



POLICY FOR DETERMINING MATERIAL SUBSIDIARY

PREAMBLE:

The Southern Gas Limited ('SGL') has, in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory enactments/ amendments thereof), adopted the following policy for laying down criteria for determining "material subsidiary(ies)" and their governance.

The policy is intended to augment and work in conjunction with regulatory provisions and other company policies.

OBJECTIVE OF THE POLICY:

The objective of this policy is to:

- To determine the material subsidiary(ies); and
- To provide governance framework for such subsidiaries.

DEFINITIONS:

- **"Act"** means the Companies Act, 2013, rules framed thereunder and any amendment thereto;
- **"Audit Committee"** shall mean a committee of Board of Directors of the Company constituted by the Board of Directors of the Company in accordance with Section 177 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- **"Board"** shall mean Board of Directors of SGL, as constituted from time to time.
- **"Company"** The words "This Company", "The Company", "Company" wherever occur in the policy shall mean "The Southern Gas Limited".
- **"Independent Director"** shall mean a Director of the Company, not being in whole time employment and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies the criteria for independence as prescribed under Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- **"Material Subsidiary"** shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
- **"Policy"** shall mean this policy, as amended from time to time.
- **"Significant transaction or arrangement"** shall mean any individual transaction or arrangement that exceeds or is likely to exceed ten per cent of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the material subsidiary for the immediately preceding accounting year.
- **"Subsidiary"** shall mean subsidiary as defined under Section 2(87) of the Companies Act, 2013 and rules made thereunder.



INTERPRETATION:

Terms that have not been defined in this policy shall have the same meaning assigned to them in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other SEBI Regulation(s) as amended from time to time.

In case of any dispute or difference upon the meaning/interpretation of any word or provision in this policy, the same shall be referred to the Audit Committee and the decision of the Audit Committee in such a case shall be final.

CRITERIA FOR DETERMINING MATERIAL SUBSIDIARIES:

The Audit Committee shall in its meeting, in which audited financial results of the Company for previous year are considered, review all its subsidiaries on annual basis and upon that review a subsidiary fulfilling the criteria of “material subsidiary” shall be regarded as such for the current financial year.

The Company will ensure the compliance of requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the material subsidiary(ies).

GOVERNANCE OF MATERIAL SUBSIDIARIES:

- At least one independent director on the Board of Directors of the Company shall be a Director on the Board of Directors of a material unlisted subsidiary company.
- The Audit Committee of the Company shall also review financial statements of each unlisted subsidiary including material subsidiary, in particular, the investments made by the unlisted subsidiary company.
- The minutes of the Board meetings of the unlisted subsidiary company (irrespective of materiality) shall be placed at the Board meeting of the listed holding company.
- The management of unlisted subsidiary should periodically bring to the attention of the Board of Directors of the Company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary company.

DISPOSAL OF SHARES OR ASSETS OF MATERIAL SUBSIDIARY COMPANIES:

Disposal of shares in its material subsidiary, by the Company which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary shall require a special resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal.

Selling, disposing and leasing of assets amounting to more than twenty per cent of the assets of the material subsidiary shall require prior approval of shareholders by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal.



DISCLOSURES:

This Policy shall be disclosed on the website of the Company i.e., www.southerngasindia.com
