



GUJARAT GAS

GGL/SEC/689/2019

13th May, 2019

To,

BSE Limited,
Phiroze Jijibhoy Tower,
Dalal Street, Mumbai

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

Company Code: BSE-GUJGAS

Company Code: NSE-GUJGASLTD

Sub: Submission of Secretarial Compliance Report.

Dear Sir/ Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Secretarial Compliance Report for the year ended on 31st March, 2019.

This is for your information and record.

Thanking you,

For, Gujarat Gas Limited

Rajeshwari Sharma

**Rajeshwari Sharma
Company Secretary**

Rajeshwari Sharma

Enclosure as above

Secretarial Compliance Report of GUJARAT GAS LIMITED (Formerly known as GSPC Distribution Networks Limited) for the year ended 31st March, 2019

We MANOJ HURKAT & ASSOCIATES, Practicing Company Secretaries have examined:

- all the documents and records made available to us and explanation provided by **GUJARAT GAS LIMITED** (“the listed entity”),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- 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 :

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

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

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; as applicable and circulars/ guidelines issued thereunder;

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

- 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	Observations/ Remarks of the Practicing Company Secretary
NOT APPLICABLE			



- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from 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 thereunder:

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	BSE Letter dated 31/10/2018 informing about non-compliance with Regulation 18(1) of SEBI (LODR) Regulations, 2015 and levying a fine of Rs. 2,17,120 /- for said non-compliance and reminder letter issued on 29/11/2018	<ul style="list-style-type: none"> ➤ Non-Submission of Corporate Governance Report as per Regulation 27(2) of SEBI (LODR) Regulations, 2015 for quarter ended on September, 2018 ➤ Non-Compliance with the provisions of Regulation 17(1), 18(1), 19(1), 19(2), 20(2) & 21(2) of SEBI (LODR) Regulations, 2015 	<ul style="list-style-type: none"> ➤ Company replied vide its letter dated 15/11/2018 to BSE to waive the penalty levied by its letter dated 31/10/2018 ➤ Representation letter of Company against the BSE letter dated 31/10/2018 ➤ In view of representation made by Companies BSE vide its letter date 20/02/2019 has withdraw its letter dated 31/10/2018 & 29/11/2018 	<p>BSE Limited has withdrawn its letter dated 31/10/2018 & 29/11/2018.</p> <p>The Company was otherwise in compliance with Regulation 18(1) of the SEBI (LODR) during the review period</p>



2	NSE Letter dated 05/11/2018 informing about non-compliance with Regulation 18(1) of SEBI (LODR) Regulations, 2015 and levying a fine of Rs. 1,84,000 /- for said non-compliance	<ul style="list-style-type: none"> ➤ Non-Submission of Corporate Governance Report as per Regulation 27(2) of SEBI (LODR) Regulations, 2015 for quarter ended on September, 2018 ➤ Non-Compliance with the provisions of Regulation 17(1), 18(1), 19(1), 19(2), 20(2), 21(2) & 27(2) of SEBI (LODR) Regulations, 2015 	<ul style="list-style-type: none"> ➤ Company replied vide its letter dated 20/11/2018 to BSE to waive the penalty levied by its letter dated 05/11/2018 ➤ Representation letter of Company against the NSE letter dated 05/11/2018 ➤ In view of representation made by Companies NSE vide its letter date 11/02/2019 has withdraw its letter dated 05/11/2018 	NSE Limited has withdrawn its letter dated 05/11/2018. The Company was otherwise in compliance with Regulation 18(1) of the SEBI (LODR) during the review period
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(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				

Place: Ahmedabad
Date: 11th May, 2019



For,
MANOJ HURKAT & ASSOCIATES
Practicing Company Secretaries

MANOJ R HURKAT
FCS No.4287
C P No.: 2574