



ADANI TOTAL GAS LIMITED
(Formerly Adani Gas Limited)

**CHARTER OF THE LEGAL, REGULATORY & TAX
COMMITTEE**
(A SUB-COMMITTEE TO RISK MANAGEMENT COMMITTEE)

1. Objective

The Legal, Regulatory & Tax Committee ("Committee") is constituted as a sub-committee to Risk Management Committee with a primary objective to support the risk management committee to review the Company's legal, tax and regulatory matters and to review tax and other regulatory compliance programs.

The Committee reports to and is accountable to, the Risk Management Committee ('RMC') of Adani Total Gas Limited ('Company').

2. Composition of the Committee

- The Committee shall have minimum three Members, of which majority shall be Independent Directors.
- The Members of the Committee shall elect a Chairman from amongst themselves, who shall necessarily be an Independent Director.

3. Secretary

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

4. Meetings and Quorum

- The Committee shall meet as and when required.
- 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.
- 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 / the RMC from time to time, which shall include the following:

1. To exercise oversight with respect to the structure, operation and efficacy of the Company's compliance program
2. To review legal, tax and regulatory matters that may have a material impact on the Company's financial statements and disclosures, reputational risk or business continuity risk
3. To review compliance with applicable laws and regulations
4. To approve the compliance audit plan for the year and review of such audits to be performed by the internal audit department of the Company
5. To review significant inquiries received from, and reviews by, regulators or government agencies, including, without limitation, issues pertaining to compliance with various laws or regulations or enforcement or other actions brought or threatened to be brought against the Company by regulators or government authorities / bodies / agencies
6. To review, oversee and approve the tax strategy and tax governance framework and consider and action tax risk management issues that are brought to the attention of the Committee

6. Reporting

The Committee shall report on its activities and summarize any recommendations at subsequent RMC 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 RMC 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 / the RMC to update the same, from time to time.
