



ADANI POWER LIMITED
**CHARTER OF THE INFORMATION TECHNOLOGY &
DATA SECURITY COMMITTEE**

1. Objective

The Information Technology & Data Security Committee ("Committee") is a voluntary committee constituted by, and accountable to, the Board of Directors ('Board') of Adani Power Limited ('Company').

The primary objective of the Committee is to oversight the Company's information technology use and protection, including review and oversight of the Corporation's policies, plans and programs relating to enterprise cybersecurity and data protection risks associated with the Company and IT infrastructure.

2. Composition of the Committee

- The Committee shall have minimum three Members, of which the 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 periodically, but at 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 (particularly, the IT Head), 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 from time to time, which shall include the following:

1. To review and oversee the function of the Information Technology (IT) within the Company in establishing and implementing various latest IT tools and technologies by which various key functions and processes across various divisions within the group can be automated to the extent possible and thereby to add the value (Unless stated otherwise, "Company" for the purpose of this Committee shall mean the Company and its subsidiaries)
2. To review and oversee the necessary actions being taken by IT and Cyber team with respect to protection of various important data across the Company and what the policy for data protection and its sustainability
3. To oversee the current cyber risk exposure of the Company and future cyber risk strategy
4. To review at least annually the Company's cyber security breach response and crisis management plan
5. To review reports on any cyber security incidents and the adequacy of proposed action
6. To assess the adequacy of resources and suggest additional measures to be undertaken by the Company
7. To regularly review the cyber risk posed by third parties including outsourced IT and other partners
8. To annually assess the adequacy of the Group's cyber insurance cover

6. Reporting

The Committee shall report on its activities and summarize any recommendations at subsequent Board meeting.

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.

This charter shall be displayed on the website of the Company.

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.
