GUJARAT GAS

GGL/SEC/906/2021 **16th June, 2021**

To,

BSE Limited, Phiroze Jijibhoy Tower, Dalal Street, Mumbai Company Code: BSE-GUJGAS	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: 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, 2021.

This is for your information and record.

Thanking you,

For, Gujarat Gas Limited

16/6/21

Sandeep Dave
Company Secretary

Enclosure as above

GUJARAT GAS LIMITED (A GSPC Group Company – Government of Gujarat Undertaking) (Formerly known as GSPC Distribution Networks Limited)
Corporate Office : 2, Shanti Sadan Society, Near Parimal Garden, Ellisbridge, Ahmedabad - 380 006, Gujarat, India.
Tel.: +91-79-26462980, 26460095 **Fax :** +91-79-26466249
Registered Office : Block No. 15, 3rd Floor, Udyog Bhavan, Sector-11, Gandhinagar - 382 011, Gujarat, India.
Website : www.gujaratgas.com, www.gspcgroup.com **CIN :** L40200GJ2012SGC069118

CS MANOJ. R. HURKAT
B. Com., LL.B., FCS, ACIS (London)

MANOJ HURKAT & ASSOCIATES
PRACTISING COMPANY SECRETARIES

306, ARTH Complex, B/h. A. .K. Patel House, Nr. Mithakhali Six Roads, Navrangpura, Ahmedabad – 380 009 (Gujarat) India
Tel. No. : ~~079-2640 2110~~, 2640 2117 – Mobile: 98250 15582 - E-mail : manojhurkat@hotmail.com
079-2960 2110

Secretarial Compliance Report of GUJARAT GAS LIMITED (CIN: L40200GJ2012SGC069118) **(Formerly known as GSPC Distribution Networks Limited) for the year ended on 31st March, 2021**

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

(a) all the documents and records made available to us and explanation provided by **GUJARAT 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 on **31st March, 2021** ("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 thereunder; and
(b) 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:

(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; as applicable and circulars/ guidelines issued thereunder;

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 thereunder, <u>except</u> in respect of matters specified below:

MANOJ HURKAT & ASSOCIATES * COMPANY SECRETARIES * FCS 4287 CP 2574

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Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Proviso to Regulation 17(1)(a) of the SEBI (LODR) Regulations, 2015 for having Independent Woman Director.	The Company has appointed Smt. Manjula Subramaniam, IAS (Retd.) as Independent Woman Director w.e.f. 28th August, 2020 belatedly after obtaining requisite directions from the Government of Gujarat	We have been informed by the Company that due to COVID 19 situation and delay in obtaining approval of the Government of Gujarat (as required by any Gujarat Government Company) for appointment of another Independent Woman Director, the Company was entitled to the uniform carve out notified by the Stock Exchanges under the SEBI Standard Operating Procedure (SOP) circular dated 3rd May, 2018 for levy of penalties.

(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.	Letter dated 20th August, 2020 received from NSE for non-compliance of Regulation 17(1) of the SEBI (LODR) Regulations, 2015	Non-compliance of Regulation 17(1) of the SEBI (LODR) Regulations, 2015	At the request of the Company vide its Letter and E-mail dated 21st August, 2020 to NSE for availing carve out under SOP, NSE vide their letter dated 13th April, 2021 has waived the penalty levied on the Company.	The Company has been given waiver by the Stock Exchanges for the belated appointment of Independent Woman Director under Regulation 17(1) of the SEBI-LODR.

MANOJ HURKAT & ASSOCIATES FCS 4287 CP 2574 COMPANY SECRETARIES

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2.	E-mail dated 20th August, 2020 received from BSE for non-compliance of Regulation 17(1) of the SEBI (LODR) Regulations, 2015	Non-compliance of Regulation 17(1) of the SEBI (LODR) Regulations, 2015	At the request of the Company vide its Letter and E-mail dated 21st August, 2020 to BSE Limited for availing carve out under SOP, BSE vide their E-mail dated 19th April, 2021 has waived the penalty levied on the Company.	The Company has been given waiver by the Stock Exchanges for the belated appointment of Independent Woman Director under Regulation 17(1) of the SEBI-LODR.

(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 on 31st March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The Company is not having Independent Woman Director since 23rd November, 2019 upon resignation of Smt. Manjuladevi Shroff as an Independent Director.	We have been informed by the Company that due to COVID-19 situation and delay in obtaining approval of the Government of Gujarat (as required by Government Company) for appointment of another ID Woman Director. The Company is entitled to the uniform carve out notified by the Stock Exchanges under the SEBI Standard Operating Procedure (SOP) circular dated 3rd May, 2018 for levy of penalties.	The Company has appointed Smt. Manjula Subramaniam, IAS (Retd.) as Independent Woman Director w.e.f. 28th August, 2020 after obtaining requisite directions from the Government of Gujarat.	The Company is compliant of Regulation 17(1) of the SEBI (LODR) Regulations, 2015 w.e.f. 28th August, 2020 with respect to having an Independent Woman Director.

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(e) In terms of SEBI Circular No.: CIR/CFD/CMD1/114/2019 dated 18th October, 2019, the Company has suitably incorporated the terms of appointment of the Statutory Auditors as specified in Para 6(A) and Para 6 (B) of the said Circular.

For, MANOJ HURKAT & ASSOCIATES
Practicing Company Secretaries
FRN: P2011GJ025800

MANOJ HURKAT & ASSOCIATES
FCS 4287
CP 2574
COMPANY SECRETARIES

Place: Ahmedabad
Date: 1st June, 2021

MANOJ R HURKAT
Partner
FCS No.: 4287, C P No.: 2574
UDIN: F004287C000381103