



ADANI TOTAL GAS LIMITED
(Formerly Adani Gas Limited)

**CHARTER OF
NOMINATION AND REMUNERATION COMMITTEE**

1. Objective

The Nomination and Remuneration Committee ("Committee") is constituted pursuant to and in accordance with the applicable provisions of Companies Act 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time.

The Committee reports to and is accountable to, the Board of Directors ('Board') of Adani Total Gas Limited ('the Company') and is central to the effective functioning of the Board. The objective of the Committee is to assist the Board in:

- Identifying and evaluating potential candidate for balanced composition of the Board and the leadership team of the Company comprising Key Managerial Personnel ("KMP" as defined by the Companies Act, 2013) and Senior Management¹.
- Evaluation of performance of the Board, its Committees and individual directors.
- Remuneration for directors, KMPs and Senior Management.
- Oversight of the familiarisation programme of directors.
- Oversight of the HR philosophy, People strategy and key HR practices and policies.

2. Composition of the Committee

- The Committee shall consist of a minimum of three non-executive directors of the Company, with majority of the members being 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 periodically, but at least 2 times a year.
- The quorum for Meetings of the Audit Committee shall be either two Members or one-third of the Members of the Audit 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.
- The Chairman of the Committee shall attend the Annual General Meeting and should be available to answer shareholder queries and provide clarifications that may be sought on matters dealt by the Committee.
- The decisions to be taken by the Committee members may be taken by way of a circular resolution, wherever permitted under the law.

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 and such other items as may be prescribed by applicable laws, which shall include the following:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees
2. To formulate criteria for & mechanism of evaluation of Independent Directors and the Board of directors
3. To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance
4. To devise a policy on diversity of Board of Directors

5. To Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal

Clarification:

For the purpose of Nomination & Remuneration Committee, Senior Management shall mean:

- a) Key Managerial Personnel (as defined in the Companies Act, 2013);
- b) Chief Executive Officer, in case he / she is not part of the Board;
- c) Employee at one level below CEO (but Vice-President & above only); and
- d) Head of Departments

Clarification: In case of appointment of CFO, the Committee shall identify person(s) and provide its recommend to the Audit Committee as well as to the Board of Directors of the Company)

6. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors
7. To review and recommend remuneration of the Managing Director(s) / Whole-time Director(s) based on their performance
8. To recommend to the Board, all remuneration, in whatever form, payable to senior management
9. To review, amend and approve all Human Resources related policies
10. To ensure that the management has in place appropriate programs to achieve maximum leverage from leadership, employee engagement, change management, training & development, performance management and supporting system
11. To oversee workplace safety goals, risks related to workforce and compensation practices
12. To oversee employee diversity programs
13. To oversee HR philosophy, people strategy and efficacy of HR practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, KMP and Senior Management).
14. To oversee familiarisation programme for Directors
15. To recommend the appointment of one of the Independent Directors of the Company on the Board of its Material Subsidiary

16. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable

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 based on the changes that may be brought about to the regulatory framework or policy changes, from time to time.
