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**ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED
CHARTER OF THE CORPORATE RESPONSIBILITY
COMMITTEE**

1. Objective

The Corporate Responsibility Committee ("Committee") is voluntary committee constituted by, and accountable to, the Board of Directors ('Board') of Adani Ports and Special Economic Zone 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 of the Committee

- The Committee shall have minimum three Members, all being Independent Directors.
- The Members of the Committee shall elect a Chairman from amongst themselves.

3. Secretary

The Company Secretary shall act as Secretary to the Committee Meetings.

4. Meetings and Quorum

- The Committee shall meet periodically, but at least 4 times a year.
- The quorum for Meetings of the Committee shall be either two Members or one-third of the Members of the Committee, whichever is higher.
- 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.

5. 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:

1. To define the Company's corporate and social obligations as a responsible citizen and oversee its conduct in the context of those obligations
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. 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
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
5. To review the Company's stakeholder engagement plan (including vendors / supply chain)
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
7. To review the Integrated Annual Report of the Company
8. To review and direct for alignment of actions / initiatives of the Company with United Nations Sustainable Development Goals 2030 (UNSDG):
 - a) No poverty
 - b) Zero hunger
 - c) Good health & well being
 - d) Quality education
 - e) Gender equality
 - f) Clean water and sanitation

- g) Affordance and clean energy
 - h) Decent work and economic growth
 - i) Industry, Innovation and Infrastructure
 - j) Reduced inequalities
 - k) Sustainable cities and communities
 - l) Responsible consumption and production
 - m) Climate action
 - n) Life below water
 - o) Life on land
 - p) Peace and justice strong intuitions
 - q) Partnerships for goals
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
 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
 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
 12. To oversee Company's initiatives to support innovation, technology, and sustainability
 13. To oversee sustainability risks related to supply chain, climate disruption and public policy
 14. To monitor Company's ESG ratings / scores from ESG rating agencies and improvement plan
 15. To approve appointment of Chief Sustainability Officer after assessing the qualification, experience and background etc. of the candidate
 16. To oversee the Company's:



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- 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
17. To provide assurance to Board in relation to various responsibilities being discharged by the Committee

6. Reporting

The Committee shall report on its activities and summarize any recommendations at subsequent Board meeting.

This charter shall be displayed on the website of the Company.

7. Minutes

The Company Secretary will maintain minutes of meetings of the Committee, which will be submitted to the Board in subsequent meeting, for noting.

8. Review of Committee Charter

The adequacy of this charter shall be reviewed and re-assessed by the Committee, as and when required and appropriate recommendations shall be made to the Board to update the same, from time to time.
