



INDRAPRASTHA GAS LIMITED

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

Ref. No.: IGL/CS/2026

May 25, 2026

Listing Compliance
BSE Ltd.
1st Floor, P.J. Towers
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, 2026.

This is for your information and record.

Thanking you,

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

(Vivek Sahay)
Company Secretary & Compliance Officer



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
INDRAPRASTHA GAS LIMITED**

(for the year ended 31st March, 2026)

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Agarwal S. & Associates, Company Secretaries, have examined:

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

for the year ended 31st March, 2026 ("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 (Regulations) 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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during Audit Period)
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during Audit Period)
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during Audit Period)
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 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, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations /circulars/ guidelines Including Specific clause (i))	Regulation /Circular No. (ii)	Deviations (iii)	Action Taken by (iv)	Type of Action (Advisory/Clarification/ Fine/Show Cause Notice/ Warning , etc.) (v)	Details of Violation (vi)	Fine Amount (vii)	Observations/ Remarks of the Practicing Company Secretary (viii)	Management Response (ix)	Remarks (x)
NA										

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports (i)	Observations made in the secretarial compliance report for the year ended March 31, 2025 (ii)	Compliance Requirement (Regulations/circulars / guidelines including specific clause) (iii)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity (iv)	Remedial actions, if any, taken by the listed entity (v)	Comments of the PCS on the actions taken by the listed entity
1.	In pursuance to the provisions of Regulation 17(1)(a) of the SEBI LODR 2015 board of directors of top 1000 listed entities shall have at least one-woman independent director and pursuance to the provisions of Regulation 17(1)(b) of the SEBI LODR 2015, at least half of the board of directors of the company	Refer to column no. (I) of table (b)	Regulations 17(1)(a) & 17(1)(b) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.	NSE & BSE has levied monetary (s) fine for noncompliance with the requirements pertaining to composition of the Board as per Regulation 17 (1) of the SEBI (LODR) Regulations, 2015. Detail of Fine is as under: - 1. Quarter ended 30st June 2024 Fine of Rs. 3,71,700/- (inclusive of GST @18%) by	Due to practical difficulties there were some delays in appointment of requisite number of Directors. Accordingly, w.e.f. August 16, 2024, the Board Composition was in Compliance as per SEBI Listing Regulations.	Refer to column no. (v) of table (b)

<p>was required to be comprised of independent directors. However, two Independent women Directors namely, Prof. Rajni Abbi and Dr. Simrit Kaur were appointed on May 7, 2024 and May 15, 2024, respectively. With the appointment of these two Independent Women Directors, the Company's Board Composition was as per SEBI LODR 2015. However, two Independent Directors, namely, Shri R.N. Misra and Shri Deepak Mishra completed their tenure on June 10, 2024 and June 12, 2024, respectively. With the cessation of these two Directors, the number of Independent Directors reduced to three against the requirement of five Independent Directors. Shri Ashish Kundra, Nominee of Delhi Government, ceased to be a Director w.e.f. June 21, 2024. With this cessation, the requirement of 50% Independent Directors was reduced to 4 instead of 5. As on June 30, 2024, the Company was having three Independent Directors instead of four in order to constitute 50% of Independent Directors in the Composition of Board</p>			<p>NSE & BSE each. 2. Quarter ended September 2024 Fine of Rs. 2,71,400/- (inclusive of GST @18%) by NSE & BSE each.</p>		
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of Directors. Two Independent Directors namely, Smt. Namita Pradhan and Dr. Manish Sitaram Dabhade were appointed on August 16, 2024, on the Board of Company. With the appointment of these two Independent Directors, the Company's Board Composition from August 16, 2024, was as per SEBI Listing Regulations					
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(c) I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1	<p><u>Secretarial Standard:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	None
2	<p><u>Adoption and timely updation of the Policies:</u></p> <p>All applicable policies under SEBI Regulations are adopted with the approval of board of Directors of the listed entity.</p> <p>All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.</p>	<p>Yes</p> <p>No</p>	<p>The Company last updated its Related Party Transactions (RPT) Policy on 29.04.2022. However, it has not reviewed or updated the Policy at least once every three years, as mandated under Regulation 23(1) of the SEBI (LODR) Regulations, 2015. Further, as informed by the Company, the same is under process.</p>

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3	<u>Maintenance and disclosures on Website:</u> <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 re-directs to the relevant document(s)/section of the website. 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>None</p>
4	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013.	<p>Yes</p>	<p>None</p>
5	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries.	<p>Yes</p>	<p>The Company does not have any material subsidiary.</p>
6	<u>Preservation of Documents:</u> 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</p>	<p>None</p>
7	<u>Performance Evaluation:</u> 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</p>	<p>None</p>

<p>8. <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/ ratified/ rejected by the Audit committee.</p>	Yes	None
<p>9. <u>Disclosure of events or information:</u></p> <p>The listed entity 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	None
<p>10. <u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
<p>11. <u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>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 except those mentioned in the last column.</p>	NA	No action taken by SEBI or Stock Exchanges
<p>12. <u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	There was no case of resignation of Statutory Auditor(s) during the review period.

