



Ports and
Logistics

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

1. Objective

The Corporate Social Responsibility Committee ("Committee") is constituted pursuant to and in accordance with the applicable provisions of Companies Act 2013 and the Securities and Exchange Board of Securities (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 Ports and Special Economic Zone Limited ('Company').

The Committee helps the Company to be socially responsible corporate citizen and contribute to the social good by integrating economic and social objectives with a Company's operations and sustainable growth. The primary objective of the Committee is to identify the areas of Corporate Social Responsibility (CSR) activities, recommending the amount of expenditure to be incurred on the identified CSR activities and implementing and monitoring the CSR policy from time to time.

2. Composition of the Committee

- The Committee shall have minimum three Members at all the time, of which atleast 75% 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 periodically, but at least 2 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, including atleast 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 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 and recommend to the Board, a Corporate Social Responsibility ("CSR") Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013 and rules made there under and review thereof
2. To formulate and recommend to the Board, an annual action plan in pursuance to CSR Policy
3. To recommend to the Board the amount of expenditure to be incurred on the CSR activities
4. To monitor the implementation of framework of CSR Policy
5. To review the performance of the Company in the areas of CSR
6. To institute a transparent monitoring mechanism for implementation of CSR projects/activities undertaken by the company
7. To recommend extension of duration of existing project and classify it as on-going project or other than on-going project
8. To submit annual report of CSR activities to the Board
9. To consider and recommend appointment of agency / consultant for carrying out impact assessment for CSR projects, as applicable, to the Board

10. To review and monitor all CSR projects and impact assessment report
11. 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 or as may be necessary or appropriate for performance of its duties

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.
