

ADANI TRANSMISSION LIMITED
Charter of
Corporate Responsibility Committee

Charter of Corporate Responsibility Committee

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Charter of Corporate Responsibility Committee

1. Objective

The Corporate Responsibility Committee ("Committee") is a voluntary committee constituted by, and accountable to, the Board of Directors ('Board') of Adani Transmission Limited ('Company').

The objective of the Committee is to assist the Board of Directors in fulfilling its responsibilities to oversee the Company's significant strategies, policies, and programs on social and public responsibility matters and for sustainability aspects with respect to the Company.

2. Composition & Meetings

- 2.1 The Committee shall have minimum three Members, all being Independent Directors.
- 2.2 The Members of the Committee shall elect a Chairman from amongst themselves.
- 2.3 The Committee shall meet periodically, but at least 4 times a year.
- 2.4 The quorum for Meetings of the Committee shall be either two Members or one-third of the Members of the Committee, whichever is greater, including at least one Independent Director.
- 2.5 The Committee may invite such of the executives, as it considers appropriate to be present at the Meetings of the Committee. On occasions considered necessary, the Committee may also meet without the presence of any executive of the Company.
- 2.6 The Company Secretary shall act as Secretary to the Committee Meetings.

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3. Terms of Reference

The Committee shall act and have powers in accordance with the terms of reference, as approved by the Board from time to time, which shall include the following:

- 3.1 To define the Company's corporate and social obligations as a responsible citizen and oversee its conduct in the context of those obligations.
- 3.2 To approve a strategy for discharging the Company's corporate and social responsibilities in such a way as to provide an assurance to the Board and stakeholders.
- 3.3 To oversee the creation of appropriate policies and supporting measures (including Public disclosure policy, Anti-money Laundering policy, Anti Bribery, Fraud & Corruption policies etc.) and map them to UNSDG and GRI disclosure standards.
- 3.4 To identify and monitor those external developments which are likely to have a significant influence on Company's reputation and/or its ability to conduct its business appropriately as a good citizen and review how best to protect that reputation or that ability.
- 3.5 To review the Company's stakeholder engagement plan (including vendors / supply chain).
- 3.6 To ensure that appropriate communications policies are in place and working effectively to build and protect the Company's reputation both internally and externally.
- 3.7 To review the Integrated Annual Report of the Company.
- 3.8 To review and direct for alignment of actions / initiatives of the Company with United Nations Sustainable Development Goals 2030 (UNSDG):
 1. No poverty
 2. Zero hunger
 3. Good health & well being
 4. Quality education

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5. Gender equality
 6. Clean water and sanitation
 7. Affordance and clean energy
 8. Decent work and economic growth
 9. Industry, Innovation and Infrastructure
 10. Reduced inequalities
 11. Sustainable cities and communities
 12. Responsible consumption and production
 13. Climate action
 14. Life below water
 15. Life on land
 16. Peace and justice strong intuitions
 17. Partnerships for goals
- 3.9 To review sustainability and / or ESG and / or Climate reports or other disclosures such as ethical governance, environmental stewardship, safety performance, water and energy use etc. and similar communications to stakeholders on ESG initiatives and activities by the Company and ensure mapping of the same to GRI disclosure standards.
- 3.10 To oversee strategies, activities and policies regarding sustainable organisation including environment, social, governance, health and safety, human talent management and related material issue and indicators in the global context and evolving statutory framework.
- 3.11 To oversee ethical leadership, compliance with the Company's sustainability policy, sustainability actions and proposals and their tie-in with the Strategic Plan, interaction with different stakeholders and compliance with the ethics code.
- 3.12 To oversee Company's initiatives to support innovation, technology, and sustainability.
- 3.13 To oversee sustainability risks related to supply chain, climate disruption and public policy.
- 3.14 To monitor Company's ESG ratings / scores from ESG rating agencies and improvement plan.

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- 3.15 To approve appointment of Chief Sustainability Officer after assessing the qualification, experience and background etc. of the candidate.
- 3.16 To oversee the Company's:
- a. Vendor development and engagement programs;
 - b. program for ESG guidance (including Climate) to stakeholders and to seek feedback on the same and make further improvement programs.
- 3.17 To provide assurance to Board in relation to various responsibilities being discharged by the Committee.

4. Disclosure

The updated charter shall be continuously hosted on the website of the Company.
