

Meeting, Attendance & Composition of the CSR Committee:

CSR Committee met 2 (two) times during the FY 2024-25 on:

1 May 1, 2024**2** October 28, 2024

The composition of CSR Committee and details of attendance of the members during FY 2024-25 are given below:

67%
Independence**3**
Members**2**
Meetings**100%**
Average Attendance

Name of the Director	CSR Meetings		Held during the tenure	Total Attended	% of attendance
	1	2			
Prof. G. Raghuram ¹		N.A.	1	1	100
Mr. G.K. Pillai ¹		N.A.	1	1	100
Mr. Karan Adani			2	2	100
Mr. P. K. Pujari ²	N.A.		1	1	100
Mrs. M. V. Bhanumathi ³	N.A.		1	1	100
Attendance (%)	100.00	100.00	-	-	

¹Ceased as member w.e.f. August 8, 2024²Appointed as Chairman w.e.f. August 8, 2024³Appointed as member w.e.f. August 8, 2024

N.A. = Not Applicable

Attended through video conference | Leave of absence | Attended in Person Chairman

The Company Secretary acts as the Secretary to the Committee. The minutes of each CSR meeting are placed in the next meeting of the Board.

Risk Management Committee

The Risk Management Committee ("RMC") comprises of 3 (three) members, with a majority of Independent Directors. A detailed charter of the Risk Management Committee is available on the website of the Company at <https://www.adaniports.com/Investors/board-and-committee-charters>

The Board at its meeting held on October 27, 2021 constituted the following committees as Sub-committees of RMC as a part of good corporate governance practice –

- Mergers & Acquisitions Committee
- Legal, Regulatory & Tax Committee
- Reputation Risk Committee

Constitution, meetings and terms of reference and other details of above Sub-committees, are separately included as a part of this report.

Terms of reference:

The powers, role and terms of reference of RMC covers the areas as contemplated under Regulation 21 of the SEBI Listing Regulations. The brief terms of reference of RMC are as under:

Terms of Reference	Frequency
To review the Company's risk governance structure, risk assessment and risk management policies, practices and guidelines and procedures, including the risk management plan	<input type="radio"/>
To review and approve the Enterprise Risk Management ('ERM') framework	<input type="radio"/>
To formulate a detailed risk management policy which shall include:	
<ul style="list-style-type: none"> ▪ A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information technology, cyber security risks or any other risk as may be determined by the Committee ▪ Measures for risk mitigation including systems and processes for internal control of identified risks ▪ Business continuity plan, oversee of risks, such as strategic, financial, credit, market, liquidity, technology, security, property, IT, legal, regulatory, reputational, and other risks ▪ Oversee regulatory and policy risks related to climate change, including review of state and Central policies 	<input type="radio"/>
To ensure that appropriate methodology, processes and systems are in place to identify, monitor, evaluate and mitigate risks associated with the business of the Company	<input type="radio"/>
To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems	<input type="radio"/>
To review compliance with enterprise risk management policy, monitor breaches / trigger trips of risk tolerance limits and direct action	<input type="radio"/>
To periodically review the risk management policy, at least once in a year, including by considering the changing industry dynamics and evolving complexity	<input type="radio"/>
To consider appointment and removal of the Chief Risk Officer, if any, and review his terms of remuneration	<input type="radio"/>
To review and approve Company's risk appetite and tolerance with respect to line of business	<input type="radio"/>
To review and monitor the effectiveness and application of credit risk management policies, related standards and procedures to control the environment with respect to business decisions	<input type="radio"/>
To review and recommend to the Board various business proposals for their corresponding risks and opportunities	<input type="radio"/>
To obtain reasonable assurance from management that all known and emerging risks has been identified and mitigated and managed	<input type="radio"/>
To form and delegate authority to subcommittee(s), when appropriate, such as:	
<ul style="list-style-type: none"> ▪ Mergers & Acquisitions Committee; ▪ Legal, Regulatory & Tax Committee; ▪ Reputation Risk Committee; and ▪ Other Committee(s) as the committee may think appropriate 	<input type="radio"/>
To oversee suppliers' diversity	<input type="radio"/>
To carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/ amendment or modification as may be applicable	<input type="radio"/>

Frequency: Annually

Quarterly

Half yearly

Periodically

Meeting, Attendance & Composition of the RMC:

RMC met 4 (four) times during the FY 2024-25 on:

1 May 1, 2024**2** July 31, 2024**3** October 29, 2024**4** January 29, 2025

The composition of RMC and details of attendance of the members during FY 2024-25 are given below:

67%
Independence**3**
Members**4**
Meetings**92%**
Average Attendance

Name of the Director	RMC Meetings				Held during the tenure	Total Attended	% of attendance
	1	2	3	4			
Mr. G.K. Pillai ¹	👤	👤	N.A	N.A	2	2	100.00
Mr. Bharat Sheth	👤	✖	👤	👤	4	3	75.00
Mr. Karan Adani	👤	👤	👤	👤	4	4	100.00
Dr. Ravindra Dholakia ²	N.A	N.A	👤	👤	2	2	100.00
Attendance (%)	100.00	66.67	100.00	100.00	-	-	

¹Ceased as member w.e.f. August 8, 2024²Appointed as Chairman w.e.f. August 8, 2024

N.A. = Not Applicable

👤 Attended through video conference | ✖ Leave of absence | 👤👤 Attended in Person 👤 Chairman

The Company Secretary acts as the Secretary to the Committee. The minutes of each RMC meeting are placed in the next meeting of the Board.

The Company has a risk management framework to identify, monitor and minimize risks.