



INDRAPRASTHA GAS LIMITED

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

IGL/CS/2019

May 28, 2019

The Manager
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 Practising Company Secretary for the Financial Year ended March 31, 2019.

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
31st March 2019

We, **V. K. Sharma & Co., Company Secretaries** have examined:

- (a) all the documents and records made available to us and explanation provided by **Indraprastha 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 2019 (“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 there under 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;
- (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and circulars/ guidelines issued there under;

and based on the above examination, We hereby report that, during the Review Period:

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

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 17(1) of SEBI(LODR)2015	Composition of Board vis-à-vis Independent Directors	The Company had less than 50% Independent Directors on its Board during the period 16.10.2018 to 10.02.2019 due to completion of tenure of 3 Directors. A maximum of 3 months time is allowed to fill the vacancies of Independent Director.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries 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:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	National Stock Exchange of India Ltd.	Less than 50% Independent Directors on Board for 26 days	A fine of Rs. 1,30,000/- plus GST levied as per SOP	The Company has paid the fine for the delay of 26 days in appointment of Independent Directors
2	BSE Ltd	Less than 50% Independent Directors on Board for 26 days	A fine of Rs. 1,30,000/- plus GST levied as per SOP	The Company has paid the fine for the delay of 26 days in appointment of Independent Directors

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable being the first year of reporting				

Place: Noida
Date: 27th May, 2019

For V. K. Sharma & Co.
Company Secretaries

Digitally signed by
VIJAY KUMAR SHARMA
Date: 2019.05.27
12:40:47 +05'30'

(V. K. Sharma)
FCSNo.: 3440
C P No.: 2019