



ADANI POWER LIMITED
CHARTER OF THE REPUTATION RISK COMMITTEE
(A SUB-COMMITTEE TO RISK MANAGEMENT
COMMITTEE)

1. Objective

The Reputation Risk 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 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 Risk Management Committee ('RMC') of Adani Power 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.

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.

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 review reports from management regarding reputation risk, including reporting on the Reputation Risk Management Framework and Reputation Risk Appetite
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. To assess and resolve specific issues, potential conflicts of interest and other reputation risk issues that are reported to the Committee
4. To recommend good practices and measures that would avoid reputational loss
5. To review specific cases of non-compliances, violations of codes of conduct which may cause loss to reputation the Company

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.
