



Terms and Conditions of [Appointment] / [Re-appointment] of Independent Directors

Date: [●]

To,
[●] (Insert Name of Director)
[●] (Insert Address)

Dear [●],

Re: Your appointment as an Independent Director of Adani Total Gas Limited

We are pleased to inform you that at the [Annual] / [Extra-ordinary] General Meeting held on [●], shareholders have approved your [appointment] / [re-appointment] as an Independent Director of the Company to hold office for a period of [●] consecutive years w.e.f. [●]. The Brief outline for the [appointment] / [re-appointment] is as below:

1. During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every Financial Year under Section 149(7) of the Companies Act, 2013 ("Act") stating that you meet the criteria for independence.
2. So long as you are an Independent Director of the Company, you shall ensure that you are registered with Indian Institute of Corporate Affairs ("IICA") for inclusion in the databank of independent directors maintained by IICA.
3. The number of companies in which you hold office as a Director or a Chairman or Committee member will not exceed the limit stipulated under the Act and the SEBI(LODR) Regulations.
4. As advised by the Board, during the tenure of office, you may be required to serve on one or more Committees of the Board established by the Company as per its terms of reference.

[You have been appointed] / [You shall continue to be appointed] on the following Committees of the Board:

<< To be provided as applicable >>

Adani Total Gas Limited
(Formerly known as Adani Gas Ltd)
Heritage Building, 8th floor,
Ashram Road, Usmanpura,
Ahmedabad-380014, Gujarat, India
CIN: L40100GJ2005PLC046553

Tel +91 79 2754 1988
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5. You shall comply with the Code of Ethics and Business Principles applicable to Non-Executive Directors and business principles to the extent applicable to an Independent Director of the Company as approved by the Board.
6. You will comply with the guidelines of professional conduct, role, functions and duties, as an Independent Director provided in Schedule IV of the Companies Act, 2013.
7. You will be paid such remuneration by the way of sitting fees, commission and reimbursement of expenses for attending meetings of the Board and its Committees and Commission that may be determined by the the Nomination & Remuneration Committee, the Board and Shareholders, from time to time.
8. You are expected not to involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
9. The Company has Directors' and Officers' liability insurance and it is intended that the Company will assume and maintain such cover for the full term of your appointment.
10. Your reappointment or extension of term and your remuneration, as the case may be, will be recommended by the Nomination and Remuneration Committee of the Board, pursuant to a performance evaluation carried out by the Board, every year.

Kindly acknowledge the receipt and convey your acceptance.

Yours faithfully,

For, Adani Total Gas Limited

Company Secretary

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