



Since 1963

# 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: 30AACT6201H1ZZ

Website: www.southerngasindia.com

PAN: AACT6201H CIN: L24111GA1963PLC000562



Date: 30<sup>th</sup> August, 2022

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

Ref: Scrip Code: 509910 (ZSOUTGAS)

Dear Sir/Madam,

**Subject: Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.**

With reference to above captioned matter, we hereby informing you that 58<sup>th</sup> Annual General Meeting (AGM) of the Company which is scheduled to be held on Thursday, 22<sup>nd</sup> September, 2022 at 10.30 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, we are submitting herewith the 58<sup>th</sup> Annual Report of the Company along with the Notice of the AGM for FY 2021-22 which is being sent on 30<sup>th</sup> August, 2022 through electronic mode.

The Annual Report along with the Notice of the AGM has been uploaded on the Company's Website.

To view / download AGM Notice:

<http://southerngasindia.com/wp-content/themes/southerngas/documents/notice/Annual%20General%20Meeting%20Notice/Notice%20of%2058th%20AGM%20of%20the%20Company.pdf>

To view / download the Annual Report 2021-22

[http://southerngasindia.com/wp-content/themes/southerngas/documents/annual-reports/Annual%20Report\\_2021-22.pdf](http://southerngasindia.com/wp-content/themes/southerngas/documents/annual-reports/Annual%20Report_2021-22.pdf)

We request you to please take note of the above.

Thanking you,

For The Southern Gas Limited

FOR THE SOUTHERN GAS LIMITED

*Nirzara*

COMPANY SECRETARY

Nirzara Kesarwani

Company Secretary

M. No. A61661

**Production Units:**

- Bengaluru – 7338667282/83 • Bhadravati – (08282) 270561, 270397 • Harihar – (08192) 241656
- Hubballi – (0836) 2310554, 2970855 • Mysuru – (0821) 2403680, 2403681 • Kozhikode – (0495) 2482311
- Kochi – (0484) 2545971, 2546895 • Thiruvananthapuram – (0471) 2705511, 2704161 • Tiruchirappalli – (0431) 2731124, 2731125

AN ISO CERTIFIED



# THE SOUTHERN GAS LTD.

Since 1963



## 58<sup>th</sup> Annual Report

### 2021-2022



## FROM THE DESK OF MANAGING DIRECTOR



Dear Shareholders,

Your Company, The Southern Gas Limited, is a few months into its Diamond Jubilee (60<sup>th</sup>) year of formation. As we celebrate this Diamond Jubilee year, I take this opportunity to personally congratulate each one of you for your continued association with us over these 59+ glorious years that “The Southern Gas Limited” has been in existence. Without your continued support and the support of our other valuable stakeholders, it would not have been possible to make this successful and eventful journey possible.

“In Service to Mankind” has been the moto of your Company since its incorporation on the 29<sup>th</sup> July 1963 and has been the key factor which has been motivating and driving the growth of your Company through all these eventful years of its existence.

Since the year 2020, we have been a witness to a never seen before pandemic, which has affected each one of us in one way or the other. The year ended 31<sup>st</sup> March 2022 has also seen the impact of this pandemic on the operation of your Company. As your Company is actively involved in the manufacture and distribution of medical oxygen gas, air separation plants and filling stations of your Company manufacturing medical oxygen gas located at various location in the states of Kerala and Karnataka were operational 24 x 7 during the different waves of Covid witnessed during the year, which took everyone by total surprise. We take pride to say that your Company was actively involved “In Service to Mankind” during the unforeseen crisis by making the lifesaving medical oxygen gas available as and when required to all those in need for the same. Your Company was actively involved in providing medical oxygen gas as per the requirements of the local District Collectors to the various Covid hospitals.

We take this opportunity to thank the untiring and selfless service rendered by the employees of your Company during these trying times, despite several personal tragedies.

I further take pride in presenting to you the 58<sup>th</sup> Annual Report of your Company, together with the audited

financial statements for the year ended 31<sup>st</sup> March 2022. The highlights of this year's performance are that that your Company managed to clock a total revenue from operations of Rs 42.21Crores when compared to Rs 31.32 Crores for the year 2020-21. This increase in revenue from operation has led to an increase in the total comprehensive income for the reporting year which stood at Rs 2.72 Crores when compared to Rs 1.86 Crores for the Financial year 2020-21.

Though sale of industrial gases started picking up during the year, it still did not reach the pre Covid levels. With the slackening of the pandemic related requirement of medical oxygen, manufacturing industries consuming industrial gases are increasing their offtake gradually. We feel the next year would be a more normal year in terms of turnover and profits for your Company.

Your Company will, as usual, leave no stone unturned, to stay in the forefront “in Service to Mankind”.

All the directors of your Company join me to express our sincere gratitude to each one of you and to congratulate and thank, each one of you for your continued association with us through all these 59+ eventful years.

All the directors of your Company join me to thank every employee of your Company without who's committed, dedicated, selfless and loyal service this long and successful journey would not have been possible.

I on behalf of all the directors of your Company assure you that we will, leave no stone unturned, to propel your Company to greater glory in the coming years by strategic investments at appropriate time.

**Gautam Vithaldas Pai Kakode**  
***Managing Director***

## **CORPORATE INFORMATION**

<b>Board of Directors</b>	: 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. Anbunathan Murugaian - Non-Executive Director(Change his designation from Independent Director to Non - Executive Director under Professional Category, w.e.f., 27 <sup>th</sup> April, 2022)  Mr. Purushottam S. Mantri - Independent Director Mr. Ninad Gurudas Kamat - Additional Director Mr. Govind Vithal Kamat - Additional Director	
<b>Chief Financial Officer</b>	: Mr. Srinivasan S. (w.e.f. 11 <sup>th</sup> June, 2021)	
<b>Company Secretary</b>	: Mr. Hasmukh Prajapati (upto 30 <sup>th</sup> November, 2021)	
<b>Company Secretary</b>	: Ms. Nirzara Kesarwani (w.e.f. 3 <sup>rd</sup> December, 2021)	
<b>Statutory Auditors</b>	: M/s. Lorence & Shankar - Chartered Accountant Margao-Goa	
<b>Secretarial Auditor</b>	: Mr. Dharmraj J. Bhonsle Practicing Company Secretary	
<b>Bankers</b>	: State Bank of India	
<b>Registrar &amp; Share Transfer Agents</b>	: 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	
<b>Registered Office</b>	: <b>The Southern Gas Limited</b> CIN : L24111GA1963PLC000562 Meera Classic, Phase II, Gogol, Borda, Margao-Goa 403 602  www.southerngasindia.com  sglgoa@southerngasindia.com secretarial@southerngasindia.com  0832 – 2724863	
<b>Units</b>	: Bangalore (Karnataka) Bhadravati (Karnataka) Harihar (Karnataka) Udyogamandal (Kerala)	Mysore (Karnataka) Calicut (Kerala) Trivandrum (Kerala) Hubli(Karnataka)

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## NOTICE

**NOTICE** is hereby given that the **Fifty Eighth (58<sup>th</sup>)** Annual General Meeting of the Members of '**THE SOUTHERN GAS LIMITED**' will be held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on Thursday, 22<sup>nd</sup> day of September, 2022 at 10.30 a.m. to transact the following business :

### ORDINARY BUSINESS :

#### Item No. 1 - To receive, consider and adopt:

The Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.

#### Item No. 2 - To declare final dividend of Rs.50/- per fully paid equity shares for the Financial Year ended 31<sup>st</sup> March, 2022.

#### 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 with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, **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."

#### Item No. 4 - To appoint M/s. M. R. Hegde & Associates, (FRN:122538W), Chartered Accountants, Margao, Goa as the Statutory Auditors of the Company.

To consider, and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, **M/s. M. R. Hegde & Associates, Chartered Accountants, (Firm Registration No.: 122538W)**, Margao, Goa, be and are hereby appointed as the Statutory Auditors of the Company for term of five (5) consecutive years, who shall hold office from the conclusion of this 58<sup>th</sup> Annual General Meeting until the conclusion of the 63<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2027 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually decided between the Board of Directors and M/s. M. R. Hegde & Associates, Chartered Accountants, (FRN : 122538W), incurred in consultation with the audit of the Company.

**RESOLVED FURTHER THAT** the Board of Directors, be and is/are hereby severally/jointly authorized to sign and execute necessary deeds, applications, documents and

writings on behalf of the Company, and do all such acts, deeds and things including filing of necessary e-forms, if any, with the Registrar of Companies and generally to take all such steps and actions as may be necessary, proper, expedient or incidental for giving effect to the above resolution."

### SPECIAL BUSINESS :

#### Item No. 5 : To Appoint Mr. Ninad Gurudas Kamat (DIN: 09611972), as an Independent Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, read with schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), including relevant applicable regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in accordance with the Articles of Association of the Company, **Mr. Ninad Gurudas Kamat (DIN: 09611972)** who was appointed as an Additional Director (in the capacity of a Non-Executive & Independent Director) of the Company, by the Board of Directors in their 01/2022-23 Board Meeting held on 27<sup>th</sup> May, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee and the Board of Directors, whose term of office expires at this 58<sup>th</sup> Annual General Meeting and who is eligible for appointment as an Independent Director & has submitted a declaration that he meets the criteria for independence as provided u/s 149 (6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 consecutive years from the date of members' approval at this 58<sup>th</sup> Annual General Meeting till the conclusion of 63<sup>rd</sup> Annual General Meeting to be held in the year 2027.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is/are hereby severally/jointly authorized to do all such acts, deeds, things, as may be necessary and execute all necessary documents, applications, including filing of all necessary E – Forms with the Registrar of Companies in this regard and to take all such steps as may be considered necessary, proper or expedient in order to give effect to the aforesaid resolution."

#### Item No. 6 : To Appoint Mr. Govind Vithal Kamat (DIN: 09614134) as an Independent Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, read with schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, and all other applicable provisions of the Companies Act,



2013 (including any statutory modifications or re-enactments thereof for the time being in force), including relevant applicable regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in accordance with the Articles of Association of the Company, **Mr. Govind Vithal Kamat ( DIN: 09614134)** who was appointed as an Additional Director (in the capacity of a Non-Executive & Independent Director) of the Company, by the Board of Directors in their 01/2022-23 Board Meeting held on 27<sup>th</sup> May, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee and the Board of Directors, whose term of office expires at this 58<sup>th</sup> Annual General Meeting and who is eligible for appointment as an Independent Director & has submitted a declaration that he meets the criteria for independence as provided u/s 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 consecutive years from the date of members' approval at this 58<sup>th</sup> Annual General Meeting till the conclusion of 63<sup>rd</sup> Annual General Meeting to be held in the year 2027.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is/are hereby severally/jointly authorized to do all such acts, deeds, things, as may be necessary and execute all necessary documents, applications, including filing of all necessary E – Forms with the Registrar of Companies in this regard and to take all such steps as may be considered necessary, proper or expedient in order to give effect to the aforesaid resolution.”

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

**Gautam V. Pai Kakode  
Managing Director  
(DIN: 02395512)**

**Dated: 27<sup>th</sup> May, 2022  
Place: Margao-Goa**

## NOTES :

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the Special Businesses concerning Item no. 5 & 6 of the Notice and other relevant details, pursuant to regulation 36(3) & all other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting is annexed hereto as **Annexure A**. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
2. Pursuant to requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to corporate governance and the applicable Secretarial Standards, the information required to be provided in case of re-appointment of Mrs. Yogita G. Pai Kakode (DIN: 01587954) Retiring Director, is set out at the **Annexure A** to this Notice.
3. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation

to clarification on holding of Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015- COVID-19 pandemic' and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM'/'the Meeting') through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the 58<sup>th</sup> AGM of the Company is scheduled to be held through VC/OAVM on Thursday, 22<sup>nd</sup> September, 2022 at 10:30 a.m. IST. The deemed venue for the meeting shall be Meera Classic, Phase II, Gogol, Borda, Post Fatorda, Aquem, Salcete, Margao, South Goa-403602, India. The Company has engaged the services of M/s.Bigshare Services Private Limited, Registrar & Transfer Agent of the Company (RTA) as the Authorised Agency for conducting the e-AGM and CDSL providing e-voting facility for casting the votes by the members using an electronic voting system. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly,

the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
9. The Institutional/Corporate members intending to attend the e-AGM through authorised representatives are requested to send to Bigshare/Scrutinizer a certified true copy of the Board Resolution (PDF/ JPG format) authorising their representative to attend the e-AGM through VC/OAVM and vote on their behalf by an email through its registered email address to [dharmaraj.bhonsle@gmail.com](mailto:dharmaraj.bhonsle@gmail.com) with a copy to [secretarial@southerngasindia.com](mailto:secretarial@southerngasindia.com) at least 7 days prior to the e-AGM.
10. A copy of the Annual Report containing Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2022 together with the Reports of the Board of Directors and Auditors' thereon are enclosed.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.southerngasindia.com](http://www.southerngasindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
12. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
14. In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) and in respect of shares held in physical form by clicking at <https://bigshareonline.com/InvestorRegistration> as px or by writing to the RTA with details of folio

number and self-attested copy of PAN card at Bigshare Services Private Limited, Unit: The Southern Gas Limited, Office No: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, by sending email to [investor@bigshareonline.com](mailto:investor@bigshareonline.com).

15. Members may also note that Notice convening the 58<sup>th</sup> AGM and Annual Report for FY 2021-22 will also be available on the Company website [www.southerngasindia.com](http://www.southerngasindia.com). The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 16<sup>th</sup> September, 2022 to Thursday, 22<sup>nd</sup> September, 2022 (both days inclusive) for the purpose of payment of dividend. A final dividend of 50/- per share of Rs.100/- each has been recommended by the Board of Directors for the financial year ended 31<sup>st</sup> March, 2022 and subject to the approval of Shareholders at the ensuing AGM. The final dividend proposed shall be paid within 30 days from the date of declaration.
16. The dividend after deduction of tax at source, if declared at the AGM, would be paid/ dispatched to those persons or their mandates :
  - (a) whose names appear as beneficial owners as at the end of the business hours on Thursday, 15<sup>th</sup> September, 2022 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 Thursday, 15<sup>th</sup> September, 2022.
17. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all companies to use the bank account details of investors furnished by the Depositories/available with the RTA for payment of dividend through National Electronic Clearing Services ("NECS") to the investors, wherever NECS and bank details are available. In the absence of NECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from members holding shares in electronic mode for deletion/ change in such bank account details. Further, instruction if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participant about such change, with complete details of bank account. In case the shares are held in physical form, please send NECS form available on our website [www.southerngasindia.com](http://www.southerngasindia.com) so as to reach on or before the date of Book Closure fixed for payment of dividend to Bigshare Services Private Limited, Unit: The Southern Gas Limited, Office No: S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai –



400093, Email : [investor@bigshareonline.com](mailto:investor@bigshareonline.com) dividend warrants/ demand drafts will be dispatched to the registered address of the shareholders, who have not updated their bank account details, after normalization of the postal service.

18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
19. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1<sup>st</sup> April, 2021 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 Bigshare Services Private Limited email address at [investor@bigshareonline.com](mailto:investor@bigshareonline.com):
- a) Due dates of transferring unclaimed and/or unpaid dividend declared by the Company for the financial year ended 31<sup>st</sup> March, 2015 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, 2015	Final	September 22, 2015	October 30, 2022
March 31, 2016	Final	September 25, 2016	October 28, 2023
March 31, 2017	Final	September 26, 2017	November 1, 2024
March 31, 2018	Final	September 26, 2018	November 5, 2025
March 31, 2019	Final	September 26, 2019	November 5, 2026
March 31, 2020	Final	September 25, 2020	October 31, 2027
March 31, 2021	Final	September 24, 2021	October 30, 2028

- b) Members who have not encashed the dividend warrants so far in respect of the aforesaid periods, are requested to make their claim well in advance of the above due dates. Members are requested to check the details of unclaimed dividend amount, if any, on the Company's website [www.southerngasindia.com](http://www.southerngasindia.com) under Investor Information.
- c) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2013-2014, from time to time, to the IEPF established by the Central Government.
20. Pursuant to IEPF Rules, the Company has, during the financial year 2021-22, transferred to the IEPF Authority all dividend which had remained unpaid or unclaimed for 7 (seven) consecutive years or more on the due date of transfer. Details of shares transferred to the IEPF are available on the website of IEPF i.e. [www.iepf.gov.in](http://www.iepf.gov.in) as well as on the Company's website [www.southerngasindia.com](http://www.southerngasindia.com) under Investor Information Section.
21. Members may note that shares as well as unclaimed dividends transferred to IEPF can be claimed back. Concerned members/ investors are advised to visit the website of [www.iepf.gov.in](http://www.iepf.gov.in) or contact Bigshare Service Private Limited for lodging claim for refund of shares and/ or dividend from the IEPF.

22. Section 72 of the Act and Rule 19 of the Companies(Share Capital & Debenture) Rules, 2014 has extended nomination facility to individual shareholders holding shares in physical form. Shareholders are requested to avail the above facility by submitting prescribed Nomination Form SH-13 to the Company/ RTA. This form is also available on the Company's website [www.southerngasindia.com](http://www.southerngasindia.com)
23. Member(s) of the Company who are holding shares in physical form and have multiple accounts in identical name(s) or are holding more than one share certificate in the same name under different Ledger Folio(s) are requested to apply for consolidation of such folio(s).
- SEBI has decided that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository w.e.f. 1<sup>st</sup> April, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
24. Please send all correspondence including requests for transfer/ transmission of shares, change of address & dividend etc. to Bigshare Services Private Limited, Unit: The Southern Gas Limited, Office No: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, P h o n e : 0 2 2 – 6 2 6 3 8 2 0 0  
Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)
25. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be, immediately of:-
- a) The change in the residential status on return to India for permanent settlement.
- b) The particulars of the NRE Account with a bank in India, if not furnished earlier.
26. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
27. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
28. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the notice and Annual Report will be available for inspection electronically by the members of the Company during the AGM. All other documents referred to in the Notice and Annual Report will also be available for electronic inspection without payment of any fee by the Members from the date of circulation of this notice upto the date of AGM i.e. 22<sup>nd</sup> September, 2022. Member seeking to inspect such documents can send an email to [sglgoa@southerngasindia.com](mailto:sglgoa@southerngasindia.com)



**VOTING THROUGH ELECTRONIC MEANS :**

- I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 58<sup>th</sup> AGM by electronic means and the business may be transacted through e-voting Services ("Remote e-Voting").
- II. The members who have cast their votes by Remote e-Voting prior to the AGM may also participate in the AGM through VC/OAVM via link provided in their login ids but shall not be entitled to cast their vote again.

**The process and manner for Remote e-Voting are as under :**

**INSTRUCTION FOR E-VOTING :**

- (i) The voting period begins on Monday, 19<sup>th</sup> September, 2022 at 9.00 a.m. and ends on Wednesday, 21<sup>st</sup> September, 2022 at 5.00 p.m. 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. Thursday, 15<sup>th</sup> September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders" module.
- (v) 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 registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login-Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.  If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m- Voting app can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE :**

1. **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/RTAemail id.
2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. **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.

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

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

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

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

**ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS – FOR REMOTE VOTING ONLY.**

1. Note for Non-Individual Shareholders and Custodians Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](https://www.evotingindia.com) and register themselves in the “Corporates” module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
3. 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.
4. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote & can be delink in case of any wrong mapping.
5. 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.
6. 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@southernngasindia.com](mailto:sglgoa@southernngasindia.com) (designated email address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](https://www.evotingindia.com), under

help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@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.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

29. **Mr. Dharmaraj J. Bhonsle (FCS: 7258)**, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the Remote e-Voting in a fair and transparent manner.
30. The Scrutinizer shall, after the conclusion of voting through Insta Poll at the AGM, unblock the votes cast through e-Voting and Insta Poll and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forth with.
31. The results declared alongwith the Scrutinizer's Report shall be placed on Company's website [www.southerngasindia.com](http://www.southerngasindia.com) and on the website of CDSL at <https://www.evotingindia.com> immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

## **EXPLANATORY STATEMENT**

**(Pursuant To Section 102 of the Companies Act, 2013)**

### **Item No. 5 :**

**Mr. Ninad Gurudas Kamat (DIN: 09611972)** who was appointed as an Additional Director (in the capacity of a Non-Executive Director) of the Company, by the Board in their 01/2022-23 Meeting held on 27<sup>th</sup> May, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 and rules made thereunder, and as recommended by the Nomination and Remuneration Committee and the Board of Directors, whose term of office expires at this 58<sup>th</sup> Annual General Meeting.

Mr. Ninad Gurudas Kamat (DIN: 09611972) fulfils the requirements of an Independent Director. The Company has also received all statutory disclosures/declarations from him including, (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with Regulation 16 & 25 of the SEBI (LODR) Regulations, 2015 (iv) a declaration to that effect that Mr. Ninad Gurudas Kamat (DIN: 09611972) does not hold any Share in the Company in his Individual Capacity or on a beneficial basis for any

other person and he is independent to the Management of the Company.

In accordance with the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a 2 terms of the five consecutive years on the Board of a Company, accordingly, the Board of Directors recommends the special resolution as set out in Item No. 5 of the Notice of the 58<sup>th</sup> AGM for the approval of the Shareholders for his appointment as a Non - Executive Independent Director of the Company for a term of 5 consecutive years commencing from 22<sup>nd</sup> September, 2022 till the conclusion of 63<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2027. He is not liable to retire by rotation.

Brief profile of Mr. Ninad Gurudas Kamat (DIN: 09611972), nature of his expertise infunctional areas and names of listed companies in which he holds directorship and membership/chairmanship of Board Committees, shareholding and relationships between directors inter-se as stipulated under applicable provisions of the Listing Regulations, are provided in **Annexure A** of the Notice.

The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate for re-appointment of Mr. Ninad Gurudas Kamat (DIN: 09611972), to the office of Independent Director.

Except Mr. Ninad Gurudas Kamat (DIN: 09611972), to whom the resolution relates, None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the proposed resolutions.

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 58<sup>th</sup> Annual General Meeting and also during the 58<sup>th</sup> Annual General Meeting of the Company.

### **Item No. 6 :**

**Mr. Govind Vithal Kamat (DIN: 09614134)** who was appointed as an Additional Director (in the capacity of a Non-Executive Director) of the Company, by the Board in their 01/2022-23 Meeting held on 27<sup>th</sup> May, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 and rules made thereunder, and as recommended by the Nomination and Remuneration Committee and the Board of Directors, whose term of office expires at this 58<sup>th</sup> Annual General Meeting.

Mr. Govind Vithal Kamat (DIN: 09614134) fulfils the requirements of an Independent Director. The Company has also received all statutory disclosures/declarations from him including, (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of



the Companies Act, 2013 read with Regulation 16 & 25 of the SEBI (LODR) Regulations, 2015(iv) a declaration to that effect that Mr. Govind Vithal Kamat (DIN: 09614134) does not hold any Share in the Company in his Individual Capacity or on a beneficial basis for any other person and he is independent to the Management of the Company.

In accordance with the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a 2 terms of the five consecutive years on the Board of a Company, accordingly, the Board of Directors recommends the special resolution as set out in Item No. 6 of the Notice of the 58<sup>th</sup> AGM for the approval of the Shareholders for his appointment as a Non - Executive Independent Director of the Company for a term of 5 consecutive years commencing from 22nd September, 2022 till the conclusion of 63rd Annual General Meeting of the Company to be held in the year 2027. He is not liable to retire by rotation.

Brief profile of Mr. Govind Vithal Kamat (DIN: 09614134), nature of his expertise infunctional areas and names of listed companies in which he holds directorship and membership/chairmanship of Board Committees, shareholding and relationships between directors inter-se as stipulated under applicable provisions of the Listing Regulations, are provided in **Annexure A** of the Notice.

The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate for re-appointment of Mr. Govind Vithal Kamat (DIN: 09614134), to the office of Independent Director.

Except Mr. Govind Vithal Kamat (DIN: 09614134), to whom the resolution relates, None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the proposed resolutions.

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 58<sup>th</sup> Annual General Meeting and also during the 58<sup>th</sup> Annual General Meeting of the Company.

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

**Dated: 27<sup>th</sup> May, 2022  
Place: Margao, Goa**

**Gautam V. Pai Kakode  
Managing Director  
(DIN: 02395512)**

**ANNEXURE A TO THE NOTICE**

**INFORMATION PROVIDED PURSUANT TO REQUIREMENTS GIVEN UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON THE GENERAL MEETINGS IN RESPECT OF INDIVIDUALS PROPOSED TO BE APPOINTED/RE-APPOINTED AS DIRECTOR(S):**

S. No.	Nature of Information	Item No. 3 of the Notice	Item No. 5 of the Notice	Item No. 6 of the Notice
1.	Name of Director	Mrs. Yogita G. Pai Kakode	Mr. Ninad Gurudas Kamat	Mr. Govind Vithal Kamat
2.	Director Identification Number (DIN)	DIN:01587954	DIN:09611972	DIN:09614134
3.	Date of Birth (Age)	16 <sup>th</sup> May, 1972 (50 years)	3 <sup>rd</sup> June, 1972 (50 years)	11 <sup>th</sup> September, 1959 (62 years)
4.	Nationality	Indian	Indian	Indian
5.	Date of First Appointment	31 <sup>st</sup> January, 2014	27 <sup>th</sup> May, 2022	27 <sup>th</sup> May, 2022
6.	Category	Non- Executive Director	Non- Executive Director	Non- Executive Director
7.	Qualification	Graduate(B. Com.)	Bachelor of Arts (1993) & LLB Degree (1997)	BSC, Chartered Accountant
8.	Nature of Expertise/ Experience in Specific functional area	Corporate & Business Management	Mr. Ninad G. Kamat was born on 03/06/1972. Completed his Law Degree from Bombay University in 1997. Completed Internship of one year from 1997-98. In 1998 was enrolled as an Advocate by the Bar Council of Maharashtra & Goa, and worked as a Junior Advocate with Adv. Suresh D. Lotlikar, Panaji, Goa, and since 2000, started independent practice as an Advocate, handling matters on various subjects at various Courts and before various Authorities, developing an all-round Law practice. He is a Trustee of the following: 1. "Justice G.D. Kamat Charitable Trust" 2. "Goa Vintage & Classic Vehicles Club".	Practicing Chartered Accountant since 1989
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.	NIL	NIL
10.	Chairmanship/ Membership of Board Committees of the other companies	NIL	NIL	NIL

11.	Number of shares held in the Company	5,656 Equity Shares	NIL	NIL
12.	Listed Entities from which resigned in the past three years	NIL	NIL	NIL
13.	Number of meetings of the Board held/attended during the year	5/5	NIL	NIL
14.	Relationship with other Directors and Key Managerial Personnel of the Company	Wife of Mr. Gautam V. Pai Kakode, Managing Director of the Company.	He is not related to any other Directors/ Key Managerial Personnel of the Company.	He is not related to any other Directors/ Key Managerial Personnel 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 Annual General Meeting, for compliance with the requirement of Section 152 of the Companies Act, 2013, and being eligible, offers himself for reappointment.	As per the resolution set in the Item No. 5 of the Notice convening the 58 <sup>th</sup> Annual General Meeting of the Company.  Appointment as a Non-Executive (Independent Director) not liable to retire by rotation.	As per the resolution set in the Item No. 6 of the Notice convening the 58 <sup>th</sup> Annual General Meeting of the Company.  Appointment as a Non - Executive (Independent Director) not liable to retire by rotation.
16.	Remuneration proposed to be paid	As a non-executive Director, she is entitled to sitting fees for attending meetings of the of the Board/ Committee.	As a non-executive Director, he is entitled to sitting fees for attending meetings of the of the Board/ Committee.	As a non-executive Director, he is entitled to sitting fees for attending meetings of the of the Board/ Committee.



## DIRECTORS' 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 are delighted to submit the Fifty Eighth (58<sup>th</sup>) Annual Report on the business and operations of the Company along with Company's Standalone Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March, 2022.

### 1. Financial Highlights :

The Audited Financial Statement of the Company as on 31<sup>st</sup> March, 2022, 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 summarized financial highlights is depicted below :

(Rs. In Lakhs)

Particulars	FINANCIAL YEAR 2021-22	FINANCIAL YEAR 2020-21
<b>Income:</b>		
Revenue from Operation	<b>4163.94</b>	<b>3,095.19</b>
Other Income	56.70	36.35
Expenses	3828.19	2,892.92
<b>Profit Before Depreciation &amp; Tax</b>	<b>545.08</b>	<b>387.48</b>
<b>Less</b> Depreciation	152.63	148.87
<b>Profit Before Tax (PBT)</b>	<b>392.45</b>	<b>238.61</b>
<b>Less</b> Provision for Taxation :		
Current Tax	117.51	90.47
Deferred Tax	6.19	(44.58)
<b>Profit After Tax</b>	<b>268.74</b>	<b>192.71</b>
Other Comprehensive Income	3.34	(6.92)
<b>Net Profit</b>	<b>272.09</b>	<b>185.79</b>

### 2. Financial Performance/State of Company Affairs:

- Total income of the Company for Financial Year ended on 31<sup>st</sup> March, 2022 stood at Rs. 4220.64 Lakhs (3,131.53 Lakhs in Financial Year ended on 31<sup>st</sup> March, 2021).
- Profit from continuing operations before Interest, Depreciation, and Exceptional Items & Tax stood at Rs. 545.08 Lakhs at the Financial Year ended on 31<sup>st</sup> March, 2022.
- Profit from continuing operations before Tax (PBT) stood at Rs. 392.45 Lakhs and Profit from continuing operations After Tax (PAT) stood at Rs. 268.74 Lakhs. Net profit for the period Financial Year ended on 31<sup>st</sup> March, 2022 stood at Rs. 272.09 Lakhs.

Your Company turnover **Rs. 4163.94** Lakhs during the year under review as against **3,095.19** during the last Financial Year ended on 31<sup>st</sup> March, 2021, hence aggregate turnover increased by 34.53% as compared to last year, however the aggregate net profit of the

company increased by 46.45% as compared to last year.

### 3. Declaration of Dividend

Based on the Company's performance, your Board of Directors are pleased to recommend, for approval of the members, a Dividend of Rs.50/- per equity share (50%) on the face value of Rs.100/- each, aggregating Rs.11.25 Lakhs for the Financial Year ended 31<sup>st</sup> March, 2022. The dividend payout is subject to the approval of members at the ensuing 58<sup>th</sup> Annual General Meeting.

### 4. Transfer to General Reserve

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

### 5. Share Capital of the Company and Changes Therein :

During the Financial Year 2021-22, there was no public issue, rights issue, bonus issue or preferential issue etc was made by the Company.

The Authorised Share Capital of the Company (Rs. 50,00,000/- (Rupees Fifty Lakhs Only) consisting of 50,000 equity shares of Rs. 100/- each). And the Paid-up Share Capital of the Company (Rs. 22,50,000/- (Rupees Twenty Two Lakhs Fifty Thousands Only) consisting of 22,500 equity shares of Rs. 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 31<sup>st</sup> March, 2022.

### 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 years.

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 Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical backgrounds, age, ethnicity, race and gender, that will help us retain our competitive advantage.

**a) Appointment of Company Secretary:**

Pursuant to the provisions of Section 203 of the Companies Act, 2013 and Regulation 6(1) of the SEBI (Listing Obligations & Disclosure requirements) Regulations, 2015, the Board of Directors of the Company at their 04/2021-22 Board Meeting held on Friday, 3<sup>rd</sup> December, 2021 had appointed **CS Nirzara Kesarwani, having Membership No: A61661**, in the post of the Company Secretary and Compliance Officer of the Company (Key Managerial Personnel of the Company) with immediate effect and the consent letter in this regard has been already received by the company dated 22<sup>nd</sup> day of November, 2021 in the place of Resigning Company Secretary and Compliance Officer of the Company, **CS Hasmukh Bhudarbhai Prajapati, having Membership No: ACS48018** whose resignation was effective from 30<sup>th</sup> November 2021.

**b) Appointment/Re-appointment of Directors:****i. Retire by Rotation**

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 re-appointment at the 58<sup>th</sup> 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 58<sup>th</sup> Annual General Meeting.

**Event occurred after Financial Year****ii. Re-Designation of Mr. Anbunathan Murugaian (DIN: 02533205):**

Pursuant to the provision of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, **Mr. Anbunathan Murugaian (DIN: 02533205)**, designated as a Non-Executive and Independent Director of the Company has been re-designated as **Non-Executive Director under the Professional Category**, by the Board of Directors of the Company through the resolution passed by Circulation on Wednesday, 27<sup>th</sup> April, 2022.

**iii. Appointment of Independent Directors**

Pursuant to the provisions of Section 161 of the Companies Act, 2013, the Board of Directors in their 01/2022-23 Board Meeting held on 27<sup>th</sup> May, 2022, based on the recommendation of Nomination and Remuneration Committee, had approved the appointment of **Mr. Ninad Gurudas Kamat (DIN: 09611972) & Mr. Govind Vithal Kamat (DIN: 09614134)**, as an Additional Director categorised as Non-Executive Director of the Company with immediate effect, whose term of office expires at this 58<sup>th</sup> Annual General Meeting.

Further, pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 he is proposed to be appointed as an Independent Director of the Company with the approval of the members of the Company in the ensuing 58<sup>th</sup> AGM, to hold office for a term of 5 consecutive years from the date of members' approval at this 58<sup>th</sup> Annual General Meeting till the conclusion of 63<sup>rd</sup> Annual General Meeting to be held in the year 2027.

In the opinion of the Board, Mr. Ninad Gurudas Kamat (DIN: 09611972) & Mr. Govind Vithal Kamat (DIN: 09614134), possesses requisite expertise, integrity and experience (including proficiency) for appointment as an Independent Director of the Company. The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act and SEBI Listing Regulations.

A resolution seeking shareholders approval for their appointment as set out in **Item No. 5 & 6** of the accompanied Notice.

Brief details of Mr. Ninad Gurudas Kamat (DIN: 09611972) & Mr. Govind Vithal Kamat (DIN: 09614134), proposed to be appointed as Independent Director, 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 AGM.

**10. Declaration by Independent Directors**

All Independent Directors of the Company (including newly proposed Independent Directors named Mr. Ninad Gurudas Kamat (DIN: 09611972) & Mr. Govind Vithal Kamat (DIN: 09614134) have submitted requisite declaration to the Company at the First Board Meeting of the Financial Year 2022-23 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' Data bank maintained with the Indian Institute of Corporate Affairs.

**11. Meetings of the Board**

The Company has conducted Five(5) Board Meetings during the Financial Year ended 31<sup>st</sup> March, 2022. 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. Audit Committee**

For constitution and other details of the Audit Committee, please refer **Annexure – C** to this Report. All the recommendations made by the Audit Committee were accepted by the Board during the Financial Year.

**13. Independent Directors Meeting**

During the year under review, an Independent Directors meeting was held on 11<sup>th</sup> February, 2022 in accordance



with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

#### **14. Policy on Directors' Appointment & Remuneration :**

Pursuant to provisions of the Act, the Nomination and Remuneration Committee ('NRC') of your Board has formulated a Remuneration Policy for 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 of governance and management.

#### **15. 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 31<sup>st</sup> March, 2022. 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.

#### **16. 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 31<sup>st</sup> March, 2022, 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 31<sup>st</sup> March, 2022 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 31<sup>st</sup> March, 2022 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.

#### **17. 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.

#### **18. Particulars of Loans given, Investments made, Guarantees given and Securities provide**

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 forms part of the **Notes No. 2.03** to the Financial Statements provided in this Annual Report.

#### **19. Contracts and Arrangements with Related Parties**

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the Financial Year ended on 31<sup>st</sup> March, 2022 were in the ordinary course of business and on basis of arm's length pricing and do not attract the provisions of Section 188 of the Companies Act, 2013. Thus, disclosure in form AOC 2 is not applicable.

All the Related Party Transactions are reviewed by the Audit Committee on quarterly basis and they have provided an omnibus approval for all Related Party Transactions which are within its purview. The information on Related Party Transactions, forming part of this Report, is provided in **Note No. 2.36** of Annual Financial Statement for the Financial Year ended on 31<sup>st</sup> March, 2022.

#### **20. 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 Rule 8(3) of the Companies (Accounts) Rules, 2014 are provided as **Annexure – B** and forms an integral part of this Report.

#### **21. 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.

## 22. 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, wrong doing 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.

## 23. Auditors and Auditors' Report

### Statutory Auditors :

Pursuant to section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, the tenure of the existing Statutory Auditors of the Company, M/s Lorence & Shankar, Chartered Accountants, Margao-Goa (Firm Registration No. 112761W), is going to expire at this ensuing 58<sup>th</sup> Annual General Meeting of the Company. In this respect, The Company has received the consent & eligibility letter from M/s. M. R. Hegde & Associates, Chartered Accountants, Margao-Goa (Firm Registration No.: 122538W), regarding a confirmation to the effect that they are desirous and eligible to appoint as Statutory Auditors of the Company for a period of 5 years from this 58<sup>th</sup> Annual General Meeting till 63<sup>rd</sup> Annual General Meeting of the Company and that they have not been disqualified in any manner from appointing as Statutory Auditors of the Company.

The remuneration payable to the Statutory Auditors shall be mutually fixed between the Board of Directors and the Statutory Auditors based on the recommendation of the Audit Committee.

This is to further informed the members that M/s. M. R. Hegde & Associates, Chartered Accountants, Margao-Goa (Firm Registration No.: 122538W), have also confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

### Report of Statutory Auditors :

There has been no qualifications, reservations, adverse remark or disclaimer remark given by the Auditor's in their Audit Report and the same does not require any comments and explanations.

The Report given by the Auditor's on the Financial

Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 is the Part of this 58<sup>th</sup> Annual Report.

### Instances of Frauds Reported by the Statutory Auditors:

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

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 05/2021-22 Board Meeting held on Friday, 11<sup>th</sup> February, 2022 had appointed Mr. Dharmaraj J. Bhonsle( FCS: 7258), Practicing Company Secretary as the Secretarial Auditors of the Company in order to fill the casual vacancy arise due to resignation of CS Kritika Satardekar (COP No.:13645), Practicing Company Secretary for conducting the secretarial audit of the Company for the Financial Year 2021-22.

The Secretarial Audit Report for the Financial Year ended 31<sup>st</sup> March, 2022 is enclosed as **Annexure – F** 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 01/2022-23 Board Meeting held on Friday, 27<sup>th</sup> May, 2022 had appointed Mr. Vilas Sambhaji Hajare(ACS:21177), Practicing Company Secretaries, Goa, Practicing Company Secretary to conduct the secretarial audit of the Company for the Financial Year 2022-23.

### Cost Audit and Cost 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.

## 24. 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.

## 25. 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.

## 26. Corporate Governance

Since the Paid-up Equity Share Capital of the Company does not exceed Rs. 10 Crores and the Net worth does not exceed Rs. 25 Crores at the end of the Financial Year of the Company i.e. 31<sup>st</sup> March, 2022, 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.

## 27. 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 from the following address:- M/s. Bigshare Services Private Limited

Unit: The Southern Gas Limited

Office No: S6-2, 6th Floor, Pinnacle Business Park,

Next to Ahura Centre, Mahakali Caves Road,

Andheri (East) Mumbai – 400093

Phone No : 022-262638200, Fax: 022-062638299

Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

All correspondence may kindly be sent to the above address only.

## **28. Particulars of Employees and related disclosures :**

Disclosures pertaining to remuneration and other details as 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.

## **29. Material Changes and Commitments Affecting the Financial Position between the end of the Financial Year and date of the Report :**

The outbreak of corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. Operations and revenue have been impacted due to COVID-19. However, During the Financial Year ended 31<sup>st</sup> March, 2022, there have been no material changes and commitments, affecting the financial position of the Company which occurred between the end of the Financial Year to which the financial statements relate and date of this Report.

## **30. Particulars of Employees**

During the Financial Year ended 31<sup>st</sup> March, 2022, none of the employees was in receipt of remuneration exceeding limit specified under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014, as amended.

## **31. Prevention of Sexual Harassment**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on Prevention, Prohibition and Redressal of Sexual 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.

Your Directors further state that during the year under review, there were no case/complaint register under pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## **32. Secretarial Standards**

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

## **33. 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 are no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 by the Company during the Financial year 2021-22.
8. There is no change in nature of business of the Company during the year under review.

## **Acknowledgement**

Your Directors would like to express their sincere appreciation of the positive co-operation received from Central and State Government Authorities, Stock Exchanges, Financial Institutions and Banks and Stakeholders during the year.

The Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers, workers, employee unions and staff of the Company resulting in the successful performance of the Company during the year.

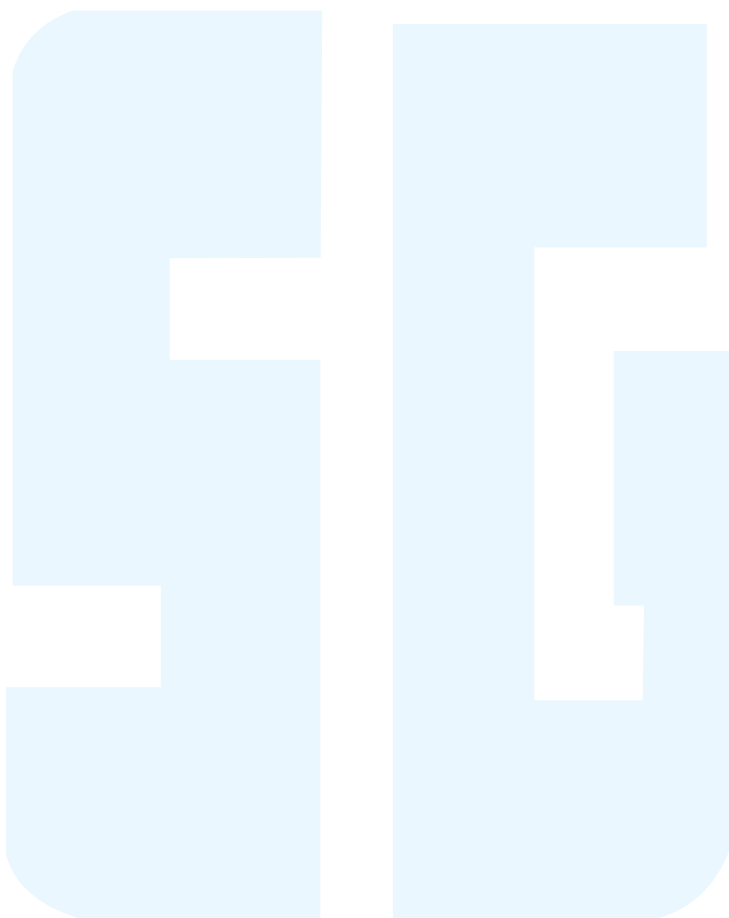
The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders.

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

**Gautam Pai Kakode  
Managing Director  
DIN:02395512**

**Motilal Sanvlo Keny  
Director  
DIN:06813111**

**Dated : 27<sup>th</sup> May, 2022  
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 r/w 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 lubrication purpose.
	ii) The steps taken by the company for utilizing alternate sources of energy.	<p>Existing high electricity consuming Fluorescent and sodium lamps are replaced with LED bulbs and thus the consumption of electrical power for lighting has been drastically come down.</p> <p>The water coming out from the heat exchangers are cooled in the pond by sprinkling process and thus reduced the usage of cooling tower which is the energy consuming equipment. Rain water harvesting is implemented and there has been a significant improvement in water levels in the nearby well.</p> <p>In DA plant 5hp old beacon pump is replaced with 3hp pump, also the overhead tank water pump of 5hp beacon is replaced with 5hp V Guard pump, this in turn discharges more and utilises less time which leads to power saving.</p> <p>Efficient usages of equipments are also monitored for rated production for energy conservation.</p>
	iii) the capital investment on energy conservation equipments	NIL
B	Technology Absorption	
	(i) efforts made towards technology absorption	The Company always keeps itself updated with all latest technological innovations by way of constant communications and consultations. Efforts are being made to reduce cost and to improve performance.
	(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	
	<p>(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –</p> <p>(a) the details of technology imported;</p> <p>(b) the year of import;</p> <p>(c) whether the technology has been fully absorbed;</p> <p>(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;</p>	NIL
	(iv) The expenditure incurred on Research and Development.	NIL
C.	Foreign Exchange Earnings and Outgo:	
		<p>The total foreign exchange outgo during the year 2021-22 was equivalent to Rs.2,09,64,758.</p> <p>Foreign Exchange earned during the year 2021-22 was equivalent to Rs. Nil</p>

## ANNEXURE C TO THE DIRECTOR REPORT

### Board of Directors

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

As on date, the Board comprises of Eight Directors. 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 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 Public Companies (^) As on 27 <sup>th</sup> May, 2022	
							Chairman	Member
Mr. Gautam V. Pai Kakode Executive Director	Managing Director	N	Husband of Mrs. Yogita G. Pai Kakode	5/ 5	Y	1	N	N
Mrs. Yogita G. Pai Kakode Non-Executive & Promoter Group	Director	N	Wife of Mr. Gautam V. Pai Kakode	5/ 5	Y	1	N	N
Mr. M. S. Keny Non-Executive	Director	N	N.A.	5/ 5	Y	1	N	3
Mr. S. P. Patnekar Non-Executive & Independent	Independent Director	N	N.A.	5/ 5	Y	1	3	3
Mr. Anbunathan Murugaian Non-Executive	Director	N	N.A.	5/ 5	N	1	N	2
Mr. Purushottam S. Mantri Non-Executive & Independent	Independent Director	N	N.A.	5/ 5	Y	2	N	2
*Mr. Ninad Gurudas Kamat Non-Executive & Proposed Independent	Additional Director	N	N.A.	N.A.	N.A.	1	N	1
*Mr. Govind Vithal Kamat Non-Executive & Proposed Independent	Additional Director	N	N.A.	N.A.	N.A.	1	N	1

\* Mr. Ninad Gurudas Kamat & Mr. Govind Vithal Kamat were appointed as an Additional Director (Non-Executive) on the Board of the Company w.e.f. 27<sup>th</sup> May, 2022 subject to the approval of the Members of the Company for their appointment in the Category of Non-Executive Independent Director in ensuing 58<sup>th</sup> Annual General Meeting for a term upto 5 consecutive years from the date of such AGM

Y=Yes  
N=No  
N= None  
N.A= Not applicable

A brief resume of the directors being appointed/re-appointed at the 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 financial year ended on 31<sup>st</sup> March, 2022 the Board of Directors met Five (5) times on the following dates:-

1. 11<sup>th</sup> June, 2021;
2. 6<sup>th</sup> August, 2021;
3. 12<sup>th</sup> November, 2021;
4. 3<sup>rd</sup> December, 2021; &
5. 11<sup>th</sup> February, 2022.

The gap between any two Board Meetings did not exceed 120 days.

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. A declaration to that effect signed by the Managing Director and CFO is attached and forms part of the Annual Report of the Company.

### Audit Committee Constitution as on 31<sup>st</sup> March, 2022

As on 31<sup>st</sup> March, 2022 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. Anbunathan Murugaian	02533205	Non-Executive & Independent Director
3.	Mr. Purushottam S. Mantri	06785989	Non-Executive & Independent Director
4.	Mr. M. S. Keny	06813111	Non-Executive & Director
5.	Mr. Gautam V. Pai kakode	02395512	Executive & Managing Director

### Constitution after end of the Financial Year :

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, the Composition of the Audit Committee has been re-constituted as on 27<sup>th</sup> May, 2022 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. Anbunathan Murugaian	02533205	Non-Executive Director
3.	Mr. Purushottam S. Mantri	06785989	Non-Executive & Independent Director
4.	Mr. M. S. Keny	06813111	Non-Executive Director
5.	Mr. Ninad Gurudas Kamat	09611972	Non-Executive & Independent Director
6.	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

- 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 2021-2022, 4 (Four) Audit Committee meetings were held on following dates:

1. 11<sup>th</sup> June, 2021;
2. 6<sup>th</sup> August, 2021;
3. 12<sup>th</sup> November, 2021;&
4. 11<sup>th</sup> February, 2022.

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

Name of Member	No. of Meetings	
	Held	Attended
Mr. S. P. Patnekar	4	4
Mr. Anbunathan Murugaian	4	4
Mr. Purushottam S. Mantri	4	4
Mr. M. S. Keny	4	4
Mr. Gautam V. Pai kakode	4	4

The gap between any two Audit Committee meetings did not exceed 120 days.

#### Nomination and Remuneration Committee Constitution

As on 31st March, 2022 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. Anbunathan Murugaian	02533205	Non-Executive & Independent Director
3.	Mr. Purushottam S. Mantri	06785989	Non-Executive & Independent Director
4.	Mr. M. S. Keny	06813111	Non-Executive & Director

#### Constitution after end of the Financial Year :

In compliance with the provisions of Section 178 of the Companies Act, 2013 and rules made thereunder read with Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Composition of the Nomination & Remuneration Committee has been re-constituted as on 27<sup>th</sup> May, 2022 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)
3.	Mr. Purushottam S. Mantri	06785989	Non-Executive & Independent Director
4.	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 viz. :**

### 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 2021-2022, 3 (Three) Nomination & Remuneration Committee meetings were held on following dates :

1. 11<sup>th</sup> June, 2021;
2. 3<sup>rd</sup> December, 2021; &
3. 11<sup>th</sup> February, 2022.

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

Name of Member	No. of Meetings	
	Held	Attended
Mr. S. P. Patnekar	3	3
Mr. Anbunathan Murugaian	3	3
Mr. Purushottam S. Mantri	3	3
Mr. M. S. Keny	3	3

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 Rs.3,000/- per meeting was paid for Board.

The aggregate amount of sitting fees paid during the financial year 2021-2022 was Rs. 75,000/- (excluding applicable taxes).

The aggregate amount of remuneration paid to the Managing Director during the financial year 2021-2022 was Rs. 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 31<sup>st</sup> March, 2022 the Stakeholders' Relationship Committee comprises of the following Non-Executive Directors:

1. Mr. S. P. Patnekar : Non-Executive & Independent Director (Chairman)
2. Mr. Anbunathan Murugaian : Non-Executive & Independent
3. Mr. M. S. Keny : 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 2021-2022, 4 (Four) Stakeholders' Relationship Committee meetings were held on following dates:

1. 11<sup>th</sup> June, 2021;
2. 6<sup>th</sup> August, 2021;
3. 12<sup>th</sup> November, 2021; &
4. 11<sup>th</sup> February, 2022.

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

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

Name of Member	No. of Meetings	
	Held	Attended
Mr. S. P. Patnekar	4	4
Mr. Anbunathan Murugaian	4	4
Mr. M. S. Keny	4	4

### Separate Independent Directors' Meeting Constitution

As on 31<sup>st</sup> March, 2022 the Separate Independent Directors' Committee comprises of the following Non-Executive Directors :

1. Mr. S. P. Patnekar : Independent Director
2. Mr. Anbunathan Murugaian : Independent Director
3. Mr. Purushottam S. Mantri : Independent Director

### 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 ended on 31<sup>st</sup> March, 2022, one Separate Meeting of Independent Directors' was held on 11<sup>th</sup> day of February, 2022. The meeting inter alia discussed :

Name of Member	No. of Meetings	
	Held	Attended
Mr. S. P. Patnekar	1	1
Mr. Anbunathan Murugaian	1	1
Mr. Purushottam S. Mantri	1	1

**For The Southern Gas Limited**

**Dated: 27<sup>th</sup> May, 2022**  
**Place: Margao, Goa**

**Gautam V. Pai Kakode**  
**Managing Director**  
**(DIN: 02395512)**



**Annexure D**

**Form no. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR**  
**ENDED 31<sup>st</sup> MARCH, 2022**

*[ 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, Dharmaraj J Bhonsle, Company Secretary in Practice, bearing CP No.7258 and having office at 505, Citi-centre, Patta plaza, Panaji Goa 403001, pleased to place before the members/Shareholders of The Southern Gas Limited;

I 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 referred to as "The Company") for the audit period covering the financial year ended on 31st March 2022 ('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, minute books, Documents, forms and returns filed and other records maintained by the Company and also the information provided by the Company secretary, the officer of the Company during the conduct of Secretarial Audit and subject to my separate report attached as Appendix "I" (enclosed herein with). I hereby report that in my opinion, the Company 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 31<sup>st</sup> March 2022 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. 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 ;

- v. The following other laws and regulation 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 Goods and Service Tax Act 2017 and the Rules made there under
  - xiii. The Payment of Gratuity Act 1972 and the Rules made there under
  - xiv. The Income Tax Act 1961 and the Rules made there under
  - xv. The Central Excise Law 1944 and the Rules made there under
  - xvi. 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 related to meetings and minutes.
2. The Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) Regulation 2015 (LODR) entered into by the Company with Stock Exchange.
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.

Adequate notice is given in advance to all Directors to

schedule the Board Meetings, agenda and detailed notes on agenda were generally sent 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.

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 its operation to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

**I further report that;**

Compliance of applicable financial laws and labour laws, including Direct and Indirect Tax laws by the company has not been reviewed in this audit, since the same has been subject to review by Statutory Auditor and other designated professionals 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 accounting head "Contingent Liability".

Place : Panaji  
Date : 26/05/2022

**CS DHARMARAJ J. BHONSLE**  
(Company Secretary)  
UDIN: F007258D000397703

**Appendix-I**

**This Appendix is part of my**  
**"Secretarial Audit Report"**  
**for the financial year ended 31<sup>st</sup> March 2022**

**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 records and compliance of the provisions of corporate and other applicable laws, rules, regulations standards are the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records and compliance based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the Secretarial Records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial Records. I believe that 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. This Secretarial Audit Report is not assurance to the future working, viability, efficiency and effectiveness with which Management may conduct the affairs of the Company.

Place : Panaji  
Date : 26/05/2022

**CS DHARMARAJ J. BHONSLE**  
(Company Secretary)  
UDIN: F007258D000397703

**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:**

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2021-22, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22 are as under :

( Amount in lacs )

Sr. No.	Name of Director / KMP and Designation	Designation	Remuneration paid in FY 2021-22	% increase in Remuneration in the FY 2021-22	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. Gautam V. Pai Kakode	Managing Director	60.22	Nil	Nil
2.	Mrs. Yogita G. Pai Kakode*	Non-Executive Director	.15	Nil	Nil
3.	Mr. M. S. Keny*	Non -Executive Director	.15	Nil	Nil
4.	Mr. S. P. Patnekar*	Independent Director	.15	Nil	Nil
5.	Mr. Anbunathan Murugaian *	Independent Director	.15	Nil	Nil
6.	Mr. Purushottam Mantri *	Independent Director	.15	Nil	Nil
7.	Ms. Nirzara Kesarwani#	Company Secretary	1.61	Nil	N.A.
8.	Mr. Hasmukh Prajapati#	Company Secretary	3.51	Nil	N.A.

\* Paid sitting fees for attending Board Meetings.

# Hasmukh Prajapati has resigned dated 30<sup>th</sup> November, 2021

# Ms. Nirzara Kesarwani has appointed dated 3<sup>rd</sup> December, 2021

- i) The percentage increase in the median remuneration of employees (excluding resigned and employed part of the year) in financial year 2021-22 was 59.83%.
- ii) There were 117 permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2022.
- iii) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2021-22 was 2% whereas the increase in the managerial remuneration for the same financial year was 2%.
- iv) 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 31<sup>st</sup> March, 2022.**

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

( Amount in lacs )

Sr. No.	Name of the Employee	Designation	Remuneration
1	Mr. Gautam V. Pai Kakode	Managing Director	60.25
2	Mr. Srinivasan S	Chief Financial Officer	17.02
3	Mr. Sadananda Pai. H	General Manager –Operations	13.90
4	Mr. James Balu	Senior Manager – HR & Admin	10.51
5	Mr. Satheesh Prabhu	Plant Engineer	7.57
6	Mr. Vinodkumar C.	Manager – Accounts and Admin	7.50
7	Mr. Rejeesh P. P.	Manager Sales & Marketing	6.33
8	Mrs. Geeta Prabhudessai	Manager – Accounts	6.16
9	Mr. Kedar D Kunde	Manager - Adm & sales & Mrkt.	5.80
10	Mr. T. Shashikant Udupa	Quality Control Manager	5.68

2. During the year under review, Mr. Gautam V. Pai Kakode, Managing Director, Mr. Srinivasan S, Chief Financial Officer 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 month.
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.

For and on behalf of the Board of Directors

Date: 27<sup>th</sup> May, 2022  
Place: Margao-Goa

Gautam V Pai Kakode  
Chairman & Managing Director  
DIN: 02395512

## Management Discussion Analysis Report

### Global

Oxygen Global Market Report 2021: COVID-19 Impact and Recovery to 2030 provides the strategists, marketers and senior management with the critical information they need to assess the global oxygen market as it emerges from the COVID-19 shut down.

#### Chart



#### Reasons to Purchase

- Gain a truly global perspective with the most comprehensive report available on this market covering 12+ geographies.
- Understand how the market is being affected by the coronavirus and how it is likely to emerge and grow as the impact of the virus abates.
- Create regional and country strategies on the basis of local data and analysis.
- Identify growth segments for investment.
- Outperform competitors using forecast data and the drivers and trends shaping the market.
- Understand customers based on the latest market research findings.
- Benchmark performance against key competitors.
- Utilize the relationships between key data sets for superior strategizing.
- Suitable for supporting your internal and external presentations with reliable high quality data and analysis.

### India

**This forecast for 2021-22 is lower than the 12.5% growth in GDP that IMF had projected in April before the second wave took a grip.**

The International Monetary Fund (IMF) on Tuesday cut its economic growth forecast for India to 9.5% for the fiscal year to March 31, 2022, as the onset of a severe second COVID-19 wave cut into recovery momentum. This forecast for 2021-22 is lower than the 12.5% growth in GDP that IMF had projected in April before the second wave took a grip.

For 2022-23, IMF expects economic growth of 8.5%, larger than the 6.9% it had projected in April.

"Growth prospects in India have been downgraded following the severe second COVID wave during March-May and expected slow recovery in confidence from that setback," IMF said in its latest World Economic Outlook (WEO). India's economy is gradually recovering from a deep contraction in the fiscal year ended March 31, 2021 (7.3%) and a

subsequent severe second wave of COVID-19.

IMF joins a host of global and domestic agencies which have cut India's growth estimates for the current fiscal. Last month, S&P Global Ratings projected a 9.5 % GDP growth in the current fiscal and 7.8 % in 2022-23. While World Bank sees GDP growth at 8.3 % from April 2021 to March 2022, the Asian Development Bank (ADB) last week downgraded India's economic growth forecast to 10 % from 11 % estimated in April.

### Industry Structure and Developments

The global medical oxygen gas cylinders market size was valued at \$2,971.40 million in 2020, and is estimated to reach \$5,337.50 million by 2030, growing at a CAGR of 5.70% from 2021 to 2030.

*COVID-19 has positively impacted growth of the global medical gas oxygen cylinder market. During COVID-19 pandemic, rise in number of cases has essentially accelerated demand for medical oxygen gas cylinders for intensive care.*

Medical oxygen gas cylinders are often used by medical care workers for therapeutic and diagnostic purposes. Medical oxygen gas systems, for example, oxygen concentrators and compressed oxygen gas cylinders are considerably utilized in homecare settings, and are normally chosen by old patients who experience challenges in mobility, and rely upon a steady oxygen supply.

Furthermore, rising prevalence of COVID-19 cases across the globe and growing cases of chronic diseases are also supplementing the market growth. Optimal medical infrastructure utilization became a high priority for Governments worldwide during the COVID-19 pandemic. Furthermore, special attention is drawn to both the import and local manufacture of medical oxygen gas to ensure its uninterrupted supply to designated COVID-hospitals identified by the local administration. For example; as per Worldometer; As of April 27th, 2021; there are 19,172,322 active cases of COVID-19 across the globe. Thus, oxygen gas cylinders are required for the increasing demand from medical clinics, home care settings and many others. Medical oxygen gas cylinders are available in various sizes relying on the requirement. In hospitals, oxygen gas treatment is executed on the patients for the therapy of chronic health issue to improve energy levels, rest and a superior quality life of patients. Oxygen is generally utilized in medical clinics for the therapy of various intense and chronic diseases. These clinical oxygen chambers are generally utilized in the ambulance to manage emergency circumstances. The medical oxygen gas cylinders have huge need for the patients facing different infections like asthma, disease, and others.

### Oxygen Gas Cylinder Market Segmentation

The global medical oxygen gas cylinders market is segmented into technology, product, end user and region. By technology, the market is categorized into pulse flow and continuous flow. By product, the market is bifurcated into portable and fixed. By end user, it is divided into hospital and home healthcare. Region wise, the market is analyzed across North America (the U.S., Canada, and Mexico), Europe (Germany, France, the UK, Italy, Spain, and rest of Europe), Asia-Pacific (Japan, China, India, Australia, South Korea and rest of Asia-Pacific), and LAMEA (Brazil, South Africa, Saudi Arabia, and rest of LAMEA).

### Segment Review

Depending on technology, the continuous flow segment dominated the market in 2020, and is expected to continue this trend throughout the forecast period. This is attributed to the rise in lifestyle habits like smoking & consumption of alcohol and increase in the geriatric population are expected to boost the market growth. On the product, the fixed segment dominated the market in 2020, and is expected to continue this trend throughout the forecast period. This is attributed to the increasing instances of chronic diseases like cardiovascular diseases, respiratory diseases, and gastrointestinal disorders.

### Market Analysis and Insights of Global Medical Oxygen Cylinder Market

Global medical oxygen cylinder market is expected to gain market growth in the forecast period of 2021 to 2028. Data Bridge Market Research analyses the market to account to USD 6,194.94 million by 2028 growing at a CAGR of 6.76% in the above-mentioned forecast period. The growing awareness amongst the people and patients regarding the benefits associated with the usage of medical oxygen cylinder has been directly impacting the growth of medical oxygen cylinder market.

The oxygen which is provided in the purest form to the medical devices and the formation of the cylinders is the main factor which is driving the medical oxygen cylinder market. Increased breathing problems due to diseases and awareness of the population for personal healthcare are the main opportunity for the growth of the medical oxygen cylinder market. Oxygen cylinders do not require batteries which is also a boon for the growth of the market.

Higher costs of oxygen cylinder are the main challenge for the medical oxygen cylinder market. However, technical precautions such as usage of cylinder at a particular distance from a combustible element are the main restraint in the growth of medical oxygen cylinder market during the forecast period of 2021-2028.

### Medical Oxygen Cylinder Market Scope and Market Size

Medical oxygen cylinder market is segmented on the basis of product, technology, end user, size, cylinder type, application. The growth amongst these segments will help you analyse meagre growth segments in the industries, and provide the users with valuable market overview and market insights to help them in making strategic decisions for identification of core market applications.



- Based on product, the medical oxygen cylinder market is segmented into portable oxygen concentrator & cylinders, stationary oxygen concentrator & cylinders and oxygen concentrator & cylinders.
- Based on technology, the medical oxygen cylinder market is segmented into continuous flow and pulse flow.
- On basis of end user, the medical oxygen cylinder market is segmented into home care and non-homecare.
- Based on size, the medical oxygen cylinder market is segmented into 10L, 40L, 50L and 100L.
- Based on cylinder type, the medical oxygen cylinder market is segmented into fixed and portable.
- Based on application, the medical oxygen cylinder market is segmented into emergency room, operating room, respiratory department and household.

### Medical Oxygen Cylinder Market Country Level Analysis

Medical oxygen cylinder market is analysed and market size insights and trends are provided by country, product, technology, end user, size, cylinder type, application as referenced above.

The countries covered in the medical oxygen cylinder market report are U.S., Canada and Mexico in North America, Germany, France, U.K., Netherlands, Switzerland, Belgium, Russia, Italy, Spain, Turkey, Rest of Europe in Europe, China, Japan, India, South Korea, Singapore, Malaysia, Australia, Thailand, Indonesia, Philippines, Rest of Asia-Pacific (APAC) in the Asia-Pacific (APAC), Saudi Arabia, U.A.E, South Africa, Egypt, Israel, Rest of Middle East and Africa (MEA) as a part of Middle East and Africa (MEA), Brazil, Argentina and Rest of South America as part of South America.

The country section of the medical oxygen cylinder market report also provides individual market impacting factors and changes in regulation in the market domestically that impacts the current and future trends of the market. Data points such as consumption volumes, production sites and volumes, import export analysis, price trend analysis, cost of raw materials, down-stream and upstream value chain analysis are some of the major pointers used to forecast the market scenario for individual countries. Also, presence and availability of global brands and their challenges faced due to large or scarce competition from local and domestic brands, impact of domestic tariffs and trade routes are considered while providing forecast analysis of the country data.

### Discussion on financial performance with respect to operational performance.

(Rs. in Lakhs)		
Particulars	F.Y. 2021-22	F.Y. 2020-21
Revenue from Operations (excluding indirect income)	4163.94	3095.19
Cost of Production (excluding depreciation, finance cost and other indirect expenses)	1873.95	1188.83
Gross Profit (before depreciation, finance cost, taxes, indirect expenses and indirect income)	2289.99	1906.36

\*the above Operational Performance Highlights should be read in conjunction with the Financial Statements, the schedules and notes thereto.

The revenue from operations during the year under review has increased by 34.53% mainly on account of sales. However, despite of marginal increased in turnover, gross profit percentage has marginal fall down due to increase in cost of material consumed.

### 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.

For and on behalf of the Board of Directors

Gautam Pai Kakode  
Managing Director  
DIN:02395512

Motilal Sanvlo Keny  
Director  
DIN:06813111

Dated: 27<sup>th</sup> May, 2022  
Place: Margao-Goa

## INDEPENDENT AUDITORS' 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 at 31st March 2022, 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, 2022, 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 accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis 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
<b>Revenue Recognition</b> <p>The Company's revenue is mainly derived from the sale of liquid gases stored in Cylinders, Cylinder Maintenance, and a minor amount from Penalty 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.</p>	<p>Our audit approach was a combination of test of internal controls and substantive procedures including:</p> <ul style="list-style-type: none"> <li>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.</li> <li>Evaluating the integrity of the general information and technology control environment and testing the operating effectiveness of key IT application controls.</li> <li>Evaluating the design and implementation of Company's controls in respect of revenue recognition.</li> <li><b>Testing the effectiveness of such controls over revenue cut off at year-end.</b></li> <li><b>Testing the supporting documentation for sales transactions recorded during the period closer to the year end and subsequent to the year end, including</b></li> <li><b>examination of credit notes issued after the year end to determine whether revenue was recognised in the correct</b></li> </ul>

### 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 the fact. We have nothing to report in this regard.

### Management's Responsibility for the Standalone 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 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, 2022, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, 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

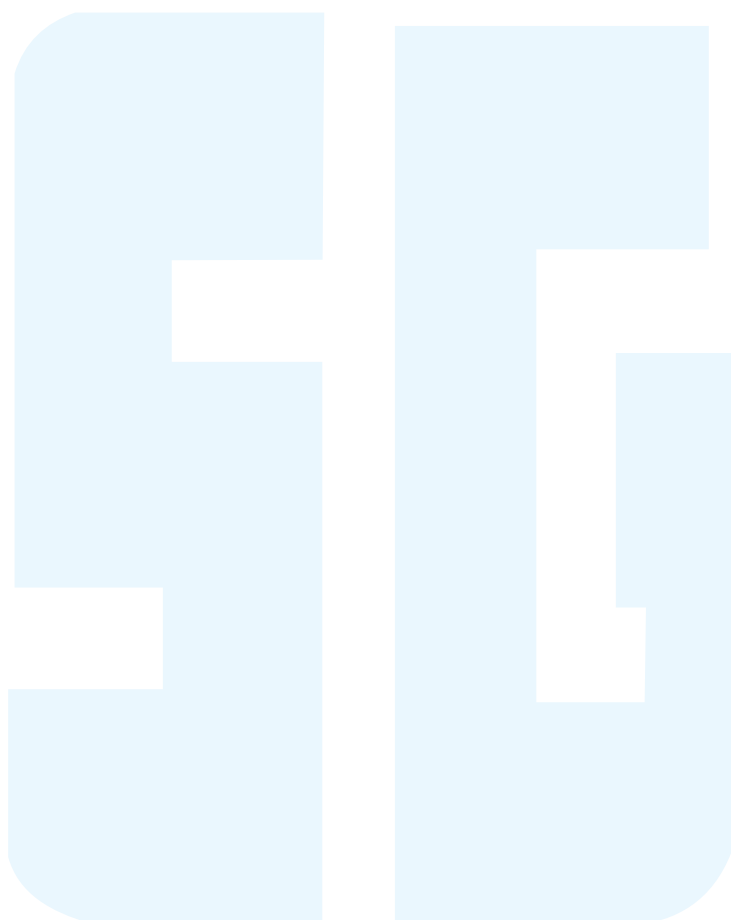
c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement

(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

**For LORENCE & SHANKAR**  
**Chartered Accountants**  
***Firm Regn. No.: 112761W***

**Place: Margao-Goa**  
**Date: 27<sup>th</sup> May, 2022**

**(Lorence J. Malekar)**  
**Partner**  
**Mem. No. 024751**  
**UDIN: 22024751ANOFZO6342**



## ANNEXURE "A"

**REFERRED TO IN PARAGRAPH 1 OF OUR REPORT ON THE ACCOUNTS FOR THE YEAR  
ENDED 31<sup>ST</sup> MARCH, 2022**

- (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 is 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 31.03.2022
- (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 in repayment of loans or other borrowings or in the payment of interest to any lender during the year.



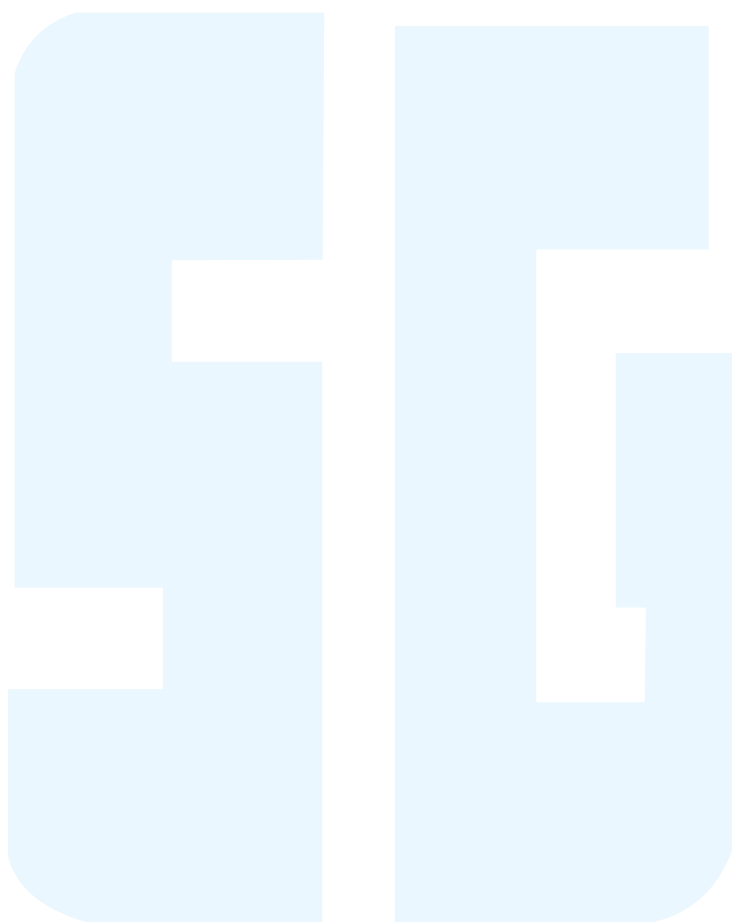
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Willful Defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion, and according to the information 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-term purposes 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, in Form 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 have been considered by us, to the extent available.
- (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 to report 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 LORENCE & SHANKAR**  
**Chartered Accountants**  
***Firm Regn. No.: 112761W***

**Place: Margao-Goa**  
**Date: 27<sup>th</sup> May, 2022**

**(Lorence J. Malekar)**  
**Partner**  
**Mem. No. 024751**  
**UDIN: 22024751ANOFZO6342**



## 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 31<sup>st</sup> March, 2022 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 on Audit 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 accordance with 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 of the company are being made only in accordance with authorisations of management and 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 31<sup>st</sup> March, 2022.

**For LORENCE & SHANKAR**  
Chartered Accountants  
Firm Regn. No.: 112761W

Place: Margao-Goa  
Date: 27<sup>th</sup> May, 2022

(Lorence J. Malekar)  
Partner  
Mem. No. 024751  
UDIN: 22024751ANOFZO6342



THE SOUTHERN GAS LIMITED  
BALANCE SHEET AS AT 31st MARCH, 2022

(Rupees in Lacs)

Particulars	Note No.	As at 31st March, 2022	As at 31st March, 2021
<b>ASSETS</b>			
Non-current assets			
(a) Property, plant and equipment	2.01	1,022.75	903.02
(b) Capital work-in-progress	2.01	2.45	97.16
(c) Other Intangible Assets	2.01	3.31	4.36
(d) Financial assets			
(i) Investments	2.02	0.20	0.20
(ii) Others	2.03	704.59	157.70
(e) Other non-current assets	2.04	143.33	148.77
Total non-current assets (A)		1,876.62	1,311.21
Current Assets			
(a) Inventories	2.05	145.79	90.86
(b) Financial assets			
(i) Trade Receivables	2.06	464.00	467.83
(ii) Cash and cash equivalents	2.07	232.74	331.41
(iii) Bank Balances other than (ii) above	2.08	299.88	443.43
(iv) Other Current financial assets	2.09	0.60	0.74
(c) Current tax assets	2.10	12.19	2.27
(d) Other current assets	2.11	43.99	12.80
Total current assets (B)		1,199.18	1,349.34
Total Assets (A+B)		3,075.79	2,660.55
<b>EQUITY AND LIABILITIES</b>			
Equity			
(a) Equity Share Capital	2.12	22.50	22.50
(b) Other Equity	2.13	2,008.86	1,748.02
Total Equity (A)		2,031.36	1,770.52
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	2.14	41.24	-
(b) Long Term Provisions	2.15	80.12	72.44
(c) Deferred tax liability (net)	2.16	47.55	41.36
Total non current liabilities (B)		168.91	113.81
Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	2.17	26.36	8.97
(ii) Trade payables	2.18	-	-
- Total outstanding dues of Micro & Small Enterprises		-	-
- Total outstanding dues of Others		151.85	131.36
(iii) Other Current financial liabilities	2.19	611.36	539.30
(b) Other current liabilities	2.20	80.77	67.55
(c) Short Term Provisions	2.21	5.19	29.04
Total current liabilities (C)		875.52	776.22
Total equity and Liabilities (A + B + C)		3,075.79	2,660.55

Significant Accounting Policies &amp; Notes on accounts

1 &amp; 2

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For M/s Lorence &amp; Shankar

Chartered Accountants

FRN No. 112761W

Gautam V. Pai Kakode  
Managing Director  
DIN :02395512

M.S. Keny  
Director  
DIN :06813111

CA. Lorence J. Malekar  
Partner  
M. No. 024751

Srinivasan Sugavanam  
Chief Financial Officer

Nirzara Kesarwani  
Company Secretary  
M. No. A61661

Place: Margao, Goa  
Date: 27/05/2022

Place: Margao, Goa  
Date: 27/05/2022

THE SOUTHERN GAS LIMITED  
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rupees in Lacs)

Particulars		Note No.	For the year ended 31st March, 2022	For the year ended 31st March, 2021
I.	INCOME			
	Revenue from operations	2.22	4,163.94	3,095.19
II.	Other Income	2.23	56.70	36.35
III.	Total Income (I+II)		4,220.64	3,131.53
IV.	EXPENSES			
	a. Cost of materials consumed	2.24	1,181.93	872.06
	b. Purchase of traded goods	2.25	701.48	317.26
	c. Changes in inventories of finished goods, work-in-progress and stock in trade	2.26	(9.47)	(0.49)
	d. Employee benefits expense	2.27	753.37	674.58
	e. Finance costs	2.28	1.18	2.01
	f. Depreciation and amortisation expenses	2.01	152.63	148.87
	g. Other expenses	2.29	1,047.07	878.63
	Total Expenses		3,828.19	2,892.92
V.	Profit before tax (III-IV)		392.45	238.61
VI.	Tax expense:			
	a. Income Tax - Current		116.27	85.30
	b. Income Tax - Previous Years		1.24	5.17
	c. Deferred tax		6.19	(44.58)
VII.	Profit for the period (V-VI)		268.74	192.71
VIII.	Other Comprehensive Income			
	Items that will not be reclassified subsequently to profit or loss:			
	Remeasurement of the net defined benefit liability / Asset		3.34	(6.92)
	Total Other Comprehensive Income		3.34	(6.92)
	Total Comprehensive Income for the period		272.09	185.79
	Earnings per equity share (In Rupees):			
	Nominal value of share Rs. 100/- (Rs. 100/-)			
	Basic and Diluted	2.30	1,209.28	825.73

Significant Accounting Policies &amp; Notes on accounts

1 &amp; 2

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For M/s Lorence &amp; Shankar

Chartered Accountants

FRN No. 112761W

Gautam V. Pai Kakode  
Managing Director  
DIN :02395512

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M. No. A61661

Place: Margao, Goa  
Date: 27/05/2022

Place: Margao, Goa  
Date: 27/05/2022

THE SOUTHERN GAS LIMITED  
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31ST, 2022

(Rupees in Lacs)

A) EQUITY SHARE CAPITAL	As at March 31, 2022		As at March 31, 2021	
	Nos	Rupees	Nos	Rupees
Equity Shares (Refer Note 2.13)				
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, 2022

Particulars	RESERVES & SURPLUS		Other Comprehensive Income (OCI)	Total
	General Reserve	Retained Earnings		
Balance as on April 1, 2021	360.73	1,387.29	-	1,748.02
Changes due to accounting policy/prior period errors	-	-	-	-
Restated balance at the beginning of the year	360.73	1,387.29	-	1,748.02
Profit/ (Loss) for the year	-	268.74	-	268.74
Other Comprehensive Income/ (Loss)	-	-	3.34	3.34
Transfer of Gains/ (losses) from OCI to Retained Earnings	-	3.34	(3.34)	-
Total Comprehensive Income/ (Loss)	-	1,659.38	-	2,020.11
Transfer from Retained Earnings	20.00	(20.00)	-	-
Dividend Paid	380.73	1,639.38	-	2,020.11
Balance as on March 31, 2022	-	(11.25)	-	(11.25)
	380.73	1,628.13	-	2,008.86

For the year ended March 31, 2021

Particulars	RESERVES & SURPLUS		Other Comprehensive Income (OCI)	Total
	General Reserve	Retained Earnings		
Balance as on April 1, 2020	340.73	1,230.50	-	1,571.23
Changes due to accounting policy/prior period errors	-	-	-	-
Restated balance at the beginning of the year	340.73	1,230.50	-	1,571.23
Profit/ (Loss) for the year	-	192.71	-	192.71
Other Comprehensive Income/ (Loss)	-	-	(6.92)	(6.92)
Transfer of Gains/ (losses) from OCI to Retained Earnings	-	(6.92)	6.92	-
Total Comprehensive Income/ (Loss)	340.73	1,416.29	-	1,757.02
Transfer from Retained Earnings	20.00	(20.00)	-	-
Dividend Paid	360.73	1,396.29	-	1,757.02
Balance as on March 31, 2021	-	(9.00)	-	(9.00)
	360.73	1,387.29	-	1,748.02

As per our report of even date attached

For M/s Lorence & Shankar  
Chartered Accountants  
FRN No. 112761W

CA. Lorence J. Malekar  
Partner  
M. No. 024751

Place: Margao, Goa  
Date: 27/05/2022

For and on behalf of the Board of Directors

Gautam V. Pai Kakode  
Managing Director  
DIN :02395512

Srinivasan Sugavanam  
Chief Financial Officer

Place: Margao, Goa  
Date: 27/05/2022

M.S. Keny  
Director  
DIN :06813111

Nirzara Kesarwani  
Company Secretary  
M. No. A61661

THE SOUTHERN GAS LIMITED  
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

(Rupees in Lacs)

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b>A. Cash Flows from Operating Activities</b>		
Total Comprehensive Income before tax	395.79	231.69
Adjustments for:		
- Depreciation	152.63	148.87
- Interest Income	(46.12)	(35.24)
- Interest expense	1.18	2.01
- Provision for Doubtful Debts/ (W/back)	25.89	24.03
- Bad debts written off	12.88	1.59
- Profit/ (Loss) on Sale or write off of fixed assets	(7.33)	2.10
Sub total	139.13	143.36
Operating Profit before Working Capital Changes	534.92	375.04
Adjustments for working capital changes:		
(Increase)/ Decrease in Trade Receivables	(34.94)	7.20
(Increase)/ Decrease in Inventories	(54.92)	16.94
(Increase)/ Decrease in Loans and Advances (Non-Current)	-	(21.11)
(Increase)/ Decrease in Other Current Financial Assets	0.14	3.16
(Increase)/ Decrease in Current Tax Assets	(9.92)	21.79
(Increase)/ Decrease in Other Current Assets	(31.19)	22.43
(Increase)/ Decrease in Other Non Current Assets	5.44	2.16
Increase/ (Decrease) in Trade Payables	20.48	(0.90)
Increase/ (Decrease) in Short-Term Provisions	(23.84)	25.44
Increase/ (Decrease) in Long-Term Provisions	7.67	7.45
Increase/ (Decrease) in Other current Liabilities	13.22	(2.04)
Increase/ (Decrease) in Other Current Financial Liabilities	72.06	31.09
	(35.79)	113.62
Cash generated from Operations	499.13	488.66
Direct taxes	(117.51)	(90.47)
Cash flow before extraordinary Items	381.62	398.19
Extraordinary items	-	-
Net Cash from/(used) in Operating Activities	381.62	398.19
<b>B Cash Flows from Investing Activities</b>		
Purchase of PPE / CWIP	(179.74)	(144.77)
Sale of PPE / CWIP	10.48	84.32
(Increase)/ Decrease in Other Non Current Financial Assets	(546.89)	(135.23)
(Increase)/ Decrease in Other Bank Balances	143.56	(28.46)
Interest Received	46.12	35.24
Purchase of National Savings Certificate	-	(0.10)
Net Cash from/(used) in Investing Activities	(526.47)	(189.00)



THE SOUTHERN GAS LIMITED  
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

(Rupees in Lacs)

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b>C Cash Flows from Financing Activities</b>		
Proceeds/(Repayment) of Long Term Borrowings	41.24	(8.97)
Proceeds/(Repayment) of Short Term Borrowings	17.39	(0.02)
Interest paid	(1.18)	(2.01)
Dividends	(11.25)	(9.00)
<b>Net Cash from/(used) in Financing Activities</b>	<b>46.19</b>	<b>(20.01)</b>
<b>Summary</b>		
Net Cash from/(used) Operating Activities	381.62	398.19
Net Cash from/(used) in Investing Activities	(526.47)	(189.00)
Net Cash from/(used) in Financing Activities	46.19	(20.01)
<b>Net Increase (Decrease) in Cash Equivalents</b>	<b>(98.66)</b>	<b>189.18</b>
Cash and Cash Equivalents at beginning of the year	331.41	142.22
Cash and Cash Equivalents at the end of the year(Refer note 2.07)	232.74	331.41
	(98.66)	189.18

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&amp;2

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For M/s Lorence & Shankar  
Chartered Accountants  
FRN No. 112761W

Gautam V. Pai Kakode  
Managing Director  
DIN :02395512

M.S. Keny  
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Partner  
M. No. 024751

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Chief Financial Officer

Nirzara Kesarwani  
Company Secretary  
M. No. A61661

Place: Margao, Goa  
Date: 27/05/2022

Place: Margao, Goa  
Date: 27/05/2022

## 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:

- |  |   |  |
|--|---|--|
| a) 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. |
| b) Interest / Claims                         | : | Income is recognised on accrual basis wherever realisability is not in doubt.  |
| c) Cylinder handling and maintenance charges | : | Income is recognised on accrual basis except when there are significant uncertainties.   |
| d) 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 are accrue.

## xiii) 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

2.01 Property, Plant & Equipment, Capital Work in Progress & Other Intangible Assets											(Rupees in Lacs)
Description	Freehold Land and Improvements	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, 2020	108.75	90.31	346.57	2,785.55	153.60	16.41	93.86	310.12	99.60	5.56	4,010.32
Additions (including transfers from C-W-I-P)	-	-	3.35	19.62	-	1.12	2.26	14.53	6.73	-	47.61
Deductions	-	78.36	-	4.56	-	-	-	-	-	-	82.92
As at 31st March, 2021	108.75	11.95	349.92	2,800.61	153.60	17.53	96.11	324.65	106.33	5.56	3,975.01
Additions (including transfers from C-W-I-P)	-	-	4.44	153.72	97.14	0.21	0.07	8.03	10.83	-	274.45
Deductions	-	-	-	68.41	9.14	-	-	-	-	-	77.55
As at 31st March, 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
Depreciation											
As at 1st April, 2020	-	2.46	118.79	2,325.10	107.38	15.02	65.86	200.74	87.75	0.14	2,923.24
Charge for the year	-	0.14	9.81	96.69	3.35	0.35	4.05	25.15	8.27	1.06	148.87
Sales/Adj.	-	-	-	4.49	-	-	-	-	-	-	4.49
As at 31st March, 2021	-	2.61	128.60	2,417.30	110.73	15.36	69.91	225.89	96.02	1.19	3,067.62
Charge for the year	-	0.14	9.81	94.77	9.68	0.39	3.35	25.29	8.14	1.06	152.63
Sales/Adj.	-	-	-	65.26	9.14	-	-	-	-	-	74.39
As at 31st March, 2022	-	2.75	138.42	2,446.81	111.28	15.75	73.25	251.18	104.16	2.25	3,145.85
Net Block											
As at 31st March, 2022	108.75	9.20	215.94	439.10	130.33	1.99	22.93	81.50	13.01	3.31	1,026.06
As at 31st March, 2021	108.75	9.34	221.32	383.31	42.86	2.17	26.21	98.75	10.31	4.36	907.38
B) Capital Work in Progress											
Cost as at 1st April, 2021											97.16
Additions											83.28
Deductions / Transfers											177.99
Cost as at 31st March, 2022											2.45

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

(Rupees in Lacs)

	As at 31st March, 2022	As at 31st March, 2021
2.02 Financial Assets (Investments)		
Non-Trade (Unquoted):-		
National Savings Certificate	0.20	0.20
	<u>0.20</u>	<u>0.20</u>
2.03 Financial Assets (Others) (Unsecured, Considered Good)		
Bank Deposits (having maturity more than 12 months)	704.59	157.70
	<u>704.59</u>	<u>157.70</u>
2.04 Other Non Current Assets		
Security Deposits #	137.45	141.53
Prepaid expenses	5.87	7.24
	<u>143.33</u>	<u>148.77</u>
# Includes Rs.36.12 Lakhs (PY Rs. 39.47 Lakhs) due from Directors & Entities in which Directors are interested.		
2.05 Inventories		
a) Raw materials	52.33	20.87
b) Finished/Purchased goods	30.42	20.95
c) Stores & Spares	61.97	47.61
d) Sundry Materials	1.06	1.43
	<u>145.79</u>	<u>90.86</u>
2.05.1 Method of valuation of inventories - Refer Note 1(x) in Significant Accounting policies		
2.06 Trade Receivables (Current)		
Secured, considered good	-	-
Unsecured, considered good	464.00	467.83
Which have significant increase in credit risk	-	-
Credit Impaired	77.01	51.12
Less: Allowance for Credit Impairment	<u>(77.01)</u>	<u>(51.12)</u>
	<u>464.00</u>	<u>467.83</u>
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 *	232.31	330.34
In Deposit Accounts (having maturity of less than 3 months)	0.06	0.03
In Bank OD Account	-	0.00
ii) Cash On Hand	0.38	1.04
	<u>232.74</u>	<u>331.41</u>

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

(Rupees in Lacs)

	As at 31st March, 2022	As at 31st March, 2021
2.08 Other Balances with Bank		
Balances with Bank		
(i) In Fixed Deposit Account (with maturity between 3 - 12 months)	298.29	442.11
(ii) In Earmarked Unpaid Dividend A/c	1.58	1.32
	<u>299.88</u>	<u>443.43</u>
2.09 Other Current Financial Assets		
Interest receivable	0.47	0.63
Rent receivable	0.12	0.11
	<u>0.60</u>	<u>0.74</u>
2.10 Current Tax Assets		
Income tax refund receivable	11.17	1.26
Income tax paid under appeal	1.01	1.01
	<u>12.19</u>	<u>2.27</u>
2.11 Other Current Assets		
Advances recoverable in cash or in kind or for value to be received	34.43	4.46
Prepaid Expenses	9.56	8.34
	<u>43.99</u>	<u>12.80</u>

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## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

(Rupees in Lacs)

## 2.12 Share Capital

Particulars	As at 31st March, 2022	As at 31st March, 2021
Authorised Capital:		
30,000 (PY: 30,000) Equity shares of Rs.100/- each	30.00	30.00
20,000 (PY: 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, 2022		As at 31st March, 2021	
	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, 2022		As at 31st March, 2021	
		%	No. of shares	%	No. of shares
1	Smt.Yogita Gautam Pai Kakode	25.14%	5,656	24.69%	5,556
2	Shri Gautam Pai Kakode	25.18%	5,665	24.69%	5,555
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.



## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

(Rupees in Lacs)

## 2.12.4 Shares held by promoters at the end of the year

	No. of Shares as on March 31,2022	% of Total Shares on March 31, 2022	No. of Shares as on March 31,2021	% of Total Shares on March 31, 2021	% Change During the Year
Equity Shares					
Smt.Yogita Gautam Pai Kakode	5,656	25.14%	5,556	24.69%	0.44%
Shri Gautam Pai Kakode	5,665	25.18%	5,555	24.69%	0.49%
Foods And Beverages (India) Pvt Ltd	3,300	14.67%	3,300	14.67%	0.00%
Banglore 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 2022-

- 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.

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## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

		(Rupees in Lacs)	
		As at 31st March, 2022	As at 31st March, 2021
2.13	Other Equity		
	General Reserves		
	Balance at the beginning of the year	360.73	340.73
	Add :- Amount Transferred from Surplus	20.00	20.00
	Balance at the end of the year	380.73	360.73
	Retained Earnings		
	Balance at the beginning of the year	1,387.29	1,230.50
	Add:-Profit for the year	268.74	192.71
	Other Comprehensive Income/ (expense) arising from re-measurement of Defined Benefit Obligation	-	-
		3.34	(6.92)
	Amount available for appropriation	1,659.38	1,416.29
	Less:- Appropriation		
	-Dividend on Equity Shares	11.25	9.00
	-Transfer to General Reserve	20.00	20.00
	Balance at the end of the year	1,628.13	1,387.29
	Total Other Equity	2,008.86	1,748.02
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 31.03.2022 at their meeting held on 27th May 2022, which is subject to approval by the share holders 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 Lacs		
2.14	Financial Liabilities (Long-term borrowings)		
	Secured		
	Term Loans from Banks	41.24	-
		41.24	-

## 2.14.1 Terms and other Details pertaining to Long Term Borrowings

Int %	Other Terms	Maturity	As at 31st March, 2022	As at 31st March, 2021
8.00%	Against Hypothecation of Vehicle Financed ; Equated Monthly Instalment Rs. 1.09 Lacs	December, 2024	18.45	-
8.00%	Against Hypothecation of Vehicle Financed ; Equated Monthly Instalment Rs. 1.23 Lacs	November, 2024	22.79	-
9.00%	Against Hypothecation of Vehicle Financed ; Equated Monthly Instalment Rs. 0.66 Lacs	August, 2021	-	3.24
9.00%	Against Hypothecation of Vehicle Financed ; Equated Monthly Instalment Rs. 0.84 Lacs	October, 2021	-	5.73

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

(Rupees in Lacs)

	As at 31st March, 2022	As at 31st March, 2021
2.15 Long Term Provisions		
Provision for employee benefits [Refer Note 2.35]		
- Compensated Absences	25.96	26.06
- Gratuity	54.15	46.38
Total	80.12	72.44
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	68.91	56.47
	-	-
B. Deferred Tax Assets		
- On Provisions	(19.38)	(12.87)
- On other disallowances	(1.97)	(2.24)
Deferred Tax Liabilities (Net) (A-B)	47.55	41.36
2.16.1 Reconciliation of Deferred Tax Liabilities (Net)		
Opening Balance	41.36	85.94
Tax (income)/expense during the year recognised in profit or loss for current year	6.19	(44.58)
Closing Balance	47.55	41.36
The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off 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	26.36	8.97
	26.36	8.97
2.18 Financial Liabilities (Trade Payables)		
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	151.85	131.36
	151.85	131.36

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

	<i>(Rupees in Lacs)</i>	
	As at 31st March, 2022	As at 31st March, 2021
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).	-	-
(ii) Interest due on above.	-	-
Total of (i) & (ii)	-	-
(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	609.01	537.22
Unclaimed Dividend *	1.58	1.31
Deposits	0.77	0.77
	<u>611.36</u>	<u>539.30</u>
* No amount is due for payment to Investor Education and Protection Fund.		
2.20 Other Current Liabilities		
-Statutory Dues	22.37	17.23
-Payable to Employees (Bonus/ Ex-Gratia)	44.48	42.51
-Advance from Customers	9.92	5.08
-Interest accrued but not due on secured loans	0.24	-
-Others	3.75	2.73
	<u>80.77</u>	<u>67.55</u>
2.21 Short-term Provisions		
a) Provision for employee benefits [Refer Note 2.36]		
- Gratuity	-	-
- Compensated absences	5.19	5.04
b) Provision for Income Tax	-	24.00
	<u>5.19</u>	<u>29.04</u>



## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Profit and Loss Account for the year ended 31st March, 2022

(Rupees in Lacs)

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
<b>2.22 Revenue From Operations (Net of GST)</b>		
Sale of Products		
Gross Sales (Manufactured)	3,124.69	2,533.84
Gross Sales (Traded)	283.22	36.90
Other operating Revenue		
Cylinder handling and maintenance charges	577.24	253.20
Freight charges recovery	147.84	220.45
Penalty for delayed return of cylinders	30.95	50.80
<b>Total</b>	<b>4,163.94</b>	<b>3,095.19</b>
<b>2.22.1 Details of Sale of Products (Disaggregation of Revenue) (Net of GST)</b>		
Manufactured goods		
Oxygen	565.25	532.81
Dissolved Acetylene	149.29	94.26
Liquid Nitrogen	35.12	25.85
Nitrogen	125.34	110.08
Liquid Oxygen	304.47	266.01
Medical Oxygen	1,298.27	931.02
Compressed Air	1.52	2.41
Carbon Dioxide	43.64	35.70
Argon	142.45	109.44
Nitrous Oxide	397.81	380.54
Hydrogen	3.12	1.31
ACM	22.60	18.89
AHM	0.45	2.50
Helium	8.21	4.12
Lime Sludge	0.19	0.42
Other Items	26.98	18.46
	<b>3,124.69</b>	<b>2,533.84</b>
Traded Goods		
Calcium Carbide	283.22	36.90
<b>Total</b>	<b>3,407.91</b>	<b>2,570.74</b>
<b>2.23 Other Income</b>		
Interest	46.12	35.24
Gain on Foreign Exchange Fluctuation (net)	-	0.48
Profit/ (Loss) on sale of Property, Plant & Equipment (net)	7.33	(2.10)
Rental Income from Residential Flat	1.35	1.22
Credit Balances written back	0.61	-
Miscellaneous Income	1.29	1.50
<b>Total</b>	<b>56.70</b>	<b>36.35</b>
<b>2.24 Cost of Materials consumed</b>		
Opening Stock	22.30	38.41
Purchases	1,213.03	855.95
	<b>1,235.33</b>	<b>894.36</b>
Less: Closing Stock	53.39	22.30
<b>Cost of Materials consumed</b>	<b>1,181.93</b>	<b>872.06</b>
Imported Materials consumed included in the above figure	23.16	35.20

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Profit and Loss Account for the year ended 31st March, 2022

	<i>(Rupees in Lacs)</i>	
	For the year ended 31st March, 2022	For the year ended 31st March, 2021
2.24.1 Details of major raw material and components consumed		
Liquid Oxygen	756.25	546.87
Calcium Carbide	23.16	16.60
Ammonium Nitrate	328.51	256.69
Argon	72.52	49.58
Others	1.50	2.32
	<u>1,181.93</u>	<u>872.06</u>
2.25 Purchase of Traded goods		
Oxygen	3.49	2.94
Liquid oxygen	220.44	166.33
Dissolved Acetylene	105.75	53.40
Helium	6.37	2.71
Nitrogen & Dry Nitrogen	23.43	15.12
Liquid Nitrogen	0.37	0.85
Mixture Gas	0.91	-
Medical Oxygen	3.39	0.62
Argon	35.31	19.55
Carbon Di-Oxide	16.51	12.48
Hydrogen	2.27	0.76
ACM/AHM	3.85	3.17
Compressed Air/cylinder	0.03	2.74
Others	279.36	36.59
	<u>701.48</u>	<u>317.26</u>
2.26 (Increase)/Decrease in Inventories of finished goods, work in progress and stock in trade		
Opening Stock	20.95	20.47
Closing Stock of finished goods	30.42	20.95
(Increase)/Decrease	<u>(9.47)</u>	<u>(0.49)</u>
2.26.1 Detail of Opening Stock of finished goods		
Oxygen	3.96	4.25
Dissolved Acetylene	3.20	3.38
Nitrogen	1.64	1.77
Argon	1.82	1.67
Nitrous Oxide	7.02	6.39
Others	3.32	3.01
Total	<u>20.95</u>	<u>20.47</u>
2.26.2 Detail of Closing Stock of finished goods		
Oxygen	4.96	3.96
Dissolved Acetylene	5.99	3.20
Nitrogen	2.34	1.64
Argon	2.58	1.82
Nitrous Oxide	9.49	7.02
Others	5.06	3.32
Total	<u>30.42</u>	<u>20.95</u>

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Profit and Loss Account for the year ended 31st March, 2022

	<i>(Rupees in Lacs)</i>	
	For the year ended 31st March, 2022	For the year ended 31st March, 2021
2.27 Employee Benefits Expense		
Salaries & Wages	671.43	593.54
Contributions to Provident and other funds	44.39	42.10
Workmen and Staff Welfare Expenses	37.54	38.94
	<u>753.37</u>	<u>674.58</u>
2.28 Finance Cost		
Interest expense	1.18	2.01
	<u>1.18</u>	<u>2.01</u>
2.29 Other Expenses		
Power, Fuel & Water	437.83	401.74
Consumption of Stores, Spares & Consumables	41.12	33.57
Rent	34.35	33.34
Repairs and Maintenance	-	-
a) Buildings	3.36	9.99
b) Plant & Machinery	34.42	35.28
c) Vehicles (including vehicle running expenses)	242.99	165.55
d) Others	22.24	27.82
Insurance	7.77	6.57
Rates & Taxes	18.04	17.83
Traveling Expenses	13.14	9.95
Donations	4.61	1.04
Printing, Stationery, Postage & Telephone	17.31	16.39
Auditors Remuneration- (see note below)	4.72	4.72
Advertisement	10.99	9.80
Legal & Other Professional charges	24.63	20.34
Security Charges	35.35	34.98
Bank charges	2.29	0.84
Directors' sitting fees	0.75	0.54
Freight & Carriage (Net)	30.25	9.29
Bad debts written off	12.88	1.59
Provision for Doubtful Debts	25.89	24.03
Prior Period Expenses (Net)	0.29	-
Miscellaneous expenses	21.84	13.44
	<u>1,047.07</u>	<u>878.63</u>
Note 2.29.1		
Auditor's Remuneration:-		
a. Statutory Audit fees	3.84	3.84
b. Tax matters - (including tax audit)	0.89	0.89
	<u>4.72</u>	<u>4.72</u>

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of financial statements as at 31st March 2022

(Rupees in Lacs)

	For the year ended 31st March, 2022	For the year ended 31st March, 2021
2.30 Earnings per share		
Total Comprehensive Income for the period	272.09	185.79
Weighted average number of Equity shares of Rs.100 each	22,500	22,500
Earnings per Share (Basic & Diluted) (In Rupees)	1,209.28	825.73

## 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, 2022	For the year ended 31st March, 2021
(1) Claims against the Company not acknowledged as debts:		
a. Income Tax (See Note 2.32.2(i))	1.01	1.01
b. Goods and Service Tax (See Note 2.32.2.(ii))	10.10	10.10
(2) Guarantees issued by the bank on behalf of the Company	67.47	29.21

2.32.2(i) The Income Tax department has issued an order for the AY 2014-15 under section 143 (2) by disallowing additional depreciation claimed under sec 32(1)(ia) of the Income Tax Act, 1961. The company has filed an appeal before the Commissioner of Income Tax, Kochi. In the opinion of the management, no provision is considered necessary for the same at this stage. The amount has been adjusted by the Income Tax Department under Protest.

2.32.2(ii) The Assistant Commissioner, Central Tax - Aluva division has issued a show cause notice for non payment of interest as per 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 to get 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.

## 2.33 Estimated amount of contracts remaining to be executed on capital account- Rs. Nil (PY Rs. 1,00,00,000)

## 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



## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

(Rupees in Lacs)

## Note 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, 2022	As at 31st March, 2021
Employer's contribution to Provident Fund	27.87	26.98
Employer's contribution to Employee's State Insurance	4.50	4.67

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

i	Actuarial Assumptions	Gratuity		Compensated Absences	
		As at 31st March, 2022	As at 31st March, 2021	As at 31st March, 2022	As at 31st March, 2021
	Discount Rate (per annum)	7.20%	6.90%	7.10%	6.80%
	Salary escalation rate*	5.00%	5.00%	5.00%	5.00%
	Expected return on planned assets	6.70%	6.70%	-	-
	Mortality rate	Indian Assured Lives Mortality [2012-14] Ultimate		Indian Assured Lives Mortality [2012-14] Ultimate	
	Attrition rate	5.00%	5.00%	Modified q(x) values under above Mortality Table	

\* 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, 2022	As at 31st March, 2021	As at 31st March, 2022	As at 31st March, 2021
	-Present value of obligation at beginning of the year	126.69	115.72	31.10	28.45
	-Current Service Cost	8.72	7.73	13.95	12.74
	-Interest Cost	9.12	7.79	2.60	2.29
	-Actuarial (gain)/ loss	(3.94)	6.92	(2.95)	1.08
	-Benefits Paid	(11.75)	(11.48)	(13.54)	(13.45)
	Present value of obligation at the end of the year	128.84	126.69	31.16	31.10
iii	Reconciliation of fair value of plan assets- Gratuity			As at 31st March, 2022	As at 31st March, 2021
	Fair value of plan assets at the beginning of the year			80.31	75.58
	-Expected return on plan assets			5.92	5.63
	-Administration Expenses			-	(0.35)
	-Actual Return on Plan Assets over expected Interest			(0.59)	(2.13)
	-Contributions to the fund			0.80	10.00
	Benefits paid from the fund			(11.75)	(8.42)
	Fair value of plan assets at the end of the year			74.69	80.31

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

(Rupees in Lacs)

iv	Description of Plan Assets	As at 31st March, 2022	As at 31st March, 2021
	Insurer managed funds	74.69	80.31

v	Net (Asset)/ Liability recognized in the Balance Sheet as at year end	As at 31st March, 2022	As at 31st March, 2021
	Present value of obligations at the end of the year	128.84	126.69
	Fair value of plan assets at end of the year	74.69	80.31
	Funded Status	(54.15)	(46.38)
	Net present value of funded obligation recognized as (asset)/ liability in the Balance Sheet	54.15	46.38

vi	Expenses recognised in the Statement of Profit & Loss (including OCI)	Gratuity		Compensated Absences	
		As at 31st March, 2022	As at 31st March, 2021	As at 31st March, 2022	As at 31st March, 2021
	Current Service Cost	8.72	7.73	13.95	12.74
	Administration Expenses	-	0.65	-	-
	Net Interest Cost	3.19	2.16	2.60	2.29
	Actuarial (gain) / loss recognised in the period	(3.94)	6.92	(2.95)	(1.08)
	Expenses recognised in the Statement of Profit & Loss (including OCI)	7.97	17.46	13.60	13.94

## 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 counterparty 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.

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

(Rupees in Lacs)

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 higher benefits, increasing the cost as well as the present value of obligation.

## viii Sensitivity Analysis

Impact of:	Gratuity		Compensated Absences	
	As at 31st March, 2022	As at 31st March, 2021	As at 31st March, 2022	As at 31st March, 2021
Discount rate up 1.0% absolute	(6.70)	(6.75)	(1.74)	(1.84)
Discount rate down -1.0% absolute	7.49	7.57	1.96	2.09
Salary escalation up 1.0% absolute	7.46	7.44	2.16	2.28
Salary escalation down -1.0% absolute	(6.75)	(6.72)	(1.95)	(2.04)
Attrition rates up 10.0% absolute	0.47	0.42	0.13	0.12
Attrition rates down -10.0% absolute	(0.50)	(0.44)	(0.14)	(0.12)

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, 2022	As at 31st March, 2022
Year 1	15.98	5.19
Year 2	21.64	3.78
Year 3	13.15	1.92
Year 4	14.69	2.62
Year 5	13.20	2.28
Years 6 - 10	68.29	18.85
Years 11 - 15	19.54	5.29
Year 15 +	46.18	13.64

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

## THE SOUTHERN GAS LIMITED

2 Notes forming part of financial statements as at 31st March

(Rupees in Lacs)

## 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. Anbunathan Murugain	-Additional Director (Independent)
6. Purushottam Mantri	-Independent Director
7. Purushottam Mantri	-Chief Financial Officer (upto 31.03.2021)
8. Srinivasan Sugavanam	-Chief Financial Officer (from 11.06.2021)
9. Hasmukh Prajapati	-Whole time Company Secretary ( upto 30.11.2021)
10. Nirzara Kesarwani	-Whole time Company Secretary (w.e.f. 03.12.2021)

## 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	

## 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 2022	For the year ended 31st March 2021	For the year ended 31st March 2022	For the year ended 31st March 2021	For the year ended 31st March 2022	For the year ended 31st March 2021
Purchase of goods						
Malabar Oxygen Company(P) Ltd	-	-	-	-	1.30	3.81
Bangalore Oxygen Company(P) Ltd	-	-	-	-	112.74	43.79
	-	-	-	-	-	-
Sale of goods	-	-	-	-	-	-
Malabar Oxygen Company(P) Ltd	-	-	-	-	50.79	34.53
Bangalore Oxygen Company(P) Ltd	-	-	-	-	284.00	36.90
	-	-	-	-	-	-
Payment of Freight/other expenses	-	-	-	-	-	-
Malabar Oxygen Company(P) Ltd	-	-	-	-	4.45	3.29
Bangalore Oxygen Company(P) Ltd	-	-	-	-	0.20	0.68
	-	-	-	-	-	-
Purchase of Fixed Assets	-	-	-	-	-	-
Malabar Oxygen Company(P) Ltd	-	-	-	-	11.35	6.60
Bangalore Oxygen Company(P) Ltd	-	-	-	-	0.08	-
	-	-	-	-	-	-
Penalty Charges for delayed return of Cylinders	-	-	-	-	-	-
Malabar Oxygen Company(P) Ltd	-	-	-	-	-	-
Bangalore Oxygen Company(P) Ltd	-	-	-	-	1.99	2.88
	-	-	-	-	-	-
Receipt of Freight/other receipts	-	-	-	-	-	-
Malabar Oxygen Company(P) Ltd	-	-	-	-	13.11	3.69
Bangalore Oxygen Company(P) Ltd	-	-	-	-	0.53	0.63
	-	-	-	-	-	-
Remuneration/ Sitting Fees	-	-	-	-	-	-
Gautam V. Pai Kakode	60.22	60.22	-	-	-	-



## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of financial statements as at 31st March

(Rupees in Lacs)

Yogita G Pai Kakode	0.15	0.12	-	-	-	-
Sripad P. Patnekar	0.15	0.12	-	-	-	-
Motilal S Keny	0.15	0.12	-	-	-	-
Anbunathan Murugain	0.15	0.06	-	-	-	-
Purushottam Mantri	0.15	0.12	-	-	-	-
Hasmukh Prajapati	3.51	2.89	-	-	-	-
Srinivasan Sugavanam	14.00	-	-	-	-	-
Shashidhar Haridas	-	7.22	-	-	-	-
Nirzara Kesarwani(Joined from Nov. 2021)	1.65	-	-	-	-	-
	-	-	-	-	-	-
Payment of rent	-	-	-	-	-	-
Gautam V. Pai Kakode	9.72	9.16	-	-	-	-
Yogita G Pai Kakode	10.37	11.44	-	-	-	-
	-	-	-	-	-	-
Donation (Madhav Gopal Poy Foundation Trust)	3.50	-	-	-	-	-

## C. Outstanding balance as on 31.3.2022

	Key Management Personnel		Relatives of Key Management Personnel		Enterprises where significant influence exists	
	For the year ended 31st March 2022	For the year ended 31st March 2021	For the year ended 31st March 2022	For the year ended 31st March 2021	For the year ended 31st March 2022	For the year ended 31st March 2021
Receivables	Nil	Nil	Nil	Nil	Nil	Nil
Payables	Nil	Nil	Nil	Nil	Nil	Nil
Security Deposits	20.00	20.00	Nil	Nil	16.12	19.47

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## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

(Rupees in Lacs)

## 2.37 Capital Management

The Company manages its 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.

	As at 31st March, 2022	As at 31st March, 2021
(i) Less than 1 year		
Short Term Borrowings	26.36	8.97
Trade Payables	151.85	131.36
Other Financial Liabilities	611.36	539.30
	<u>789.56</u>	<u>679.64</u>
(ii) 1 to 5 years		
Long Term Borrowings	41.24	-
	<u>41.24</u>	<u>-</u>
(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 atleast 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

	<i>(Rupees in Lacs)</i>	
	As at 31st March, 2022	As at 31st March, 2021
<b>2.38.4 Financing Facilities</b>		
Credit Facility secured against Deposits, Payable on demand		
Amount Used	-	-
Amount unused	-	100.00
	-	100.00
<b>2.39 Categories of financial instruments</b>		
Financial Assets		
Measured at Amortised Cost		
a) Cash & Cash Equivalents	232.74	331.41
b) Bank Balances other than (a) above	299.88	443.43
c) Trade Receivables	464.00	467.83
d) Other Financial Assets at amortised cost	0.80	0.94
	997.41	1,243.61
Financial Liabilities		
a) Borrowings	67.60	8.97
b) Trade Payables	151.85	131.36
c) Other Financial Liabilities at amortised cost	611.36	539.30
	830.80	679.64
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.		
<b>2.40 Reconciliation of Income Tax Expense</b>		
Particulars		
Accounting Profit / (Loss) before Tax	392.45	238.61
Other Comprehensive Income/ (Loss)	3.34	(6.92)
Total Comprehensive Income	395.79	231.69
Tax Rate	25.168%	25.168%
Tax as per Accounting Profit	99.61	58.31
<u>Tax Effect on :</u>	-	-
(i) Disallowed Expenditure	7.70	6.96
(ii) Expenditure allowed on payment basis	1.97	2.24
(iii) Depreciation allowable as per Income Tax Act, 1961 (net)	9.20	12.40
(iv) Accounting Profits/ Losses not liable to Tax	(1.84)	0.53
(v) Others	(0.61)	1.73
Financial Cost on delayed payments	0.24	3.13
Current Tax	116.27	85.30
Earlier years	1.24	5.17
	117.51	90.47

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

(Rupees in Lacs)

## 2.41 CWIP Ageing Schedule

March 31, 2022

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

March 31, 2021

Capital Work-in-Progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	89.17	7.98	-	97.16
Projects temporarily suspended	-	-	-	-	-

## 2.42 Aging analysis of Trade Receivables

March 31, 2022

	Outstanding for the following periods from due date of payment						Total
	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	462.17	0.31	-	-	-	462.48
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	34.14	21.88	3.50	17.50	77.01
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	1.52	-	1.52
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Gross Trade Receivables	-	462.17	34.44	21.88	5.02	17.50	541.01
Less: Allowance for credit impairment							(77.01)
Total							464.00



## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

(Rupees in Lacs)

## 2.42 Aging analysis of Trade Receivables

March 31, 2021

	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	-	449.74	16.58	-	-	-	466.32
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	2.82	8.62	13.61	26.08	51.12
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	1.50	0.02	-	1.52
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Gross Trade Receivables	-	449.74	19.40	10.12	13.62	26.08	518.95
Less: Allowance for credit impairment							(51.12)
Total							467.83

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

(Rupees in Lacs)

## 2.43 Ageing analysis of Trade Payables

## Trade Payables due for payment

March 31, 2022	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	Total
(i) MSME Vendors	-	-	-	-	-	-	-
(ii) Other Vendors	-	-	145.79	2.43	2.72	0.90	151.85
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	-	-	145.79	2.43	2.72	0.90	151.85

March 31, 2021	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	Total
(i) MSME Vendors	-	-	-	-	-	-	-
(ii) Other Vendors	-	-	125.10	3.13	0.90	2.23	131.36
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	-	-	125.10	3.13	0.90	2.23	131.36

## 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) Wilful defaulter

The Company has not been declared wilful 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.

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

*(Rupees in Lacs)*

## 2.44 Additional Regulatory information required by schedule III

(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.

## (xii) Quarterly statement disclosure

The Company has not availed loans from Banks on the basis of Securities such as payables / Inventory, etc

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

(Rupees in Lacs)

## 2.44 Additional Regulatory information required by schedule III

## (xiii) Financial Ratios

	Ratio	Numerator	Denominator	31st March 2022	31st March 2021	
a	Current Ratio (in times)	Current Assets	Current Liabilities	1.37	1.74	
b	Debt Equity Ratio (in times)	Total Debt	Total Equity	0.03	0.01	*
c	Debt Service Coverage Ratio (in times)	Profit for the year + Non Cash Expenditure + Finance Cost	Finance Cost	359.76	167.23	**
d	Return on Equity Ratio (in %)	Profit for the year	Average Shareholder's Equity	14.48	11.19	***
e	Inventory turnover Ratio (in times)	Gross Revenue from sale of products and services	Average inventories	35.19	31.16	
f	Trade Receivables turnover Ratio (in times)	Gross Revenue from sale of products and services	Average Trade Receivables	8.94	6.39	****
g	Trade Payables turnover ratio (in times)	Total Expenses - Non Cash Expenses	Average Trade Payables	25.96	20.82	
h	Net Capital turnover ratio (in times)	Gross Revenue from sale of products and services	Working Capital (Current Assets - Current Liabilities)	12.87	5.40	*****
i	Net Profit ratio (in %)	Profit for the year	Gross Revenue from sale of products and services	6.45	6.23	
j	Return on Capital employed (in %)	Profit before interest and taxes	Average Capital employed	20.71	14.30	*****
k	Return on investment (in %)	Income from investments	Time weighted average investments	5.76	6.80	

\* Increase in Long term borrowings as at 31st March, 2022

\*\* Substantial increase in profit as at 31st March, 2022 with reduction in Finance Cost

\*\*\* Substantial Increase in profit for year ended 31st March, 2022

\*\*\*\* Substantial Increase in profit for year ended 31st March, 2022

\*\*\*\*\* Substantial Increase in profit for year ended 31st March, 2022 while Working Capital has reduced

\*\*\*\*\* Substantial Increase in profit for year ended 31st March, 2022

## THE SOUTHERN GAS LIMITED

## 2 Notes forming part of Financials

## 2.45 Impact of Covid-19

The Company has made detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its assets comprising property, plant and equipment, trade receivables and other Advances recoverable in Cash or kind. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. Hence, the management believes that there is no significant impact of COVID -19 on the financial statements of the Company for the year ended March 31, 2022. The impact of the COVID-19 pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

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For and on behalf of the Board of Directors

For M/s Lorence & Shankar  
Chartered Accountants  
FRN No. 112761W

CA. Lorence J. Malekar  
Partner  
M. No. 024751

Place: Margao, Goa  
Date: 27/05/2022

Gautam V. Pai Kakode  
Managing Director  
DIN :02395512

Srinivasan Sugavanam  
Chief Financial Officer

M.S. Keny  
Director  
DIN :06813111

Nirzara Kesarwani  
Company Secretary  
M. No. A61661

Place: Margao, Goa  
Date: 27/05/2022



# You Name it And We Have it

1.



**OXYGEN I.P.**  
**NITROGEN**  
**ARGON**  
**HELIUM**  
**HYDROGEN**  
**CARBON DIOXIDE**  
**NITROUS OXIDE**  
**GAS MIXTURES**  
**INDUSTRIAL OXYGEN**  
**LIQUID OXYGEN**  
**RARE GASES**  
**DISSOLVED ACETYLENE**

## The Southern Gas Ltd. Branches

### **BANGALORE**

10-F, Peenya Indl. Area, II Phase, Peenya  
Bangalore-560 058. Tel No. 080-28395867/  
28392325 Fax No. 080-23721456  
E-mail : sglbng@southerngasindia.com

### **BHADRAVATI**

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

### **CALICUT**

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

### **COCHIN**

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

### **HUBLI**

Plot No. 274/1, Ne xt to Dur gadevi Temple  
Tarihal Road, Post Gokul B.O. HUBLI - 580 030  
Tel No. 0836-2310554 Fax No. 0836-2310554  
E-mail : sglhbl@southerngasindia.com

### **HARIHAR**

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

### **MYSORE**

Plot No. 293, Sy. No. 369, Hebbal Indl. Area  
Village Hebbai Hobli, Kasaba Taluk  
Mysore - 570 016.  
Tel No. 0832-2403680, 2402164, 2403681  
E-mail : sglmysore@southerngasindia.com  
Fax No. 0821 - 2403680

### **TRIVANDRUM**

Plot No. 42, Kinfra Small Industries P ark  
St. Xavier's College, Thumba  
Trivandrum - 695 586  
Tel No. 0471-2705511 Fax No. 0471 - 2705738  
E-mail : sgltnm@southerngasindia.com



## THE SOUTHERN GAS LIMITED.

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