



30th May, 2024

BSE Limited

P J Towers,
Dalal Street,
Mumbai – 400001
Scrip Code: 542066

National Stock Exchange of India Limited

Exchange plaza,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051
Scrip Code: ATGL

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March, 2024.

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended 31st March, 2024 issued by CS Ashwin Shah, Practicing Company Secretary.

You are requested to take the same on your record.

Thanking you.

Yours faithfully,
For **Adani Total Gas Limited**

Parag Parikh
Chief Financial Officer

Encl.: a/a

Adani Total Gas Limited
(Formerly known as Adani Gas Ltd)
Heritage Building, 8th floor,
Ashram Road, Usmanpura,
Ahmedabad-380014, Gujarat, India
CIN: L40100GJ2005PLC046553

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info@adani.com
www.adanigas.com

ASHWIN SHAH

FCS

COMPANY SECRETARY

21, DOLLY COMPLEX,

STADIUM CIRCLE, NAVRANGPURA

AHMEDABAD – 380009

TELEFAX: 079 26467747

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Annual Secretarial Compliance Report

Secretarial compliance report of Adani Total Gas Limited for the year ended 31st March 2024

I have examined:

- a) all the documents and records made available to us and explanation provided by Adani Total Gas Limited (formerly known as Adani Gas Limited) ("the listed entity"),
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2024 ("Review Period") in respect of compliance with the provisions of:

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

The specific Regulations whose provisions and the circulars guidelines issued there under 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 Review Period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Review Period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable to the Company during the Review Period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Review Period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the Company during the Review Period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018

And circulars/guidelines issued there under;

I further report that during the period under review appointment / resignation of statutory auditor of the Company was in compliance with Para 6(A) and 6(B) of SEBI circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019.

I further report that the Company has made various submissions to regulatory authorities including show cause notice during the audit period. The Company is taking steps to conclude the regulatory and adjudication proceedings.

Based on my examination and verification of the documents and records produced to me and according to the information and explanations given to me by the Company, I report that:

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS*
1	<p>Secretarial Standards</p> <p>The compliances of the Company are in accordance with the with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries 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 Company • 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	--
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Company 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)/ section of the website 	Yes	--

4	<p>Disqualification of Director:</p> <ul style="list-style-type: none"> • None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 	Yes	--
5	<p>Examined the details related to Subsidiaries of the Company :</p> <ul style="list-style-type: none"> • Identification of material subsidiary companies • Requirements with respect to disclosure of material as well as other subsidiaries 	Yes	--
6	<p>Preservation of Documents:</p> <p>The Company 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>Performance Evaluation :</p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees as prescribed in SEBI Regulations</p>	Yes	--
8	<p>Related Party Transactions:</p> <ul style="list-style-type: none"> • The Company has obtained prior approval of Audit Committee for all Related party transactions • In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions 	Yes	--

	were subsequently/approved /ratified /rejected by the Audit committee		
9	<p>Disclosure of events or information:</p> <p>The Company has provided all the required disclosure(s) under Regulation 30 along-with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	--
10	<p>Prohibition of Insider Trading :</p> <p>The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	--
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <ul style="list-style-type: none"> • No Actions taken against 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 • Action taken against the Company by Stock Exchange under SEBI Regulations and circulars/ guidelines issued thereunder 	<p>Yes</p> <p>Yes</p>	<p>--</p> <p>Please refer point (a) on page 6</p>
12	Additional Non-compliances, if any :		

	Any additional non-compliance observed for all SEBI regulation / circular / guidance note etc	No	During the year under report, the erstwhile Company Secretary resigned and the process of appointment of new Company Secretary is underway.
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Based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response
1	Regulation 17(1) of SEBI (LODR) Regulations, 2015	Non-compliance with the requirements pertaining to the composition of the Board	BSE / NSE	Fine	Composition of Board	355000 / 355000	During the period under review intermittently composition was not in compliance with Regulation	Selection and finalization of a suitable person who can add value to the business and provide valuable guidance to the management , as an independent director, is an intense process, hence delay caused for appointment
2	Regulation 29(2)/29(3)	Delay in furnishing prior	BSE / NSE	Fine	Delay in furnishing	20000/ 20000	Delay in submission of	The Company

ASHWIN SHAH

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COMPANY SECRETARY

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	of SEBI (LODR) Regulations, 2015	intimation about the meeting of the board of directors and dividend			prior intimation		the notice of board meeting and declaration of dividend was due to technical reasons	submitted the intimation on 26th April 2023 midnight, however, due to some technical issue, the same was uploaded on website at 27-Apr-2023 00:01:03
3	Regulation 42(2)/42(3)/42(4)/42(5) of SEBI (LODR) Regulations, 2015	Delay in/ nondisclosure of record date/ dividend declaration	BSE / NSE	Fine	Delay in disclosure of record date for dividend	10000 / 10000	Inadvertently the delay in submission of the notice of Record date	Inadvertently delay caused
4	Regulation 19(1)/ 19(2) of SEBI (LODR) Regulations, 2015	Non-compliance with the constitution of nomination and remuneration committee	BSE / NSE	Fine	Constitution of nomination and remuneration committee	12000 / 12000	During the period under review intermittently composition was not in compliance with Regulation	Selection and finalization of a suitable person who can add value to the business and provide valuable guidance to the management ,as an independent director, is an intense process, hence delay caused

5	Regulation 6 (1) of SEBI (LODR) Regulations, 2015	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer.	BSE / NSE	Fine	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer	2000 / 2000	During the year under report, the erstwhile Company Secretary resigned and the process of appointment of new Company Secretary is underway.	Company is making diligent efforts to fill the said vacancy. Considering the level of competency, skills, experience and seniority required for the said post, the selection process is taking considerable time.
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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under in so far as it appears from my examination of those records.
- c) There is no action taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under.

Place: Ahmedabad
Date: May 29, 2024
UDIN:F001640F000481075



CS Ashwin Shah
Company Secretary
C. P. No. 1640
Quality Reviewed 2021
PRC:1930/2022