

GGL/S&L/2023/1132

To,
The Head,
Corporation Finance Department (CFD),
The Securities and Exchange Board of India (SEBI),
Plot No. C-4A, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai, Maharashtra – 400051

Subject: Request for Informal Guidance by way of an Interpretative Letter under Securities and Exchange Board of India (Informal Guidance) Scheme, 2003 in connection to provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) 2015).

Respected Sir/Madam,

With reference to captioned subject, we hereby submit application for seeking Informal Guidance from SEBI in the form of an interpretative letter under the Informal Guidance Scheme, 2003, with respect to the provisions of Regulation 3 (2) of SEBI (LODR) 2015 - *Applicability of the Regulations.*

Background

Gujarat Gas Limited (GGL) is a Government Company promoted by Government of Gujarat which is listed on BSE Limited and National Stock Exchange of India Limited since 2015. The Company is engaged in business of City Gas Distribution operating in 44 districts in 6 states of Gujarat, Maharashtra, Rajasthan, Haryana, Punjab & Madhya Pradesh and 1 Union territory of Dadra & Nagar Haveli.

Legal Provisions

Quote:

Regulation 3 (2) of the SEBI (LODR) 2015-The provisions of these regulations which become applicable to listed entities on the basis of market capitalisation criteria shall continue to apply to such entities even if they fall below such thresholds.

Unquote:

The aforementioned Regulation 3 (2) of SEBI (LODR) 2015 had been inserted by the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 w.e.f. 05/05/2021.

Quote:

Regulation 44 (5) of the SEBI (LODR) 2015- The top 100 listed entities by market capitalization, determined as on March 31st of every financial year, shall hold their annual general meetings within a period of five months from the date of closing of the financial year.

Unquote:

Facts of the Case

Gujarat Gas Limited for the first time was included in the list of top 100 listed entities by market capitalization, determined as on 31st March, 2021, however GGL is out of thresholds of top 100 listed entities based on market capitalization as on 31st March 2022 and 31st March, 2023, the ranking of GGL based on market capitalization as on 31st March is tabled below for reference:

Sr No	Date	Ranking on BSE Limited	Ranking on National Stock Exchange of India Limited
1	31 st March, 2021	101	100
2	31 st March, 2022	138	136
3	31 st March, 2023	155	153

It may be noted that for FY 2020-21 due to CoVID-19 pandemic, SEBI had issued circular dated 23rd July, 2021, where in SEBI extended the timeline for conducting of AGM by top-100 listed entities by market capitalization and were permitted to hold their AGM within a period of six months from the date of closing of the financial year 2020-21, based on which GGL had conducted its AGM on 28th September, 2021.

It may further be noted that by way of abundant caution for FY 2021-22, GGL had conducted its AGM on 29th August, 2022.

Following guidance is sought from SEBI in the form of an Interpretative Letter under the Informal Guidance Scheme, 2003 on the following matters:

1. GGL was in list of top 100 listed entities based on market capitalization, determined as on 31st March, 2021 and as Regulation 3 (2) of SEBI (LODR) 2015 was made applicable w.e.f.

5th May, 2021 and as GGL is not in list of top 100 listed entities by market capitalization as on 31st March, 2022 & 31st March, 2023 i.e. post 5th May, 2021, the provisions of Regulation 3 (2) of SEBI (LODR) 2015 shall not be applicable to GGL which shall otherwise continue to be applicable to top 100 listed entities by market capitalizations.

2. As GGL is not in list of top 100 listed entities as on 31st March, 2022 and 31st March, 2023 and in view of non-applicability of Regulation 3(2) of the SEBI (LODR) 2015, GGL is not bound to convene its AGM on or before 31st August, 2023 for the financial year 2022-23 as required by Regulation 44(5) of the SEBI (LODR) 2015 and other requirements for the top 100 listed entities by market capitalization.

Further as required by point 6 of the Informal Guidance Scheme, the payment for an amount of Rs. 29,500/- (Rupees Twenty Nine Thousand Five Hundred Only) has been made by Gujarat Gas Limited vide UTR No N156232488067556 dated 05/06/2023.

In view of above, clarification may be provided by SEBI under SEBI Informal Guidance Scheme, 2003.

The undersigned may be contacted if any additional information is required in support of this application. Your good office is humbly requested for an early response in the matter.

Thanking you,

For, Gujarat Gas Limited



Sandeep Dave
Company Secretary