 2023 had appointed **Mr. Vilas Sambhaji Hajare (ACS:21177), Practicing Company Secretaries, Goa**, as the Secretarial Auditor of the Company for conducting the secretarial audit of the Company for the Financial Year 2023-24. The Secretarial Audit Report for the Financial Year ended 31st March, 2024 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 02/2024-25 Board Meeting held on Friday, 9th August, 2024 had appointed **M/s. Ankur Gandhi**

& Associates, Practicing Company Secretaries, to conduct the secretarial audit of the Company for the Financial Year 2024-25.

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 02/2023-24 Board Meeting held on Friday, 11th August, 2023 had appointed **Mr. Pratik Premkant Nayak Mirjankar** as an Internal Auditor of the Company for conducting the Internal audit of theCompany for the Financial Year 2023-24. Heconducted the Internal Audit of all the Company'sUnit for the Financial Year 2023-24 and presentedthe report to the Company.

Further 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 AND CO** for Kerala Unit to conduct the Internal Audit of the Company for the Financial Year 2024-25.

Cost Audit and Cost Audit Records:
The provisions of Section 148 of the Companies Act, 2013 relating to maintenance of cost records and Cost Audit is not applicable to your Company during the period under review.

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 at : www.southerngasindia.com.

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. 31stMarch, 2024, 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; 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, 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 a 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 ofSexual 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. Nirzara Kesarwani	: Member - Employee
5.	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 aggrievedperson. Your directors further apprise that during the year under review, there were no case/compliant register under pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

33. 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.

34. 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 9th November, 2023 designated, Mrs. Nirzara Kesarwani, Company Secretary 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.

35. Secretarial Standards:

As per Section 118(10) of the Companies Act, 2013, your 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.

36. 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 2023-24.
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 V. Pai Kakode
Managing Director
DIN:02395512

Sd/-
Motilal Sanvlo Keny
Director
DIN: 06813111

Dated: 09th August, 2024
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 lubricationpurpose.
	ii) The steps taken by the company forutilizing alternate sources of energy.	Existing high electricity consuming Fluorescentand sodium lamps are replaced with LED bulbsand thus the consumption of electrical power forlighting has been drastically come down. The water coming out from the heat exchangersare 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 energyconservation.
	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 withall 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 outgo during the year 2023-24 was equivalent to INR. 51,24,551.79. Foreign Exchange earned during the year 2023-24 was equivalent to Nil

By Order of the Board
For The Southern Gas Limited

Sd/-	**Sd/-**
Gautam V. Pai Kakode	**Motilal Sanvlo Keny**
Managing Director	**Director**
DIN:02395512	**DIN: 06813111**

Dated: 09th August, 2024
Place: Margao-Goa

ANNEXURE C TO THE DIRECTOR REPORT

Composition of Board of Directors of the Company:

The composition of the Board of Directors of the Company is in conformity with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "the Listing Regulations"), as amended from time to time.

As on 31st March, 2024, the Board of Directors of the company comprises of Seven Directors.

However, Mr. S. P. Patnekar (DIN: 01939882) ceased to be Non-Executive Independent Directors of the Company upon completion of his second term of 5 (Five) consecutive years at the ensuing 60th Annual General Meeting of the Company.

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 as on 31st March, 2024 are given below:

Name and Category of Directors	Designation	Directorship in other listed entity & Category	Relationship with each other	No. of Board Meetings attended/ held during the FY	Whether attended the last AGM	No. of directorships in Public Companies	No. of Committee Memberships / (Chairmanships) in Companies as on 9th August, 2024	
							Chairman	Member
Mr. Gautam V. Pai Kakode Executive & Promoter Group	Managing Director	N	Spouse of Mrs. Yogita G. Pai Kakode	4/4	Y	1	N	N
Mr. Yogita G. Pai Kakode Non-Executive & Promoter Group	Director	N	Spouse 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	3
Mr. Purushottam S. Mantri Non-Executive & Independent	Independent Director	Y	N.A.	3/4	Y	3	N	2
Mr. Ninad Gurudas Kamat Non-Executive & Independent	Independent Director	N	N.A.	4/4	Y	1	N	2
Mr. Govind Vithal Kamat Non-Executive & Independent	Independent Director	N	N.A.	4/4	Y	1	N	1
*Mr. S. P. Patnekar Non-Executive & Independent	Independent Director	N	N.A.	4/4	Y	1	3	3

*The Tenue of Mr. S. P. Patnekar, as Non-Executive Independent Directors of the Company getting completed in this AGM, 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 60th 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 FY 2023-24, the Board of Directors met Four (4) times on the following dates and the gap between any two Board Meetings did not exceed 120 days:-26th May, 2023; 11th August, 2023; 09th November, 2023; & 09th February, 2024.

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.

AUDIT COMMITTEE:

Constitution as on 31st March, 2024:

As on 31st March, 2024 the Audit Committee comprises of the following Director:

S. No.	Name of the Director	DIN	Designations
1.	Mr. S. P. Patnekar	01939882	Non-Executive & Independent Director (Chairman)
2.	Mr. Purushottam S. Mantri	06785989	Non-Executive & Independent Director
3.	Mr. M. S. Keny	06813111	Non-Executive Director
4.	Mr. Ninad Gurudas Kamat	09611972	Non-Executive & Independent Director
5.	Mr. Govind V. Kamat	09614134	Non-Executive & Independent Director

Constitution after end of the Financial Year:

Due to the completion of the tenure of Mr. S. P. Patnekar (DIN: 01939882), as Non-Executive Independent Directors of the Company at the ensuing 60th AGM, the Composition of the Audit Committee has been re-constituted as on 09th August, 2024 in compliance with the provisions of Section 177 of the Companies Act, 2013 and rules made thereunder read with Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, comprises of the following Non-Executive Directors:

S. No.	Name of the Director	DIN	Designations
2.	Mr. Purushottam S. Mantri	06785989	Non-Executive & Independent Director (Chairman)
3.	Mr. M. S. Keny	06813111	Non-Executive Director
4.	Mr. Ninad Gurudas Kamat	09611972	Non-Executive & Independent Director
5.	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.

The audit committee shall mandatorily review the following information's:

- Management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 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 2023-24, 4 (Four) Audit Committee meetings were held on following dates: 26th May, 2023; 11th August, 2023; 09th November, 2023; & 09th February, 2024.

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

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

NOMINATION AND REMUNERATION COMMITTEE:

Constitution as on 31st March, 2024:

As on 31st March, 2024 the Nomination and Remuneration Committee comprises of the following Non-Executive Directors:

S. No.	Name of the Director	DIN	Designations
1.	Mr. S. P. Patnekar	01939882	Non-Executive & Independent Director (Chairman)
2.	Mr. Purushottam S. Mantri	06785989	Non-Executive & Independent Director
3.	Mr. M. S. Keny	06813111	Non-Executive & Director

Constitution after end of the Financial Year:

Due to the Completion of tenure of Mr. S. P. Patnekar (DIN: 01939882), as Non-Executive Independent Directors of the Company at this ensuing 60th AGM, the Composition of the Nomination and Remuneration Committee has been re-constituted as on 09th August, 2024 in compliance with the provisions of Section 178 of the Companies Act, 2013 and rules made thereunder read with Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, 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:

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.
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.

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 2023-24, Four (4) Nomination & Remuneration Committee meetings were held on following dates: 26th May, 2023; 11th August, 2023; 09th November, 2023; & 09th February, 2024.

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

	No. of Meetings	
Name of Member	Held	Attended
Mr. S. P. Patnekar	4	4
Mr. Purushottam S. Mantri	4	3
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 was paid for Board.

The aggregate amount of sitting fees paid during the financial year 2023-24 was INR. 69,000/- (excluding applicable taxes). And the aggregate amount of remuneration paid to the Managing

Director during the financial year 2023-24 was INR. 60,21,600/- (excluding applicable taxes) No stock options were issued to the Directors during the period under report.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Constitution as on 31st March, 2024:

As on 31st March, 2024 the Stakeholders' Relationship Committee comprises of the following Non-Executive Directors:

S. No.	Name of the Director	DIN	Designations
1.	Mr. S. P. Patnekar	01939882	Non-Executive & Independent Director (Chairman)
2	Mr. M. S. Keny	06813111	Non-Executive & Director
3.	Mr. Ninad Gurudas Kamat	09611972	Non-Executive & Independent Director

Constitution after end of the Financial Year:

Due to the expiry of the tenure of Mr. S. P. Patnekar (DIN: 01939882), as Non-Executive Independent Directors of the Company at this ensuing 60th AGM, the Composition of the **Stakeholders' Relationship Committee** has been re-constituted as on 09th August, 2024 in compliance with the provisions of Section 178 of the Companies Act, 2013 and rules made thereunder read with Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, 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. 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.

Meetings & Attendance:

During the financial year 2023-24, Three (3) Stakeholders' Relationship Committee meetings were held on following dates:11th August, 2023; 09th November, 2023; & 09th February, 2024. The details of Members' attendance at the meetings of Stakeholders' Relationship Committee are as under:

	No. of Meetings	
Name of Member	Held	Attended
Mr. S. P. Patnekar	3	3
Mr. M. S. Keny	3	3
Mr. Ninad Gurudas Kamat	3	3

Separate Independent Directors' Meeting:

Constitution: As on 31st March, 2024 the Separate Independent Directors' Committee comprises of the following Non-Executive Directors:

S. No.	Name of the Director	DIN	Designations
1.	*Mr. S. P. Patnekar	01939882	Non-Executive & Independent Director (Chairman)
2.	Mr. Purushottam S. Mantri	06785989	Non-Executive & Independent Director
4.	Mr. Ninad Gurudas Kamat	09611972	Non-Executive & Independent Director
5.	Mr. Govind V. Kamat	09614134	Non-Executive & Independent Director

***** However, the tenure of Mr. S. P. Patnekar (DIN: 01939882), as Non-Executive Independent Directors of the Company are getting expired at the ensuing 60th AGM.

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 2023-24, one separate meeting of Independent Directors' was held on 09th day of February, 2024 and all the independent directors of the Company attended the meeting.

By Order of the Board
For The Southern Gas Limited

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

Sd/-
Motilal Sanvlo Keny
Director
DIN: 06813111

Dated: 09th August, 2024
Place: Margao-Goa

Annexure-D

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

(for the financial year ended 31st March, 2024)

[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

I Vilas S. Hajare, Company Secretary in Practice, bearing ACS No. 21177 and having my office at Office No. 814, 8th floor, Gera's Imperium Star, Patto Plaza, Panaji, Goa-403001, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by The Southern Gas Limited (hereinafter called "The Company") for the audit period covering the financial year ended on 31st March, 2024 (the audit period). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

That based on my verification of the Company's books, papers, minute books, documents, formsand returns filed and other records maintained by the Company and also the information provided by the Company Secretary and the officers of the company during the conduct of Secretarial Audit and subject to my separate report enclosed as **Appendix-1** with this report, I hereby report that inmy opinion, the company has, during the audit period has 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:

That I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2024 according to the provisions of:

i. The Companies Act 2013 and the rules made there under (the Act);
ii. The Securities Contracts (Regulation) Act 1956 and the rules made there under;
iii. The depositories Act 1996 and the Regulation and Bye-laws framed there under;
iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
v. The following regulation 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 Takeover) Regulation, 2011;
   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015;
   c) The Securities and Exchange Board of India (Registrar to an issue and share transfer Agents) Regulation, 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 ;

That I have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by the Institute of Company Secretaries of India.
2. The Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) Regulation 2015 (LODR) &
3. The Sexual Harassment of woman at workplace (Prevention, Prohibition and

Redressal) Act, 2013 as amended from time to time.

I further report that:
The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. The changes in the composition of the Board of Directors/KMPs 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 to 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.

The decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority.

I 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.

I further report that:
The compliances of the applicable financial laws including Direct and Indirect Tax Laws by the company have not been reviewed in this audit, since the same have been subject to review by the Statutory Auditors and other designated professionals and officers appointed by the company.

I further report that:
The pending litigations, claims and counter claims in the court of law are given in the Balance Sheet under the head "Contingent Liabilities".

Sd/-
CS Vilas S. Hajare
Company Secretary
ACS-21177, COP-24360
PR Certificate No:-3630/2023
UDIN- A021177F000820041

Place: Panaji
Date: 25/07/2024

APPENDIX-I

This Appendix is part of my "Secretarial Audit Report" for the financial year ended 31st March 2024

To,
The Members,
The Southern Gas Limited

My Secretarial Audit report of even date is to be read along with this Appendix "I";

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I 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 the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My responsibility was limited to the verification of procedures on test 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.

Sd/-
CS Vilas S. Hajare
Company Secretary
ACS-21177, COP-24360
PR Certificate No:-3630/2023
UDIN- A021177F000820041

Place: Panaji
Date: 25/07/2024

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:

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2023-24, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2023-24 are as under:

(Amount in Lakhs.)

Sr. No.	Name of Director / KMP and Designation	Designation	Remuneration paid in FY 2023-24	% increase in Remuneration in the FY 2023-24	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. Gautam V. Pai Kakode	Managing Director	60.00	Nil	Nil
2.	Mrs. Yogita G. Pai Kakode*	Non-Executive Director	.12	Nil	Nil
3.	Mr. M. S. Keny*	Non-Executive Director	.12	Nil	Nil
4.	Mr. S. P. Patnekar*	Independent Director	.12	Nil	Nil
5.	Mr. Purushottam Mantri*	Independent Director	.09	Nil	Nil
6.	Mr. Ninad Gurudas Kamat*	Independent Director	.12	Nil	Nil
7.	Mr. Govind Vithal Kamat*	Independent Director	.12	Nil	Nil
8.	Mr. Sugavanam Srinivasan**	Ex-Chief Financial Officer	6.24	Nil	Nil
9.	Mr. Shashidhar Dattanand Haridas	Chief Financial Officer	7.68	Nil	Nil
10.	Mrs. Nirzara Kesarwani	Company Secretary	5.43	14.36%	Nil

***** Paid sitting fees for attending Board Meetings.
****** Mr. Sugavanam Srinivasan relieve from the post of CFO on his superannuation as on 10th of August 2023.

2. The percentage decrease in the median remuneration of employees (excluding resigned and employed part of the year) in financial year 2023-24 was 0.14%.

3. There were 107 permanent employees on the rolls of the Company as on 31st March, 2024.

4. 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, 2024.

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

(Amount in Lakhs.)

Sr. No.	Name of the Employee	Designation	Remuneration
1.	Mr. Gautam V. Pai Kakode	Managing Director	60.00
2.	Mr. Sadananda Pai. H	General Manager - Operations	14.07
3.	Mr. Bangari R	Sr. Manager Technical	9.31
4.	Mr. Shashidhar Dattanand Haridas	Chief Financial Officer	7.68
5.	Mr. Satheesh Prabhu	Plant Engineer	6.56
6.	Mr. Rejeesh P. P.	Manager Sales & Marketing	6.10
7.	Mrs. Geeta Prabhudessai	Manager - Accounts	5.48
8.	Mr. T. Shashikant Udupa	Quality Control Manager	6.44
9.	Mr. Srinivasan S	Ex-Chief Financial Officer	6.24
10.	Bina Kanekar	Deputy Accounts Manager	6.19

2. 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.

3. 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 annum.

4. 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

Sd/-	**Sd/-**
Gautam V. Pai Kakode	**Motilal Sanvlo Keny**
Managing Director	**Director**
DIN:02395512	**DIN: 06813111**

Dated: 09th August, 2024
Place: Margao-Goa

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 the company with related parties referred to in sub-section (1) of 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	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 Transaction were carried out during the ordinary course of business:

(Amount in Lakhs)

Name(s) of the related party	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	0.09	26/05/2023
Bangalore Oxygen Company(P) Ltd	Enterprise where significant Influence exists	Purchase of Goods	Ongoing Basis	63.03	26/05/2023
Malabar Oxygen Company(P) Ltd	Enterprise where significant Influence exists	Sale of Goods	Ongoing Basis	66.53	26/05/2023
Malabar Oxygen Company(P) Ltd	Enterprise where significant Influence exists	Payment of Freight/other expenses	Ongoing Basis	2.40	26/05/2023
Bangalore Oxygen Company(P) Ltd	Enterprise where significant Influence exists	Payment of Freight/other expenses	Ongoing Basis	0.41	26/05/2023

Bangalore Oxygen Company(P) Ltd	Enterprise where significant Influence exists	Penalty Charges for delayed return of Cylinders	Ongoing Basis	0.28	26/05/2023
Malabar Oxygen Company(P) Ltd	Enterprise where significant Influence exists	Receipt of Freight/other receipts	Ongoing Basis	2.05	26/05/2023
Gautam V. Pai Kakode	Key managerial personnel	Payment of Rent	Ongoing Basis	9.72	26/05/2023
Yogita G Pai Kakode	Key managerial personnel	Payment of Rent	Ongoing Basis	10.37	26/05/2023
Ninad Gurudas Kamat	Key managerial personnel	Rendering professional services	Ongoing Basis	0.60	26/05/2023
Gautam V. Pai Kakode	Key managerial personnel	Remuneration	Ongoing Basis	60.00	-
Yogita G Pai Kakode	Key managerial personnel	Sitting Fees	Ongoing Basis	0.12	
Sripad P. Patnekar	Key managerial personnel	Sitting Fees	Ongoing Basis	0.12	
Motilal S . Keny	Key managerial personnel	Sitting Fees	Ongoing Basis	0.12	
Shashidhar Haridas	Key managerial personnel	Sitting Fees	Ongoing Basis	7.68	
Purushottam Mantri	Key managerial personnel	Sitting Fees	Ongoing Basis	0.09	
Ninad Gurudas Kamat	Key managerial personnel	Sitting Fees	Ongoing Basis	0.12	
Govind Vithal Kamat	Key managerial personnel	Sitting Fees	Ongoing Basis	0.12	
Srinivasan Sugavanam	Key managerial personnel	Sitting Fees	Ongoing Basis	6.24	
Nirzara Kesarwani	Key managerial personnel	Sitting Fees	Ongoing Basis	5.43	
Saineel Pai Kakode	Key managerial personnel	Sitting Fees	Ongoing Basis	3.60	

By Order of the Board
For The Southern Gas Limited

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

Sd/-
Motilal Sanvlo Keny
Director
DIN: 06813111

Dated: 09th August, 2024
Place: Margao-Goa

ANNEXURE TO THE BOARD'S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Board of Directors pleased to present the Management Discussion and Analysis Report based on the current Government Policies and 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 2024, the global outlook is shaped by several key factors, including economic recovery from the COVID-19 pandemic, inflationary pressures, geopolitical tensions, and the ongoing digital and green transitions. Here's a detailed overview:

1. GLOBAL ECONOMIC GROWTH:

- **Moderate Growth Expected:** Global economic growth is expected to be moderate in 2024, with a projected growth rate of around 2.5% to 3%. This is a slowdown compared to the post-pandemic rebound but reflects a return to more sustainable growth levels.
- **Divergent Recovery:** Economic recovery remains uneven across regions. Advanced economies, particularly the U.S. and the Eurozone, are expected to grow at slower rates due to mature economic cycles and tighter monetary policies. In contrast, emerging markets, especially in Asia and Africa, are expected to grow faster, driven by stronger domestic demand, urbanization, and demographic factors.

2. KEY DRIVERS OF GROWTH

- **Technological Innovation:** Continued advancements in technology, particularly in artificial intelligence (AI), digitalization, and automation, are key drivers of productivity and economic growth. The digital economy is expanding rapidly, with sectors like e-commerce, fintech, and digital health leading the way.
- **Green Energy Transition:** The shift towards renewable energy and sustainable practices is accelerating, driven by both policy initiatives and market forces. Investments in green technologies, such as electric vehicles (EVs), solar and wind energy, and energy storage, are expected to contribute significantly to global growth.
- **Consumer Demand:** Rising consumer demand, particularly in emerging markets, is expected to support global growth. A growing middle class, increasing disposable incomes, and urbanization are driving demand for goods and services, particularly in Asia.

3. INFLATION AND MONETARY POLICY

- **Inflationary Pressures:** Inflation remains a key concern for the global economy. While inflation rates have started to stabilize in some regions, they remain elevated compared to pre-pandemic levels. Supply chain disruptions, energy prices, and labor market tightness are contributing factors
- **Monetary Tightening:** Central banks, particularly in advanced economies, have implemented tighter monetary policies to combat inflation. Higher interest rates are expected to continue, which could dampen economic growth by reducing consumer spending and investment.
- **Impact on Emerging Markets:** Emerging markets may face challenges due to tighter global financial conditions. Higher borrowing costs and capital outflows could put pressure on currencies and increase debt servicing burdens.

4. GEOPOLITICAL RISKS

- **Geopolitical Tensions:** Geopolitical risks are a significant factor in the global outlook. The ongoing conflict between Russia and Ukraine has disrupted energy markets, particularly in Europe, and heightened geopolitical uncertainties. Tensions in other regions, such as U.S.-China relations, also pose risks to global stability.
- **Global Trade and Supply Chains:** Trade tensions and the reconfiguration of global supply chains are ongoing concerns. Countries and companies are increasingly adopting strategies to diversify supply chains and reduce dependency on single sources, which could lead to shifts in global trade patterns.

5. CLIMATE CHANGE AND SUSTAINABILITY:

- **Focus on Climate Action:** Climate change remains a critical global challenge, with increasing emphasis on achieving net-zero emissions. Governments and businesses are expected to invest heavily in sustainable infrastructure, renewable energy, and carbon reduction technologies.
- **Economic Impact of Climate Change:** The economic impact of climate change, including extreme weather events and the transition to a low-carbon economy, is becoming more pronounced. These factors could lead to increased costs and economic disruptions but also create opportunities for growth in green industries.

6. GLOBAL TRADE AND INVESTMENT

- **Trade Growth:** Global trade is expected to grow at a moderate pace, with continued recovery from pandemic-related disruptions. However, protectionist measures, trade tensions, and shifts in global supply chains could impact the growth of international trade.
- **Foreign Direct Investment (FDI):** FDI flows are expected to increase, particularly in emerging markets and sectors related to digitalization and green technologies. However, geopolitical uncertainties and regulatory changes could influence investment patterns.

7. KEY RISKS TO THE GLOBAL OUTLOOK

- **Economic Slowdown:** A sharper-than-expected slowdown in major economies, particularly in the U.S. and China, could weigh on global growth. High levels of debt, particularly in emerging markets, could exacerbate the risk of economic downturns.
- **Financial Market Volatility:** Financial markets remain volatile, with risks related to high asset valuations, rising interest rates, and potential corrections in equity and bond markets. This could impact consumer and business confidence, leading to lower investment and spending.
- **Pandemic and Health Risks:** While the worst of the COVID-19 pandemic appears to be over, the potential for new health crises or pandemics remains a risk. Such events could lead to renewed disruptions in global supply chains and economic activity.

8. OPPORTUNITIES FOR GROWTH

- **Digital Transformation:** The ongoing digital transformation offers significant opportunities for growth, particularly in sectors such as fintech, e-commerce, telemedicine, and remote work technologies. Companies that innovate and adapt to digital trends are likely to thrive.
- **Emerging Markets:** Emerging markets, particularly in Asia and Africa, offer significant growth potential. These regions have young populations, increasing urbanization, and rising consumer demand, making them attractive destinations for investment.
- **Sustainability and Green Investments:** The global push for sustainability is creating new markets and opportunities in green technologies, renewable energy, and circular economy models. Companies and countries that lead in these areas are likely to benefit from long-term growth.

The global outlook for 2024 reflects a world economy navigating a complex landscape of challenges and opportunities. While growth is expected to be moderate, it is supported by technological advancements, the green energy transition, and strong consumer demand in emerging markets. However, risks such as inflation, geopolitical tensions, and climate change remain significant. The ability of countries and businesses to adapt to these evolving dynamics will be crucial in shaping the future trajectory of global growth.

GLOBAL MEDICAL & INDUSTRIAL GAS SECTOR

The global medical and industrial gas industry is a vital sector that provides essential gases for various applications in healthcare, manufacturing, energy, food and beverage, and other industries. The outlook for this industry is influenced by trends in healthcare, industrial production, energy transition, and technological advancements.Below is a detailed overview of the global medical and industrial gas industry outlook:

1. 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.

2. MARKET SIZE AND GROWTH

- **Medical Gas Market:** The global medical gas market is expected to grow significantly, driven by the increasing demand for healthcare services, an aging population, and the rising prevalence of chronic diseases. The COVID-19 pandemic has further emphasized the importance of medical oxygen, leading to increased investment in production and distribution infrastructure. Market growth is also supported by technological advancements in medical gas equipment, including portable oxygen concentrators and advanced delivery systems.
- **Industrial Gas Market:** The industrial gas market is projected to grow steadily, with demand driven by key industries such as steel manufacturing, chemicals, electronics, and energy. The transition to cleaner energy sources, including hydrogen and carbon capture, utilization, and storage (CCUS) technologies, is expected to create new opportunities for industrial gases. Asia-Pacific is the largest and fastest-growing market for industrial gases, driven by rapid industrialization, urbanization, and infrastructure development in countries like China and India.

3. KEY TRENDS AND DRIVERS

- **Healthcare Expansion:** The expansion of healthcare infrastructure, especially in emerging markets, is driving demand for medical gases. Governments are investing in healthcare facilities and equipment to improve access to care, particularly in rural and underserved areas.
- **Aging Population:** The global aging population is increasing the demand for medical gases, particularly for respiratory therapies and home healthcare. Conditions such as chronic obstructive pulmonary disease (COPD) and sleep apnea are becoming more prevalent, requiring continuous oxygen therapy.

- **Energy Transition:** The global shift towards renewable energy and decarbonization is boosting the demand for industrial gases like hydrogen and carbon dioxide. Hydrogen is seen as a key component of the energy transition, with applications in fuel cells, transportation, and green hydrogen production.
- **Advanced Manufacturing:** The growth of advanced manufacturing techniques, such as 3D printing and semiconductor production, is driving demand for high-purity gases like argon, nitrogen, and helium. These gases are essential for creating the controlled environments required in these processes.
- **Environmental Regulations:** Stricter environmental regulations are influencing the industrial gas sector, particularly in areas like emissions control and energy efficiency. Companies are increasingly using industrial gases for carbon capture and sequestration (CCS) to meet regulatory requirements and reduce their carbon footprint.

4. TECHNOLOGICAL INNOVATIONS:

- **Gas Production and Distribution:** Technological advancements in gas production, such as on-site generation and cryogenic distillation, are improving efficiency and reducing costs. Innovations in distribution, including mobile gas delivery systems and remote monitoring, are enhancing the reliability and safety of gas supply.
- **Hydrogen Economy:** The development of the hydrogen economy is a major focus, with advancements in hydrogen production, storage, and distribution technologies. Electrolysis, which uses renewable energy to produce green hydrogen, is gaining traction, and innovations in hydrogen fuel cells are expanding their use in transportation and industrial applications.
- **Medical Gas Equipment:** In the medical gas sector, innovations include portable and lightweight oxygen concentrators, advanced ventilation systems, and smart gas monitoring devices that improve patient outcomes and safety.

5. CHALLENGES

- **Supply Chain Disruptions:** The industry faces challenges related to supply chain disruptions, particularly in the context of the COVID-19 pandemic and geopolitical tensions. Ensuring the reliable supply of gases and equipment is critical, especially for medical applications.
- **Cost Pressures:** Rising raw material and energy costs are impacting the profitability of gas production and distribution. Companies are focusing on improving operational efficiency and exploring alternative energy sources to mitigate these pressures.
- **Regulatory Compliance:** The industry must navigate complex regulatory environments, particularly in healthcare, where strict standards govern the production, storage, and distribution of medical gases. Compliance with environmental regulations is also becoming more stringent, requiring continuous investment in sustainable technologies.

6. REGIONAL OUTLOOK

- **North America:** The North American market is mature, with steady demand for both medical and industrial gases. The U.S. is a significant player, particularly in the development of hydrogen technologies and advanced manufacturing.
- **Europe:** Europe is focused on sustainability and the energy transition, with strong growth in the hydrogen sector. The European Union's Green Deal and net-zero targets are driving investments in green hydrogen & carbon capture technologies.
- **Asia-Pacific:** Asia-Pacific is the largest and fastest-growing region for industrial gases, driven by rapid industrialization, urbanization, and healthcare expansion. China and India are key markets, with significant investments in infrastructure, energy, and healthcare.
- **Latin America and Middle East & Africa:** These regions are experiencing growing demand for medical gases due to expanding healthcare access. Industrial gas demand is also rising, particularly in energy and manufacturing sectors, supported by investments in infrastructure and industrial projects.

7. FUTURE OUTLOOK

- **Sustained Growth:** The global medical and industrial gas industry is expected to see sustained growth, supported by healthcare expansion, industrial development, and the energy transition. The focus on sustainability and the hydrogen economy will create new growth opportunities, particularly in green energy and advanced manufacturing.
- **Innovation and Investment:** Continued innovation in gas production, storage, and distribution technologies will be crucial for meeting growing demand and addressing challenges related to cost, supply chain, and regulatory compliance. Investment in infrastructure, particularly in emerging markets, will drive long-term growth.
- **Strategic Partnerships:** Companies in the medical and industrial gas industry are likely to pursue strategic partnerships and collaborations to expand their market reach, enhance technological capabilities, and accelerate the development of new applications, particularly inthe hydrogen economy and green technologies. The global medical and industrial gas industry is poised for growth, driven by expanding healthcare needs, industrial development, and the global push towards sustainability. While the industry faces challenges such as supply chain disruptions

and regulatory pressures, technological innovations and strategic investments are expected to create new opportunities and support long-term growth. The industry's role in the energy transition, particularly through the development of the hydrogen economy, will be a key factor shaping its future trajectory.

CHALLENGES FOR MEDICAL & INDUSTRIAL GAS INDUSTRY IN INDIA.

The medical and industrial gas industry in India faces several challenges that impact its growth, operational efficiency, and ability to meet rising demand across various sectors. Below is an overview of the key challenges:

1. INFRASTRUCTURE AND SUPPLY CHAIN ISSUES:

- **Inadequate Distribution Infrastructure:** India's distribution infrastructure for medical and industrial gases is often underdeveloped, particularly in rural and remote areas. This results in logistical challenges, delays, and higher transportation costs. The lack of an extensive pipeline network for industrial gases and the reliance on road transport contribute to inefficiencies in supply.
- **Supply Chain Disruptions:** The COVID-19 pandemic exposed vulnerabilities in the supply chain, particularly for medical oxygen. During peak demand, there were significant challenges in ensuring a steady supply of oxygen to hospitals. Supply chain disruptions, due to factors like transportation bottlenecks and raw material shortages, continue to pose risks.

2. REGULATORY AND COMPLIANCE CHALLENGES:

- **Complex Regulatory Environment:** The regulatory landscape for the production, storage, and distribution of medical and industrial gases in India is complex. Companies must navigate a range of regulations from different authorities, leading to compliance challenges and potential delays in operations.
- **Licensing and Safety Standards:** Obtaining the necessary licenses and adhering to safety standards can be time-consuming and costly. Stringent regulations, particularly for medical gases, require significant investment in safety measures, monitoring, and reporting, which can be a burden for smaller companies.

3. COST PRESSURES

- **Rising Input Costs:** The costs of raw materials, energy, and transportation have been increasing, putting pressure on the profitability of gas producers and distributors. Energy costs are particularly significant in gas production processes, such as air separation for oxygen and nitrogen.
- **Price Sensitivity:** The Indian market is highly price-sensitive, especially in the healthcare sector. Hospitals and other healthcare providers often operate with tight budgets, leading to pressure on gas suppliers to keep prices low, even as their own costs rise.

4. TECHNOLOGY AND INNOVATION BARRIERS

- **Slow Adoption of Advanced Technologies:** The adoption of advanced technologies in gas production, storage, and distribution is slower in India compared to more developed markets. This includes the use of digital tools for monitoring and managing gas supplies, as well as innovations in gas generation and purification.
- **Limited R&D Investment:** Investment in research and development (R&D) for new gas technologies and applications is relatively low in India. This limits the industry's ability to innovate and develop more efficient and sustainable solutions, particularly in the areas of green energy and advanced manufacturing.

5. ENVIRONMENTAL AND SUSTAINABILITY CONCERNS

- **Carbon Emissions and Environmental Impact:** The production of certain industrial gases, such as carbon dioxide and nitrogen oxides, contributes to greenhouse gas emissions. Increasing environmental regulations and pressure to reduce carbon footprints are driving the need for more sustainable production methods, which can be costly to implement.
- **Waste Management:** The handling and disposal of by-products from gas production processes, such as waste gases and chemicals, pose environmental challenges. Companies must invest in waste management systems to comply with environmental regulations, which adds to operational costs.

6. SKILLED LABOR SHORTAGE

- **Lack of Skilled Workforce:** The industry faces a shortage of skilled labor, particularly in areas like gas production, safety management, and equipment maintenance. This is exacerbated by the rapid growth of the industry and the need for specialized knowledge to operate advanced equipment and adhere to safety standards.
- **Training and Development:** Companies must invest in training and development programs to build the necessary skills in their workforce. However, this requires time and resources, and smaller companies may struggle to provide adequate training opportunities.

7. MARKET COMPETITION AND FRAGMENTATION

- **Highly Fragmented Market:** The industrial and medical gas market in India is highly

fragmented, with a large number of small and medium-sized players competing with larger multinational corporations. This fragmentation leads to intense competition, price wars, and challenges in maintaining profitability.

- **Market Entry Barriers:** New entrants to the market face significant barriers, including high capital requirements for setting up production facilities and distribution networks, regulatory hurdles, and competition from established players with stronger brand recognition and customer relationships.

8. HEALTHCARE SECTOR CHALLENGES

- **Demand Volatility:** The demand for medical gases, particularly oxygen, can be highly volatile, as seen during the COVID-19 pandemic. The industry must be prepared to rapidly scale up production and distribution in response to sudden surges in demand, which requires flexibility and robust contingency planning.
- **Access to Healthcare:** Despite efforts to improve healthcare access, there are still significant disparities in healthcare infrastructure across India. Inadequate healthcare facilities in rural areas limit the demand for medical gases, affecting market growth potential in these regions.

9. ECONOMIC AND POLITICAL UNCERTAINTY

- **Policy Changes:** Frequent changes in government policies, particularly regarding energy pricing, environmental regulations, and industrial development, create uncertainty for the industry. Companies must be adaptable to shifting regulatory landscapes and government priorities.
- **Economic Slowdown:** Any slowdown in the broader Indian economy can impact industrial production and, consequently, the demand for industrial gases. Economic uncertainty can also affect investment in infrastructure and industrial projects, which are key drivers of gas demand.

10. INVESTMENT AND FINANCING CONSTRAINTS

- **Access to Capital:** Access to financing can be a challenge, especially for smaller companies looking to expand or upgrade their facilities. High capital costs associated with setting up gas production plants, pipelines, and storage facilities require significant investment, and securing funding at favorable terms can be difficult.
- **Return on Investment (ROI):** The long payback period for investments in gas infrastructure can deter investment, particularly in a competitive and price-sensitive market. Companies must carefully evaluate the ROI of new projects, balancing the need for expansion with financial sustainability.

The medical and industrial gas industry in India faces a range of challenges, from infrastructure and regulatory hurdles to cost pressures and market competition. However, the industry also has significant growth potential, driven by expanding healthcare needs, industrial development, and the growing focus on sustainability and energy transition. Addressing these challenges will require strategic investments in infrastructure, technology, and workforce development, as well as effective management of regulatory and environmental risks. Companies that can navigate these complexities and adapt to the evolving market dynamics are likely to thrive in the Indian market.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The operational revenue of the company during the year was of Rs.3559.62 lakhs, 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.

Particulars	F.Y. 2023-24	F.Y. 2022-23
Revenue from Operations	3559.62	3593.41
Expenses: Cost of material consumed	1494.77	1427.27
Gross Profit	2064.85	2166.14

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

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 V. Pai Kakode
Managing Director
DIN:02395512

Sd/-
Motilal Sanvlo Keny
Director
DIN: 06813111

INDEPENDENT AUDITOR'S 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 2024, 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, 2024, 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 accordancewith these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide abasis 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
Revenue Recognition 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.	Our audit approach was a combination of test of internal controls and substantive procedures including: ● 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 recognised 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 thefact. 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

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, 2024, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, 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 software's for maintaining its books of account for the financial year ended March 31, 2024 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's. Further, during the course of our audit we did not come across any instance of the audit trail being tampered with.

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

Sd/-
(Manjunath M Hegde)
Partner
Mem. No. 138268
UDIN: 24138268BKFETG7206

Place: Margao-Goa
Date: 28th May, 2024

ANNEXURE "A"

REFERRED TO IN PARAGRAPH 1 OF OUR REPORT ON THE ACCOUNTS FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024

(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 immoveable 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 which have been deposited with the authorities as at 31.03.2024.

(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 orgovernment or any government authority.

(c) 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-termpurposes 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, inForm 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 toreport on clause (xvi)(b) of the Order is not applicable to the Company.

(c) 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

Sd/-
(Manjunath M Hegde)
Partner
Mem. No. 138268
UDIN: 24138268BKFETG7206

Place: Margao-Goa Date:
28th May, 2024

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, 2024 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 onAudit 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 accordancewith 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 ofthe company are being made only in accordance with authorisations of managementand 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, 2024.

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

Sd/-
(Manjunath M Hegde)
Partner
Mem. No. 138268
UDIN: 24138268BKFETG7206

Place: Margao-Goa Date:
28th May, 2024

THE SOUTHERN GAS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2024

(Rs. in lakhs)

Particulars	Note No.	As at 31st March,2024	As at 31st March, 2023
ASSETS			
Non-current assets			
(a) Property, plant and equipment	2.01	1,121.56	1,090.52
(b) Capital work-in-progress	2.01	0.50	16.88
(c) Other Intangible Assets	2.01	1.20	2.25
(d) Financial assets			
(i) Investments	2.02	0.10	0.10
(ii) Others	2.03	1,124.76	926.80
(e) Other non- current assets	2.04	123.44	125.63
Total non-current assets (A)		**2,371.55**	**2,162.18**
Current Assets			
(a) Inventories	2.05	122.79	137.81
(b) Financial assets			
(i) Trade Receivables	2.06	514.89	446.48
(ii) Cash and cash equivalents	2.07	138.02	191.14
(iii) Bank Balances other than (ii) above	2.08	2.00	136.26
(iv) Other Current financial assets	2.09	1.62	5.11
(c) Current tax assets	2.10	13.09	14.85
(d) Other current assets	2.11	49.22	18.05
Total current assets (B)		**841.63**	**949.69**
Total Assets (A+B)		**3,213.18**	**3,111.87**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	2.12	22.50	22.50
(b) Other Equity	2.13	2,251.31	2,075.26
Total Equity (A)		**2,273.81**	**2,097.76**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	2.14	-	19.06
(b) Long Term Provisions	2.15	53.08	70.76
(c) Deferred tax liability (net)	2.16	44.04	36.95
Total non current liabilities (B)		**97.12**	**126.78**
Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	2.17	19.06	25.24
(ii) Trade payables	2.18		
- Total outstanding dues of Micro & Small Enterprises		13.60	-
- Total outstanding dues of Others		96.31	139.98
(iii) Other Current financial liabilities	2.19	621.81	637.56
(b) Other current liabilities	2.20	72.31	77.75
(c) Short Term Provisions	2.21	19.14	6.80
Total current liabilities (C)		**842.25**	**887.34**
Total equity and Liabilities (A + B + C)		**3,213.18**	**3,111.87**

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 M R Hegde & Associates
Chartered Accountants
FRN No. 122538W

CA. Manjunath M Hegde
Partner
M. No. 138268

Place: Margao, Goa
Date: 28th May, 2024

For and on behalf of the Board of Directors

Gautam V. Pai Kakode
Managing Director
DIN :02395512

Shashidhar Haridas
Chief Financial Officer

M.S. Keny
Director
DIN :06813111

Nirzara Kesarwani
Company Secretary
M. No. A61661

Place: Margao, Goa
Date: 28th May, 2024

THE SOUTHERN GAS LIMITED

STATEMENT PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

(Rs. in lakhs)

	Particulars	Note No.	For the year ended 31st March, 2024	For the year ended 31st March, 2023
I.	**INCOME**			
	Revenue from operations	2.22	3,559.62	3,593.41
II.	Other Income	2.23	82.65	72.85
III.	**Total Income (I+II)**		3,642.28	3,666.26
IV.	**EXPENSES**			
	a. Cost of materials consumed	2.24	1,238.28	1,164.40
	b. Purchase of traded goods	2.25	257.90	269.16
	c. Changes in inventories of finished goods, work-in-progress and stock in trade	2.26	(1.41)	(6.29)
	d. Employee benefits expense	2.27	768.55	765.75
	e. Finance costs	2.28	2.63	4.34
	f. Depreciation and amortisation expenses	2.01	184.53	166.80
	g. Other expenses	2.29	946.71	1,186.36
	Total Expenses		**3,397.19**	**3,550.52**
V.	**Profit before tax (III-IV)**		245.09	115.74
VI.	**Tax expense:**			
	a. Income Tax - Current		55.72	43.83
	b. Income Tax - Previous Years		1.46	1.48
	c. Deferred tax charge / (credit)		7.09	(10.60)
VII.	**Profit for the period (V-VI)**		180.82	81.03
VIII.	**Other Comprehensive Income**			
	Items that will not be reclassified subsequently to profit or loss:			
	Remeasurement of the net defined benefit liability / Asset		6.48	(3.37)
	Total Other Comprehensive Income		6.48	(3.37)
	Total Comprehensive Income for the period		**187.30**	**77.65**
	Earnings per equity share:			
	Nominal value of share Rs. 100/- (Rs. 100/-)			
	Basic and Diluted	2.30	832.46	345.12

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 M R Hegde & Associates
Chartered Accountants
FRN No. 122538W

CA. Manjunath M Hegde
Partner
M. No. 138268

Place: Margao, Goa
Date: 28th May, 2024

For and on behalf of the Board of Directors

Gautam V. Pai Kakode
Managing Director
DIN :02395512

Shashidhar Haridas
Chief Financial Officer

M.S. Keny
Director
DIN :06813111

Nirzara Kesarwani
Company Secretary
M. No. A61661

Place: Margao, Goa
Date: 28th May, 2024

THE SOUTHERN GAS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

(Rs. in lakhs)

	For the year ended 31st March, 2024	For the year ended 31st March, 2023
A. Cash Flows from Operating Activities		
Total Comprehensive Income before tax	251.57	112.37
Adjustments for:		
- Depreciation	184.53	166.80
- Interest Income	(68.06)	(57.89)
- Interest expense	2.63	4.34
- Provision for Doubtful Debts/ (W/back)	(38.55)	11.62
- Bad debts written off	4.30	0.01
- Profit/ (Loss) on Sale or write off of PPE	(11.60)	(11.99)
Sub total	**73.26**	**112.89**
Operating Profit before Working Capital Changes	**324.83**	**225.25**
Adjustments for working capital changes:		
(Increase)/ Decrease in Trade Receivables	(34.16)	5.89
(Increase)/ Decrease in Inventories	15.02	7.98
(Increase)/ Decrease in Other Current Financial Assets	3.49	(4.51)
(Increase)/ Decrease in Current Tax Assets	1.76	(2.67)
(Increase)/ Decrease in Other Current Assets	(31.16)	25.94
(Increase)/ Decrease in Other Non Current Assets	2.19	17.69
Increase/ (Decrease) in Trade Payables	(30.07)	(9.09)
Increase/ (Decrease) in Short-Term Provisions	12.34	1.61
Increase/ (Decrease) in Long-Term Provisions	(17.68)	(9.36)
Increase/ (Decrease) in Other current Liabilities	(5.44)	(5.78)
Increase/ (Decrease) in Other Current Financial Liabilities	(15.74)	26.20
	(99.46)	**53.89**
Cash generated from Operations	**225.37**	**279.15**
Direct taxes	(57.18)	(45.31)
Cash flow before extraordinary Items	**168.19**	**233.84**
Extraordinary items	-	-
Net Cash from/(used) in Operating Activities	**168.19**	**233.84**
B Cash Flows from Investing Activities		
Purchase of PPE / CWIP	(202.41)	(247.98)
Sale of PPE / CWIP	15.87	12.03
(Increase)/ Decrease in Other Non-Current Financial Assets	(197.96)	(222.21)
(Increase)/ Decrease in Other Bank Balances	134.25	163.62
Interest Received	68.06	57.89
Redemption of National Savings Certificate	-	0.10
Net Cash from/(used) in Investing Activities	**(182.18)**	**(236.56)**

THE SOUTHERN GAS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

(Rs. in lakhs)

	For the year ended 31st March, 2024	For the year ended 31st March, 2023
C Cash Flows from Financing Activities		
Proceeds / (Repayment) of Long Term Borrowings	(19.06)	(22.18)
Proceeds / (Repayment) of Short Term Borrowings	(6.18)	(1.12)
Interest paid	(2.63)	(4.34)
Dividends	(11.25)	(11.25)
		-
Net Cash from/(used) in Financing ActivitiesSummary	**(39.12)**	**(38.89)**
Net Cash from/(used) Operating Activities		
Net Cash from/(used) in Investing Activities	168.19	233.84
Net Cash from/(used) in Financing Activities	(182.18)	(236.56)
	(39.12)	(38.89)
Net Increase (Decrease) in Cash Equivalents		
	(53.12)	(41.61)
Cash and Cash Equivalents at beginning of the year (Refer note 2.07)	**191.14**	**232.74**
Cash and Cash Equivalents at the end of the year (Refer note 2.07)	**138.02**	**191.14**
	(53.12)	**(41.61)**

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 thefinancial statements

As per our report of even date attached

For M R Hegde & Associates
Chartered Accountants
FRN No. 122538W

CA. Manjunath M Hegde
Partner
M. No. 138268

Place: Margao, Goa
Date: 28th May, 2024

For and on behalf of the Board of Directors

Gautam V. Pai Kakode
Managing Director
DIN :02395512

Shashidhar Haridas
Chief Financial Officer

M.S. Keny
Director
DIN :06813111

Nirzara Kesarwani
Company Secretary
M. No. A61661

Place: Margao, Goa
Date: 28th May, 2024

THE SOUTHERN GAS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2024

(Rs. in lakhs)

A) EQUITY SHARE CAPITAL	As at March 31, 2024		As at March 31, 2023	
Equity Shares (Refer Note 2.13)	**Nos**	**Rupees**	**Nos**	**Rupees**
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, 2024

	Reserves & Surplus		OCI	Total
Particulars	**General Reserve**	**Retained Earnings**	**(Remeasurement of Defined Benefit Plans)**	
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)		**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**

For the year ended March 31, 2023

	Reserves & Surplus		OCI	Total
Particulars	**General Reserve**	**Retained Earnings**	**(Remeasurement of Defined Benefit Plans)**	
Balance as on April 1, 2022	**380.73**	**1,628.13**	-	**2,008.86**
Changes due to accounting policy/prior period errors	**-**	**-**	-	**-**
Restated balance at the beginning of the year	**380.73**	**1,628.13**	**-**	**2,008.86**
Profit/ (Loss) for the year	**-**	81.03	-	81.03
Other Comprehensive Income/ (Loss)	-	-	(3.37)	(3.37)
Transfer of Gains/ (losses) from OCI to Retained Earnings	-	(3.37)	3.37	-
Total Comprehensive Income/ (Loss)	**380.73**	**1,705.78**	**-**	**2,086.51**
Transfer from Retained Earnings	20.00	(20.00)	-	-
	400.73	1,685.78	-	2,086.51
Dividend Paid	-	(11.25)	-	(11.25)
Balance as on March 31, 2023	**400.73**	**1,674.53**	**-**	**2,075.26**

As per our report of even date attached
For M R Hegde & Associates
Chartered Accountants
FRN No. 122538W

CA. Manjunath M Hegde
Partner
M. No. 138268

Place: Margao, Goa
Date: 28th May, 2024

For and on behalf of the Board of Directors

Gautam V. Pai Kakode
Managing Director
DIN :02395512

Shashidhar Haridas
Chief Financial Officer

M.S. Keny
Director
DIN :06813111

Nirzara Kesarwani
Company Secretary
M. No. A61661

Place: Margao, Goa
Date: 28th May, 2024

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

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.
Interest / Claims	Income is recognised on accrual basis wherever realizability is not in doubt.
Cylinder handling and maintenance charges	Income is recognised on accrual basis except when there are significant uncertainties.
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.

xiil) 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

(Amount In Rupees)
(Rs. in lakhs)

Description	Freehold Land and Imrovements	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, 2022	**108.75**	**11.95**	**354.36**	**2,885.92**	**241.61**	**17.74**	**96.18**	**332.68**	**117.17**	**5.56**	**4,171.91**
Additions (including tranfers from C-W-I-P)	-	-	18.04	59.69	21.88	0.33	3.45	113.15	17.00	-	233.55
Deductions	-	-	-	10.37	-	-	-	-	-	-	10.37
As at 31st March, 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 tranfers 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**
Depreciation											
As at 1st April, 2022	-	**2.75**	**138.42**	**2,446.81**	**111.28**	**15.75**	**73.25**	**251.18**	**104.16**	**2.25**	**3,145.85**
Charge for the year	-	0.14	10.55	91.79	19.95	0.42	3.48	29.88	9.54	1.06	166.80
Sales/Adj.	-	-	-	10.34	-	-	-	-	-	-	10.34
As at 31st March, 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**
Net Block											
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**
As at 31st March, 2023	**108.75**	**9.05**	**223.43**	**406.97**	**132.27**	**1.90**	**22.90**	**164.78**	**20.47**	**2.25**	**1,092.77**
B) Capital Work in Progress											
Cost as at 1st April, 2023											**16.88**
Additions											3.13
Deductions / Transfers											19.51
Cost as at 31st March, 2024											**0.50**

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

(Rs. in lakhs)

		As at 31st March, 2024	As at 31st March, 2023
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)	1,124.76	926.80
		1,124.76	**926.80**
2.04	**Other Non Current Assets**		
	Security Deposits #	113.66	119.56
	Prepaid expenses	9.78	6.07
		123.44	**125.63**
	# Includes Rs.22.53 Lakhs (PY Rs.22.53 Lakhs) due from Directors & Entities in which Directors are interested.		
2.05	**Inventories**		
	a) Raw materials	32.03	46.16
	b) Finished/Purchased goods	38.12	36.71
	c) Stores & Spares	51.66	53.75
	d) Sundry Materials	0.98	1.19
		122.79	**137.81**
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		
	Which have significant increase in credit risk	514.89	446.48
	Credit Impaired	65.08	103.63
	Less: Allowance for Credit Impairment	-	-
		(65.08)	(103.63)
		514.89	**446.48**
	Further classified as:		
	Receivable from Related Parties	**-**	**-**
	Receivable from Others	514.89	446.48
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	136.64	135.22
	In Deposit Accounts (having maturity of less than 3 months)	-	55.00
	ii) Cash On Hand	1.38	0.91
		138.02	**191.14**
2.08	**Other Balances with Bank**		
	Balances with Bank		
	(i) In Fixed Deposit Account (with maturity between 3 - 12 months)	-	134.12
	(ii) In Earmarked Unpaid Dividend A/c	2.00	2.14
		2.00	**136.26**
2.09	**Other Current Financial Assets**		
	Rent receivable	0.29	0.13
	EMD & Retention Money on Tenders	1.32	4.97
		1.62	**5.11**
2.10	**Current Tax Assets**		
	Income tax refund receivable	12.08	13.84
	Income tax paid under appeal	1.01	1.01
		13.09	**14.85**
2.11	**Other Current Assets**		
	Advances to Staff	3.68	3.65
	Advances for capital expenditure	18.18	-
	Advances for other expenses	8.12	0.49
	Prepaid Expenses	19.24	13.91
		49.22	**18.05**

THE SOUTHERN GAS LIMITED

2.Notes forming part of Financials

(Rs. in lakhs)

2.12 Share Capital

Particulars	As at 31st March, 2024	As at 31st March, 2023
Authorised Capital:		
30,000 (PY: 30,000) Equity shares of Rs.100/- each 20,000 (PY:	30.00	30.00
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, 2024		As at 31st March, 2023	
	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, 2024		As at 31st March, 2023	
		%	No. of shares	%	No. of shares
1	Smt. Yogita Gautam Pai Kakode	25.14%	5,656	25.14%	5,656
2	Shri Gautam V. 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.

2.12.4 Shares held by promoters at the end of the year

	No. of Shares as on March 31,2024	% of Total Shares on March 31, 2024	No. of Shares ason March 31,2023	% of Total Shares on March 31, 2023	% Change During the Year
Equity Shares					
Smt. Yogita Gautam Pai Kakode	5,656	25.14%	5,656	25.14%	**0.00%**
Shri Gautam V. 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%**
Bangalore 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 2024-

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

(Rs. in lakhs)

		As at 31st March, 2024	As at 31st March, 2023
2.13	**Other Equity**		
	General Reserves		
	Balance at the beginning of the year	**400.73**	**380.73**
	Add :- Amount Transferred from Retained Earnings	20.00	20.00
	Balance at the end of the year	**420.73**	**400.73**
	Retained Earnings		
	Balance at the beginning of the year	1,675	1,628.13
	Add:-Profit for the year	180.82	81.03
	Other Comprehensive Income/ (expense) arising from re-measurement of Defined Benefit Obligation	6.48	(3.37)
	Amount available for appropriation	**1,861.84**	**1,705.78**
	Less:- Appropriation		
	-Dividend on Equity Shares	11.25	11.25
	-Transfer to General Reserve	20.00	20.00
	Balance at the end of the year	**1,830.59**	**1,674.53**
	Total Other Equity	**2,251.31**	**2,075.26**

2.13.1 The Board of Directors have proposed an equity dividend of Rs. 50/- (PY Rs.50/-) per share for the financial year ending 31.03.2024 at their meeting held on 28th May 2024, which is subject to approval by the shareholders in the ensuing Annual General Meeting. In accordance with IND-AS, dividends to Shareholders are recognised as a liability in the period in which the obligation to pay is established. Total Proposed Dividend Rs.11.25 lakhs

2.14	**Financial Liabilities (Long-term borrowings)**			
	Secured			
	Term Loans from Banks	-	**-**	19.06
		-	**-**	**19.06**

2.14.1 Terms and other Details pertaining to Long Term Borrowings

Int %	Other Terms	Maturity	As at 31st March, 2024	As at 31st March, 2023
9.00%	Against Hypothecation of Vehicle Financed ;Equated Monthly Instalment Rs. 1.09 lakhs	December, 2024	-	9.48
9.00%	Against Hypothecation of Vehicle Financed ; Equated Monthly Instalment Rs. 1.23 lakhs	November, 2024	-	9.58

2.14.2 Amounts pertaining to Long Term Borrowings, due for repayment over the next 12 months have been shown under "Current Maturities of Long Term Debt"

THE SOUTHERN GAS LIMITED

2. Notes forming part of Financials

(Rs. in lakhs)

		As at 31st March, 2024	As at 31st March, 2023
2.15	**Long Term Provisions**		
	Provision for employee benefits [Refer Note 2.35]		
	- Compensated Absences	16.70	22.27
	- Gratuity	36.37	48.49
	Total	**53.08**	**70.76**
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	60.42	63.04
	B. Deferred Tax Assets		
	- On Provisions	(16.38)	(26.08)
	- On other disallowances	-	-
	Deferred Tax Liabilities (Net) (A-B)	**44.04**	**36.95**
2.16.1	**Reconciliation of Deferred Tax Liabilities (Net)**		
	Opening Balance	36.95	47.55
	Tax (income)/expense during the year recognised in profit or loss for current year	7.09	(10.60)
	Closing Balance	**44.04**	**36.95**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to setoff 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	25.24
		19.06	**25.24**
2.18	**Financial Liabilities (Trade Payables)**		
	(i) Total outstanding dues of micro enterprises and small enterprises	13.60	-
	(ii) Total outstanding dues of creditors other than microenterprises and small enterprises	96.31	139.98
		109.91	**139.98**

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

(Rs. in lakhs)

		As at 31st March, 2024	As at 31st March, 2023
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).	13.60	-
	(ii) Interest due on above.	-	-
	Total of (i) & (ii)	**13.60**	**-**
	(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	619.05	634.65
	Unclaimed Dividend *	2.00	2.14
	Deposits	0.77	0.77
		621.81	**637.56**
	* No amount is due for payment to Investor Education and Protection Fund.		
2.20	**Other Current Liabilities**		
	-Statutory Dues	18.16	23.67
	-Payable to Employees (Bonus/ Ex-Gratia)	44.15	45.85
	-Advance from Customers	9.83	8.08
	-Others	0.17	0.16
		72.31	**77.75**
2.21	**Short-term Provisions**		
	a) Provision for employee benefits [Refer Note 2.36]		
	- Gratuity	15.58	3.80
	- Compensated absences	3.56	3.01
	b) Provision for Income Tax	-	-
		19.14	**6.80**
2.22	**Revenue From Operations *(Net of GST)***		
	Sale of Products		
	Sales (Manufactured Goods)	2,734.56	2,631.04
	Sales (Traded Goods)	34.45	76.17
	Other operating Revenue		
	Cylinder handling and maintenance charges	546.99	621.06
	Freight charges recovery	189.63	219.39
	Demurrage for delayed return of cylinders	54.00	45.76
	Total	**3,559.62**	**3,593.41**

THE SOUTHERN GAS LIMITED

2. Notes forming part of Financials

(Rs. in lakhs)

		As at 31st March, 2024	As at 31st March, 2023
2.22.1	**Details of Sale of Products (Disaggregation of Revenue) *(Net of GST)***		
	Manufactured goods		
	Oxygen	557.58	611.75
	Dissolved Acetylene	224.70	228.36
	Liquid Nitrogen	67.84	47.24
	Nitrogen	131.07	142.75
	Liquid Oxygen	117.68	96.64
	Medical Oxygen	743.97	798.21
	Compressed Air	2.16	1.48
	Carbon Dioxide	94.02	58.75
	Argon	247.22	178.99
	Nitrous Oxide	499.91	425.26
	Hydrogen	7.59	5.49
	ACM	27.86	22.90
	AHM	0.65	0.43
	ANM	0.07	0.01
	Helium	11.02	11.50
	Freon gas	0.11	-
	Other Items	1.12	1.28
		2,734.56	2,631.04
	Traded Goods		
	Calcium Carbide	-	47.25
	Cylinders	15.32	14.07
	Lime Sludge	0.69	0.50
	Other Items	18.43	14.35
		34.45	76.17
	Total	**2,769.01**	**2,707.21**
2.23	**Other Income**		
	Interest	68.06	57.89
	Gain on Foreign Exchange Fluctuation (net)	0.30	0.13
	Profit/ (Loss) on sale of Property, Plant & Equipment (net)	11.60	11.99
	Rental Income from Residential Flat	1.75	1.50
	Credit Balances written back	0.68	1.12
	Miscellaneous Income	0.26	0.21
	Total	**82.65**	**72.85**
2.24	**Cost of Materials consumed**		
	Opening Stock	46.16	53.39
	Purchases	1,224.15	1,157.17
		1,270.31	**1,210.56**
	Less: Closing Stock	32.03	46.16
	Cost of Materials consumed	**1,238.28**	**1,164.40**
	Imported Materials consumed included in the above figure	62.83	76.36
2.24.1	**Details of major raw material and components consumed**		
	Liquid Oxygen	466.70	451.24
	Calcium Carbide	62.83	76.36
	Ammonium Nitrate	536.41	573.49
	Argon	106.31	53.52
	Others	66.03	9.79
		1,238.28	**1,164.40**

THE SOUTHERN GAS LIMITED

2. Notes forming part of Financials

(Rs. in lakhs)

		As at 31st March, 2024	As at 31st March,2023
2.25	**Purchase of Traded goods**		
	Oxygen	4.02	2.18
	Dissolved Acetylene	56.03	61.19
	Helium	10.27	7.36
	Nitrogen & Dry Nitrogen	11.25	15.89
	Liquid Nitrogen	4.74	1.90
	Mixture Gas	0.26	0.41
	Medical Oxygen	65.45	41.48
	Argon	59.42	41.91
	Carbon Di-Oxide	23.01	21.34
	Hydrogen	4.49	3.27
	ACM/AHM	8.18	11.98
	Compressed Air/cylinder	-	0.20
	Calcium Carbide	-	45.94
	Cylinders	9.89	13.96
	Others	0.90	0.14
		257.90	**269.16**
2.26	**(Increase)/Decrease in Inventories of finished goods, work in progress and stock in trade**		
	Opening Stock	36.71	30.42
	Closing Stock of finished goods	38.12	36.71
	(Increase)/Decrease	**(1.41)**	**(6.29)**
2.26.1	**Detail of Opening Stock of finished goods**		
	Oxygen	4.81	4.96
	Dissolved Acetylene	4.01	5.99
	Nitrogen	2.52	2.34
	Argon	2.28	2.58
	Nitrous Oxide	15.51	9.49
	Others	7.59	5.06
	Total	**36.71**	**30.42**
2.26.2	**Detail of Closing 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**
2.27	**Employee Benefits Expense**		
	Salaries & Wages	691.41	682.30
	Contributions to Provident and other funds	43.45	46.76
	Workmen and Staff Welfare Expenses	33.68	36.70
		768.55	**765.75**
2.28	**Finance Cost**		
	Interest expense	2.63	4.34
		2.63	**4.34**

THE SOUTHERN GAS LIMITED

2. Notes forming part of Financials

(Rs. in lakhs)

		As at 31st March, 2024	As at 31st March, 2023
2.29	**Other Expenses**		
	Power, Fuel & Water	165.69	380.53
	Consumption of Stores, Spares & Consumables	33.84	43.93
	Rent	36.61	34.90
	Repairs and Maintenance		
	a) Buildings	8.48	25.50
	b) Plant & Machinery	12.93	27.67
	c) Vehicles (including vehicle running expenses)	284.57	216.29
	d) Others	16.46	21.30
	Insurance	13.39	11.53
	Rates & Taxes	23.95	20.22
	Travelling Expenses	32.36	28.47
	Donations	1.99	5.08
	Printing, Stationery, Postage & Telephone	18.91	20.06
	Auditors Remuneration- (see note below)	6.00	5.64
	Advertisement & Business Promotion	30.14	23.12
	Legal & Other Professional charges	23.80	27.53
	Security Charges	51.08	49.54
	Bank charges	1.50	0.69
	Directors' sitting fees	0.69	0.78
	Freight & Carriage	196.33	191.06
	Bad debts written off	4.30	0.01
	Provision for Doubtful Debts made / (reversed) (net)	(38.55)	11.62
	Prior Period Expenses/ (Income) (Net)	(0.41)	23.98
	Miscellaneous expenses	22.66	16.90
		946.71	**1,186.36**
Note 2.29.1	**Auditor's Remuneration:-**		
	a. Statutory Audit fees (including Limited Review fees)	5.25	4.89
	b. Tax matters - (including tax audit)	0.75	0.75
		6.00	**5.64**
2.30	**Earnings per share**		
	Total Comprehensive Income for the period	187.30	77.65
	Weighted average number of Equity shares of Rs.100 each	0.23	0.23
	Earnings per Share (Basic & Diluted)	**832.46**	**345.12**

THE SOUTHERN GAS LIMITED

2. Notes forming part of Financials

(Rs. In lakhs)

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, 2024	For the year ended 31st March, 2023
(1) Claims against the Company not acknowledged as debts:		
a. Income Tax	-	-
b. Goods and Service Tax (See Notes 2.32.2.(i) & (ii)	73.00	10.10
(2) Guarantees issued by the bank on behalf of the Company	61.96	68.33

2.32.2(i) The Assistant Commissioner, Central Tax - Aluva division has issued a show cause notice for non-payment of interest asper section 50 of the CGST Act, 2017 on delayed payment of GST for FY 2017 -18. The Company has responded with letters explaining that the delay in payment was attributable to a technical lag on the GST portal which took several months toget resolved. In view of the technical lag, login to the portal was blocked and payments could not be made. The Company has made a plea that the interest be written off. The management reckons that since the delay was attributable to the Department, no provision is considered necessary. Upon the date for raising a demand for FY 2017 -18 having lapsed, the company no longer recognises this as a contingent liability.

2.32.2(ii) 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. 73.00 lakhs based on Audit findings viz alleged excess availment 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 is considered necessary.

2.33 Estimated amount of contracts remaining to be executed on capital account- Rs. 0.50 lakhs (PY Rs. 2.5 lakhs)

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	60.00	60.00
Contribution to PF	0.22	0.22
Total Remuneration	60.22	60.22

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, 2024	As at 31st March, 2023
Employer's contribution to Provident Fund	25.08	27.51
Employer's contribution to Employee's State Insurance	2.90	3.65

THE SOUTHERN GAS LIMITED

2. Notes forming part of Financials

(Rs. In lakhs)

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

i	Actuarial Assumptions	Gratuity		Compensated Absences	
		As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2024	As at 31st March, 2023
	Discount Rate (per annum)	7.21%	7.47%	7.21%	7.47%
	Salary escalation rate*	5.00%	5.00%	5.00%	5.00%
	Expected return on planned assets	7.47%	7.51%	-	-
	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, 2024	As at 31st March, 2023	As at 31st March, 2024	As at 31st March, 2023
	-Present value of obligation at beginning of theyear	133.57	128.84	25.28	31.16
	-Current Service Cost	10.40	11.12	5.07	6.39
	-Interest Cost	9.50	9.49	1.80	0.39
	-Actuarial (gain)/ loss	(6.48)	3.37	(9.64)	(1.26)
	-Benefits Paid	(12.80)	(19.25)	(2.24)	(11.40)
	Present value of obligation at the end of theyear	**134.18**	**133.57**	**20.27**	**25.28**

iii	Reconciliation of fair value of plan assets- Gratuity	As at 31st March, 2024	As at 31st March, 2023
	Fair value of plan assets at the beginning of the year	81.29	74.69
	-Expected return on plan assets	5.89	6.12
	-Administration Expenses	-	-
	-Actual Return on Plan Assets over expected Interest	(0.02)	(0.47)
	-Contributions to the fund	7.88	20.20
	Benefits paid from the fund	(12.80)	(19.25)
	Fair value of plan assets at the end of the year	**82.23**	**81.29**

THE SOUTHERN GAS LIMITED

2. Notes forming part of Financials

(Rs. In lakhs)

iv	Description of Plan Assets	As at 31st March, 2024	As at 31st March, 2023
	Insurer managed funds	82.23	81.29

v	Net (Asset)/ Liability recognized in the Balance Sheet as at year end	As at 31st March, 2024	As at 31st March, 2023
	Present value of obligations at the end of the year	134.18	133.57
	Fair value of plan assets at end of the year	82.23	81.29
	Funded Status	(51.95)	(52.28)
	Net present value of funded obligation recognized as (asset)/ liability in the Balance Sheet	**51.95**	**52.28**

vi	Expenses recognised in the Statement of Profit &Loss (including OCI)	Gratuity		Compensated Absenses	
		As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2024	As at 31st March, 2023
	Current Service Cost	10.40	11.12	5.07	6.39
	Administration Expenses	-	-	-	-
	Net Interest Cost	3.61	3.37	1.80	0.39
	Actuarial (gain) / loss recognised in the period	(6.48)	3.37	(9.64)	(1.26)
	Expenses recognised in the Statement of Profit &Loss (including OCI)	**7.53**	**17.86**	**(2.77)**	**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 counter party 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.

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 higherbenefits, increasing the cost as well as the present value of obligation.

THE SOUTHERN GAS LIMITED
2. Notes forming part of Financials

(Rs. in lakhs)

viii Sensitivity Analysis

Impact of:	Gratuity		Compensated Absences	
	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2024	As at 31st March, 2023
Discount rate up 1.0% absolute	(6.57)	(6.59)	(1.43)	(1.77)
Discount rate down -1.0% absolute	7.36	7.35	1.64	2.04
Salary escalation up 1.0% absolute	6.77	6.69	1.56	1.94
Salary escalation down -1.0% absolute	(6.11)	(6.06)	(1.38)	(1.72)
Attrition rates up 10.0% absolute	0.63	0.71	0.21	0.30
Attrition rates down -10.0% absolute	(0.71)	(0.79)	0.01	(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, 2024	As at 31st March, 2024
Year 1	21.21	2.84
Year 2	11.97	1.80
Year 3	23.76	2.77
Year 4	14.43	2.82
Year 5	33.96	2.58
Years 6 - 10	35.02	7.51
Years 10+	77.21	21.67

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

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	-independent Director
7. Govind Vithal Kamat	-Independent Director
8. S. Srinivasan	-Chief Financial Officer (Upto 10.08.2023)
9. Nirzara Kesarwani	-Company Secretary
10. Saineel Pai Kakode	-Relative of Managing Director
11. Shashidhar Haridas	-Chief Financial Officer (From 09 .11.2023)

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	

THE SOUTHERN GAS LIMITED
2. Notes forming part of Financials

(Rs. in lakhs)

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 2024	For the year ended 31st March 2023	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2024	For the year ended 31st March 2023
Purchase of goods						
Malabar Oxygen Company(P) Ltd	-	-	-	-	0.09	5.42
Bangalore Oxygen Company(P) Ltd	-	-	-	-	63.03	58.83
Sale of goods						
Malabar Oxygen Company(P) Ltd	-	-	-	-	66.53	40.92
Bangalore Oxygen Company(P) Ltd	-	-	-	-	-	55.76
Payment of Freight/other expenses						
Malabar Oxygen Company(P) Ltd	-	-	-	-	2.40	5.62
Bangalore Oxygen Company(P) Ltd	-	-	-	-	0.41	-
Purchase of Property, Plant & Equipments						
Malabar Oxygen Company(P) Ltd	-	-	-	-	-	-
Bangalore Oxygen Company(P) Ltd	-	-	-	-	-	-
Gautam V. Pai Kakode	-	-	-	-	-	74.03
Penalty Charges for delayed return of Cylinders						
Malabar Oxygen Company(P) Ltd	-	-	-	-	-	-
Bangalore Oxygen Company(P) Ltd	-	-	-	-	0.28	0.88
Receipt of Freight/other receipts						
Malabar Oxygen Company(P) Ltd	-	-	-	-	2.05	2.95
Bangalore Oxygen Company(P) Ltd	-	-	-	-	-	5.14
Remuneration/ Sitting Fees						
Gautam V. Pai Kakode	60.00	60.00	-	-	-	-
Yogita G Pai Kakode	0.12	0.12	-	-	-	-
Sripad P. Patnekar	0.12	0.12	-	-	-	-
Motilal S Keny	0.12	0.12	-	-	-	-
Shashidar Haridas	7.68	-	-	-	-	-
Purushottam Mantri	0.09	0.12	-	-	-	-
Ninad Gurudas Kamat	0.72	0.09	-	-	-	-
Govind Vithal Kamat	0.12	0.12	-	-	-	-
Srinivasan Sugavanam	6.24	17.04	-	-	-	-
Nirzara Kesarwani	5.43	4.65	-	-	-	-
Saineel Pai Kakode	3.60	1.50	-	-	-	-
Payment of rent						
Gautam V. Pai Kakode	9.72	9.72	-	-	-	-
Yogita G Pai Kakode	10.37	10.37	-	-	-	-
Donation (Madhav Gopal Poy Foundation Trust)	-	5.00	-	-	-	-

THE SOUTHERN GAS LIMITED
2. Notes forming part of Financials

(Rs. in lakhs)

C. Outstanding balance as on 31.3.2024

	Key Management Personnel		Relatives of Key Management Personnel		Enterprises where significant influence exists	
	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2024	For the year ended 31st March 2023	For the year ended 31st March 2024	For the year ended 31st March 2023
Receivables	Nil	Nil	Nil	Nil	Nil	Nil
Payables	Nil	Nil	Nil	Nil	Nil	Nil
Security Deposits	20.00	20.00	Nil	Nil	13.59	13.59

2.37 Capital Management

The Company manages it's 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.

Particulars	As at 31st March, 2024	As at 31st March, 2023
(i) Less than 1 year		
Short Term Borrowings	19.06	25.24
Trade Payables	96.31	139.98
Other Financial Liabilities	621.81	637.56
	737.19	**802.78**
(ii) 1 to 5 years		
Long Term Borrowings	**-**	**19.06**
	-	**19.06**
(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 at least 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

(Rs. in lakhs)

	For the year ended 31st March, 2024	For the year ended 31st March, 2023
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	138.02	191.14
b) Bank Balances other than (a) above	2.00	136.26
c) Trade Receivables	514.89	446.48
d) Other Financial Assets at amortised cost	1.72	5.21
	656.62	**779.08**
Financial Liabilities		
a) Borrowings	19.06	44.30
b) Trade Payables	96.31	139.98
c) Other Financial Liabilities at amortised cost	621.81	637.56
	737.19	**821.84**

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.

2.40. Reconciliation of Income Tax Expense		
Particulars		
Accounting Profit / (Loss) before Tax	245.09	115.74
Other Comprehensive Income/ (Loss)	6.48	(3.37)
Total Comprehensive Income	**251.57**	**112.37**
Tax Rate	25.168%	25.168%
Tax as per Accounting Profit	**63.32**	**28.28**
Tax Effect on :		
i) Disallowed Expenditure	(7.41)	10.85
ii) Expenditure allowed on payment basis	(1.35)	(1.95)
ii) Depreciation allowable as per Income Tax Act, 1961 (net)	5.69	8.92
v) Accounting Profits/ Losses not liable to Tax	(2.92)	(3.02)
v) Others	(1.61)	0.74
Current Tax	55.72	43.83
Earlier years	1.46	1.48
	57.18	**45.31**

2.41. CWIP Ageing Schedule

March 31, 2024

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

March 31, 2023

Capital Work-in-Progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	14.43	2.45	-	-	16.88
Projects temporarily suspended	-	-	-	-	-

THE SOUTHERN GAS LIMITED
2. Notes forming part of Financials

(Rs. in lakhs)

2.42 Aging analysis of Trade Receivables

March 31, 2024

	Outstanding for the following periods from due date of payment						
	Not due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
(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**			

March 31, 2023

	Outstanding for the following periods from due date of payment						
	Not due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	-	446.48	-	-	-	-	446.48
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	25.90	16.98	15.80	18.71	7.08	84.47
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables-considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	2.22	16.94	19.16
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Gross Trade Receivables	**-**	**472.38**	**16.98**	**15.80**	**20.93**	**24.02**	**550.11**
Less: Allowance for credit impairment							(103.63)
Total							**446.48**

THE SOUTHERN GAS LIMITED
2. Notes forming part of Financials

(Rs. in lakhs)

2.43 Ageing analysis of Trade Payables

Trade Payables due for payment

March 31, 2024	Outstanding for the following periods from due date of payment						
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(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**

March 31, 2023	Outstanding for the following periods from due date of payment						
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME Vendors	-	-	-	-	-	-	-
(ii) Other Vendors	-	-	131.41	2.53	2.43	3.61	139.98
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**-**	**-**	**131.41**	**2.53**	**2.43**	**3.61**	**139.98**

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) Willful defaulter

The Company has not been declared willful 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.

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.

THE SOUTHERN GAS LIMITED
2. Notes forming part of Financials

(Rs. in lakhs)

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 2024	31st March 2023	
Current Ratio (in times)	Current Assets	Current Liabilities	1.00	1.07	
Debt Equity Ratio (in times)	Total Debt	Total Equity	0.01	0.02	*
Debt Service Coverage Ratio (in times)	Profit for the year + Non Cash Expenditure + Finance Cost	Finance Cost	142.28	57.38	**
Return on Equity Ratio (in %)	Profit for the year	Average Shareholder's Equity	8.57	3.80	***
Inventory turnover Ratio (in times)	Gross Revenue from sale of products and services	Average inventories	27.32	25.34	
Trade Receivables turnover Ratio (in times)	Gross Revenue from sale of products and services	Average Trade Receivables	7.41	7.89	
Trade Payables turnover ratio (in times)	Total Expenses - Non Cash Expenses	Average Trade Payables	25.71	23.41	
Net Capital turnover ratio (in times)	Gross Revenue from sale of products and services	Working Capital (Current Assets - Current Liabilities)	(5,719.5)	57.63	****
Net Profit ratio (in %)	Profit for the year	Gross Revenue from sale of products and services	5.26%	2.25	*****
Return on Capital employed (in %)	Profit before interest and taxes	Average Capital employed	11.33%	5.82	******
Return on investment (in %)	Income from investments	Time weighted average investments	6.45	6.20	

* Decrease in Borrowings borrowings as at 31st March, 2024
** Substantial increase in profit as at 31st March, 2024 with decrease in Finance Cost
*** Substantial Increase in profit for year ended 31st March, 2024
**** Substantial decrease inNet Working Capital ended 31st March, 2024
***** Substantial increase in profit for year ended 31st March, 2024
****** Substantial decrease in profit for year ended 31st March, 2024

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 M R Hegde & Associates
Chartered Accountants
FRN No. 122538W

CA. Manjunath M Hegde
Partner
M. No. 138268

Place: Margao, Goa
Date: 28th May, 2024

For and on behalf of the Board of Directors

Gautam V. Pai Kakode
Managing Director
DIN :02395512

M.S. Keny
Director
DIN :06813111

Shashidhar Haridas
Chief Financial Officer

Nirzara Kesarwani
Company Secretary
M. No. A61661

Place: Margao, Goa
Date: 28th May, 2024

The Southern Gas Limited

Registered Office: Meera Classic, Phase II, Gogol, Borda,
Post Fatorda, Salcete, Margao South Goa - 403602
Website: www.southerngasindia.com Email: sglgoa@southerngasindia.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 60th Annual General Meeting of the Company hold on Tuesday, 24th September, 2024 at 10.30 a.m. at the Registered Office of the Company, situated at Meera Classic, Phase II, Gogol, Borda, Post Fatorda, 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, Salcete, Margao South Goa - 403602
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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:

1. Name:_____Address : _____
   E-mail Id:_____Signature:_____, or failing him / her
2. Name:_____Address : _____
   E-mail Id:_____Signature:_____, or failing him / her
3. 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 60th Annual General Meeting of the members of the Company to be held on Tuesday, 24th September, 2024 at 10.30 a.m. at Meera Classic, Phase II, Gogol, Borda, Post Fatorda, Salcete, Margao, South Goa - 403602 and at any adjournment thereof, in respect of resolutions set out in the 60th AGM Notice convening the meeting.

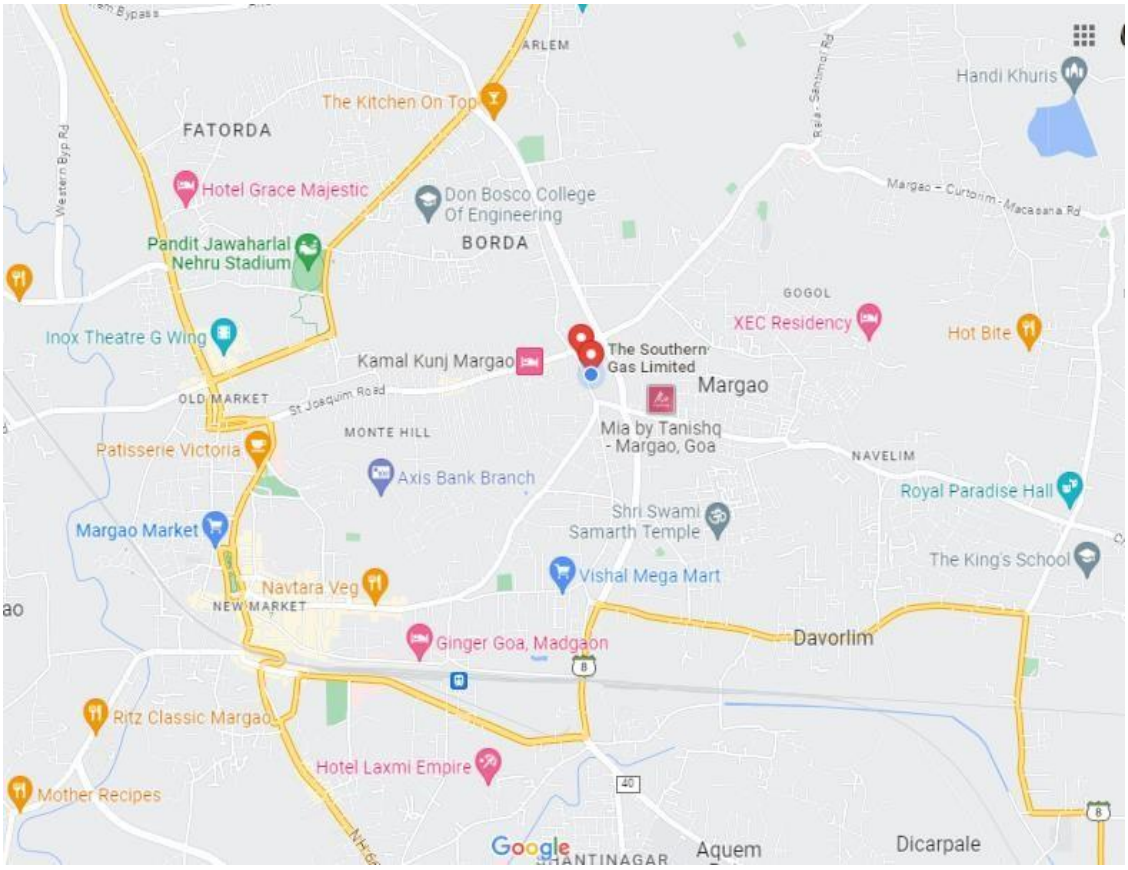
Please affix Revenue Stamp

Signed this_____day of_____, 2023

Signature of Shareholder (s)_____

Signature of Proxy Holder (s)_____

ROUTE MAP FOR THE SIXTY ANNUAL GENERAL MEETING



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