



ADANI ENTERPRISES LIMITED

CHARTER OF

REPUTATION RISK COMMITTEE
(a sub-committee to Risk Management Committee)

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1. Objective

The Reputation Risk Committee ("Committee") is constituted as a sub-committee to Risk Management Committee ('RMC') of Adani Enterprises Limited ('Company') with a primary objective to support the RMC to review the risks associated with reputation of the Company, while promoting the culture of risk awareness and high standards of culture and conduct.

The Committee reports to and is accountable to the RMC of the Company.

2. Composition

- 2.1 The Committee shall have minimum three Members, of which at least half (50%) shall be Independent Directors.
- 2.2 The Members of the Committee shall elect a Chairman amongst themselves.
- 2.3 The Committee shall meet periodically, but at least 2 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 higher, 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.
- 2.7 The Committee shall report on its activities and summarize any recommendations at subsequent RMC meeting.

3. Terms of Reference

- 3.1 To review reports from management regarding reputation risk, including reporting on the Reputation Risk Management Framework and Reputation Risk Appetite.

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- 3.2 To provide ongoing oversight of the reputational risk posed by global business scenario, functions, geographies, material legal changes, climate change or high-risk relationships / programs.
- 3.3 To assess and resolve specific issues, potential conflicts of interest and other reputation risk issues that are reported to the Committee.
- 3.4 To recommend good practices and measures that would avoid reputational loss.
- 3.5 To review specific cases of non-compliances, violations of codes of conduct which may cause loss to reputation the Company.

4. REVIEW & DISCLOSURES

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 / the RMC to update the same, from time to time.

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