



INDRAPRASTHA GAS LIMITED

(A Joint Venture of GAIL (India) Ltd., BPCL & Govt. of NCT of Delhi)

Ref. No.: IGL/CS/2023

May 26, 2023

Dept. of Corporate Services
Bombay Stock Exchange Ltd.
Rotunda Building, 1st Floor
Dalal Street
Mumbai – 400 001

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (E)
Mumbai – 400 051

Security Code : 532514

Trading Symbol : IGL

Sub: Annual Secretarial Compliance report

Dear Sir / Madam,

Please find enclosed an Annual Secretarial Compliance Report issued by a Practicing Company Secretary for the Financial Year ended March 31, 2023.

This is for your information and records.

Yours sincerely,
for **Indraprastha Gas Limited**,


(S. K. Jain)
Company Secretary



SECRETARIAL COMPLIANCE REPORT
OF
INDRAPRASTHA GAS LIMITED
For the year ended 31.03.2023

To
The Members of
Indraprastha Gas Limited

We, M/s. P.P. Agarwal & Co. have examined:

- I. All the documents and records made available to us and explanation provided by Indraprastha Gas Limited ("the listed entity"),
- II. The filings/submissions made by the listed entity to the stock exchanges,
- III. Website of the listed entity, and
- IV. any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2023 ("Review Period") in respect of compliance with the provisions of:

- i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued under them; and
- ii) the Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("the SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable to the Company during the Audit Period.



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **Not Applicable to the Company during the Audit Period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable to the Company during the Audit Period.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable to the Company during the Audit Period.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Securities) Regulations, 2013; **Not Applicable to the Company during the Audit Period.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/ guidelines issued thereunder;

and based on the above examinations, we hereby report that, during the Review Period

- a. The compliance status of the listed entity is appended below: **As per annexure A.**
- b. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: **As per Annexure-B.**
- c. The listed entity has taken the following actions to comply with the observations made in previous reports: **As per Annexure-C.**
- d. With regard to para 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated 18.10.2019, it is certified that there is no change in the Statutory Auditors of the Company during the year under reference.



For P. P. Agarwal & Co.
Company Secretaries
U. C. No. 82012DE174200


Pramod Prasad Agarwal
Proprietor
M. No. F4955, C.P. No. 10566
P. R. C. No. 1241/2021

Place: New Delhi

Date: 25.05.2023

UDIN: F004955E000376546

Annexure -A

S. No.	Particulars	Compliance Status (Yes /No /NA)	Observations/ Remarks
1.	<p>Secretarial Standards:</p> <p>The compliances of listed entities are in accordance with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ sections of the website 	Yes Yes Yes	
4.	<p>Disqualification of Directors:</p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	



5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	N.A. N.A.	The Company does not have any subsidiary.
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/verified/rejected by the Audit committee</p>	Yes N.A.	Prior Approval of Audit Committee is taken.
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	



	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
10.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder		
11.	Additional Non-compliance, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Mentioned in Annexure B	



Annexure-B

Sl. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of violation	Details of violation	Fine amount	Observation / Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Regulation 17, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 17	Regulation 17 provides that at least half of the board of directors of the listed entity shall consist of independent directors. This provision could not be complied with for some period.	NA	NA	Board composition not as per Regulation 17. One Independent Director was less in the Board of the Company from July 1, 2022 to December 5, 2022.	NA	There was delay in appointing One Independent director of about two months. Director within the prescribed time of three months from date of vacancy.	Due to practical difficulties there was some delay in appointment of one Independent Director within the prescribed time of three months from date of vacancy.	
2.	Regulation 42, Securities and Exchange Board of India (Listing Obligations and	SEBI Circular No. SEBI/HO/CF/3/DCMD/CE/ P/2020/12	For the purpose of Regulation 42 of Regulation 42 of Regulation 42 (3), the Company considered March 30, 2023	The Company has received email and letter as, NSE/SLIST-	NA	For the purpose of Regulation 42 (3), five working days gap is required	Rs. 10,000/- (The Company has submitted its reply and also	As per stock Exchange list of Holidays, there is shortage of one working day.	Approval of waiver letter is awaited from NSE.	



<p>Disclosure Requirements, 2015</p>	<p>dated January 27, 2020</p>	<p>since it was not a holiday as per Government of India office memorandum dated June 16, 2022</p>	<p>SCIPYCOM/BBO 418 dated April 17, 2023, regarding compliance with Regulation 42 of Listing Regulations, 2015</p>	<p>before the record date, 2nd interim Dividend was declared by the Board of ICI on March 23, 2023 and record date was fixed as March 31, 2023. The Company considered March 30, 2023 as working day which was a holiday as per NSE list of holidays. Accordingly, there was shortfall of one working day from date of declaration of interim dividend and record date.</p>	<p>has made waiver application with prescribed fees to NSE.)</p>		
---	-------------------------------	--	--	--	--	--	--



Annexure-C

Sl. No.	Compliance (Regulations/ Guidelines including specific clause)	Requirement (Regulations/ Circulars/ Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observation / Remarks of the Practising Company Secretary	Management Response	Remarks

Not Applicable

