



ADANI TOTAL GAS LIMITED
(Formerly Adani Gas Limited)

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

1. Title:

This Policy shall be called "Policy for determining Material Subsidiaries" ("Policy").

2. Objective & Effective Date of the Policy:

This Policy is prepared in accordance with the requirements of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("**SEBI LODR**") and is intended to ensure governance of the Company's material subsidiary companies.

The Board of Directors (the "Board") of the Company has adopted the following policy with regard to the determination of its Material Subsidiaries (Material Subsidiaries has been defined below).

The Company is required to disclose the Policy on its website and a web link thereto shall be provided in the Annual Report.

3. Definitions:

"Act" means Companies Act, 2013 including any statutory modification or re-enactment thereof.

"Board of Director" or "Board" means the Board of Directors of the Adani Total Gas Ltd., as constituted from time to time.

"Company" means Adani Total Gas Limited.

"Holding Company" means Holding Company as defined under Section 2(46) of the Act.

"Independent Director" means an Independent Director as defined in Section 2(47) of the Act read with SEBI LODR and as may be amended from time to time.

"Policy" means this Policy on Material Subsidiaries and as may be amended from time to time.

"Subsidiary Company / Subsidiary" means Subsidiary Company/Subsidiary as defined under Section 2(87) of the Act and the Rules made there under.

4. Criteria for determining Material Subsidiary / Material non-listed Indian Subsidiary:

- i. A subsidiary shall be considered as material if its income or net worth exceeds 10% of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year. ("**Material Subsidiary**").

Compliance :

At least one independent director on the Board of Directors of the Company shall be a director on the Board of Directors of an unlisted *material subsidiary, whether incorporated in India or not.*

5. Disposal of Material Subsidiary / Assets of Material Subsidiary:

- i. The Company shall not dispose of shares in its material subsidiary which would reduce the Company's shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in the General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by National Company Law Tribunal.
- ii. The Company shall not sell, dispose and lease assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year unless it obtains the prior approval of shareholders by way of special resolution, except where the sale/disposal/lease is made under a scheme of arrangement duly approved by National Company Law Tribunal.

6. Review of Significant transaction and arrangements entered into by Unlisted Subsidiary Company:

The management 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.

For the purpose of this sub-clause, the term "significant transaction or arrangement" shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the material unlisted subsidiary for the immediately preceding accounting year.

7. Amendments:

The Board shall have the power to amend any of the provisions of the Policy, substitute any of the provisions with a new provision or replace this policy entirely with a new Policy.

8. Interpretation:

Any words used in the Policy but not defined herein shall have the same meaning ascribed to it in the Companies Act, 2013 or Rules made there under, SEBI Act or Rules and regulations made there under, SEBI LODR or any other relevant legislation/ law applicable to the Company.
