



4th July, 2022

BSE Limited

P J Towers,
Dalal Street,
Mumbai – 400001

National Stock Exchange of India Limited

Exchange plaza,
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051

Scrip Code: 542066

Scrip Code: ATGL

Dear Sir,

Sub: Notice of 17th Annual General Meeting alongwith Annual Report of the Company and Intimation of Record Date for the purpose of Dividend for the Financial Year 2021-22.

This is to inform that the 17th Annual General Meeting (“AGM”) of the Company will be held on **Tuesday, 26th July, 2022 at 12.00 noon** through Video Conferencing / Other Audio Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2021-22 which is being sent through electronic mode to the Members.

The Annual Report containing the Notice is also uploaded on the Company's website and can be accessed at www.adanigas.com.

Pursuant to the Regulation 42 of SEBI Listing Regulations, it is hereby informed that the Company has fixed **Friday, 15th July, 2022** as '**Record Date**' for the purpose of determining entitlement of the members of the Company to receive Dividend of Re. 0.25/- (@ 25%) per equity share having face value of Re. 1/- each fully paid-up for the financial year 2021-22. The said Dividend, if

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(Formerly known as Adani Gas Ltd)
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CIN: L40100GJ2005PLC046553

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declared by the shareholders at the ensuing AGM, shall be paid on or after 28th July, 2022, subject to deduction of tax at source as applicable.

We would further like to inform that the Company has fixed **Tuesday, 19th July, 2022** as the **cut-off date** for ascertaining the names of the members holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

Kindly take the same on your record.

Thanking you.

Yours faithfully,

For **Adani Total Gas Limited**



Gunjan Taunk

Company Secretary



Encl: As above



Forward-looking statement

This document contains statements about expected future events and financial and operating results of Adani Total Gas Limited ('ATGL/ 'the Company'), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements including the sector and industry. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of the annual report.

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This is the second integrated annual report covering a full year's performance of

Adani Total Gas Limited.

This annual report has been structured across four parts.

Part one discusses the deepening role of natural gas in a transforming India.

Part two explains the drivers of the Company's excellence.

Part three comprises our performance.

Part four presents our Integrated Value-Creation Report.



Part 1

The deepening role of natural gas in transforming India.

CORPORATE OVERVIEW

STATUTORY REPORTS

FINANCIAL STATEMENTS

At the outset...

This Annual Report of Adani Total Gas is essentially about three emerging realities.

One.

India intends to increase the use of natural gas from 6.5% of its primary fuel mix to 15% by 2030.

Two.

This vision will empower India to achieve its commitments made to the international community (COP26) in achieving carbon neutrality by 2070.

Three.

Adani Total Gas Limited reinforced its position as one of India's largest private gas distribution companies by adding 14 new Geographical Areas to its portfolio.

At this moment...

There is someone in North India planning to substantially increase production without worrying about where the fuel will come from.

There is someone in South India who is driving a natural gas vehicle and is not impacted about the rising cost of liquid fuels.

There is someone in West India discovering the simple pleasure of gas on tap – no fuss, no smoke and no downtime.

There is someone in Central India, a home maker telling her neighbour: '*Gas ke baad life change ho gayi, behenji!*'

Natural gas
is touching
thousands of
lives more deeply
and extensively
than ever.

**Resulting in
an improved
Environment,
Smiles and
Convenience.**



Madhu finds it simpler to switch on natural gas supply rather than negotiate the purchase of traditional polluting fuels.

Rajeshbhai, an asthma patient, is now breathing easily after his society installed piped gas.

Saleem feels that CNG has helped make his city air cleaner.

Latha is relieved from reordering a LPG gas cylinder and can focus completely on office priorities.

Venugopal finds the monthly billing system for piped gas seamless and transparent.

The use of natural gas is also about enhanced industrial and commercial competitiveness. **Sustained margins, efficiency and competitiveness.**



Puneet Sabharwal's workforce now walks into a considerably cleaner workspace than before.



Amitabh Garg finds it refreshing to engage with a piped gas marketing executive willing to provide a business-strengthening solution.



BP Govinda feels that the switch to natural gas has strengthened the profitability of his business.



Madhur Karmakar recognises an improvement in product quality (and offtake) following the move to natural gas.



Manisha's business was accorded a better credit profile after she made a fuel switch to natural gas.

Disclaimer. This section represents a simulation of how consumers are expected to respond after ATGL has widened its CGD network across these locations

Even as you are reading this, one of India's most decisive transition is unfolding.

The foundation
is being laid for
your air to get
cleaner

But more than anything, we believe that the widening footprint of India's city gas distribution network will achieve much more for the country than a range of tangible measures.



Overview

If there is one Indian reality that is likely to become increasingly visible by the end of this decade, it is progressively cleaner air.

This optimism is derived from a widening footprint of the city gas distribution network across the country. Following the conclusion of the 11th bidding round, India's CGD network has covered 86% of the national landmass and 96% of the country's population.

This indicates that across the coming years, when the city gas distribution network has been commissioned in these locations, the air will begin to clear in hundreds of towns and cities across the country.

This improving air quality will be a reality in residential environments where home makers will shift from traditional fossil fuels to a cleaner alternative like natural gas; it will happen on industrial shop floors where conventional fuels are replaced by natural gas; it will be visible on the roads of the country where age-old automotive fuels are replaced with cleaner CNG.

This optimism is based on the fact that the carbon footprint of natural gas is significantly lower than coal and oil. By the virtue of its lower carbon content and fewer impurities, it produces lower sulphur dioxide. Similarly, compressed natural gas (CNG) produces lower greenhouse gas; tailpipe emissions are almost

negligible in the use of CNG over petroleum products.

We believe that this transition will do more than clean the air; it will moderate costs for users, strengthen competitiveness, enhance ESG rating, reduce national carbon footprints and reinforce national resource productivity.

But more than anything, we believe that the widening footprint of India's city gas distribution network will achieve much more for the country than a range of tangible measures.

It will enhance national pride and respect in the international community of nations for around 1.40 Billion people living inside the country

When it comes to the potential for the growth of gas in India, just one sentence applies.

Endless opportunities

Overview

At a time when the city gas distribution network is only getting a foothold across urban India, the estimates of how large the sector can grow to are, at best, indicative.

There are some reasons for this.

India is a growing market, adding nearly 1% to its population every year, so there is no saying what a larger population may consume.

The growth projection cannot be strictly extrapolated from realities as they exist today. India is increasingly committed to clean and renewable energy, we believe that linear projections could soon be replaced by a rising curve as a larger proportion of the population takes quicker to a

progressive lifestyle standard.

We believe that in a growing India marked by extensive energy transition – fossil to gas and renewables being the principal theme – supply can create incremental demand beyond what may have been initially forecasted.

The big question is whether this can indeed transpire and, if it does, then the extent to which the demand for gas can increase.

The per capita consumption of natural gas was a mere 5.733 cub ft/day in India as recently as 2019, whereas the corresponding figure in China (a country with reasonably similar demographics and population) was five times this number. (Source: ceicdata.com)

This indicates that even if India's per capita gas consumption quadruples – an assumption based on the disproportionate projected growth of the country's city gas distribution network – and assuming that there was no increase in the per capita consumption in China, our consumption would still be lower.

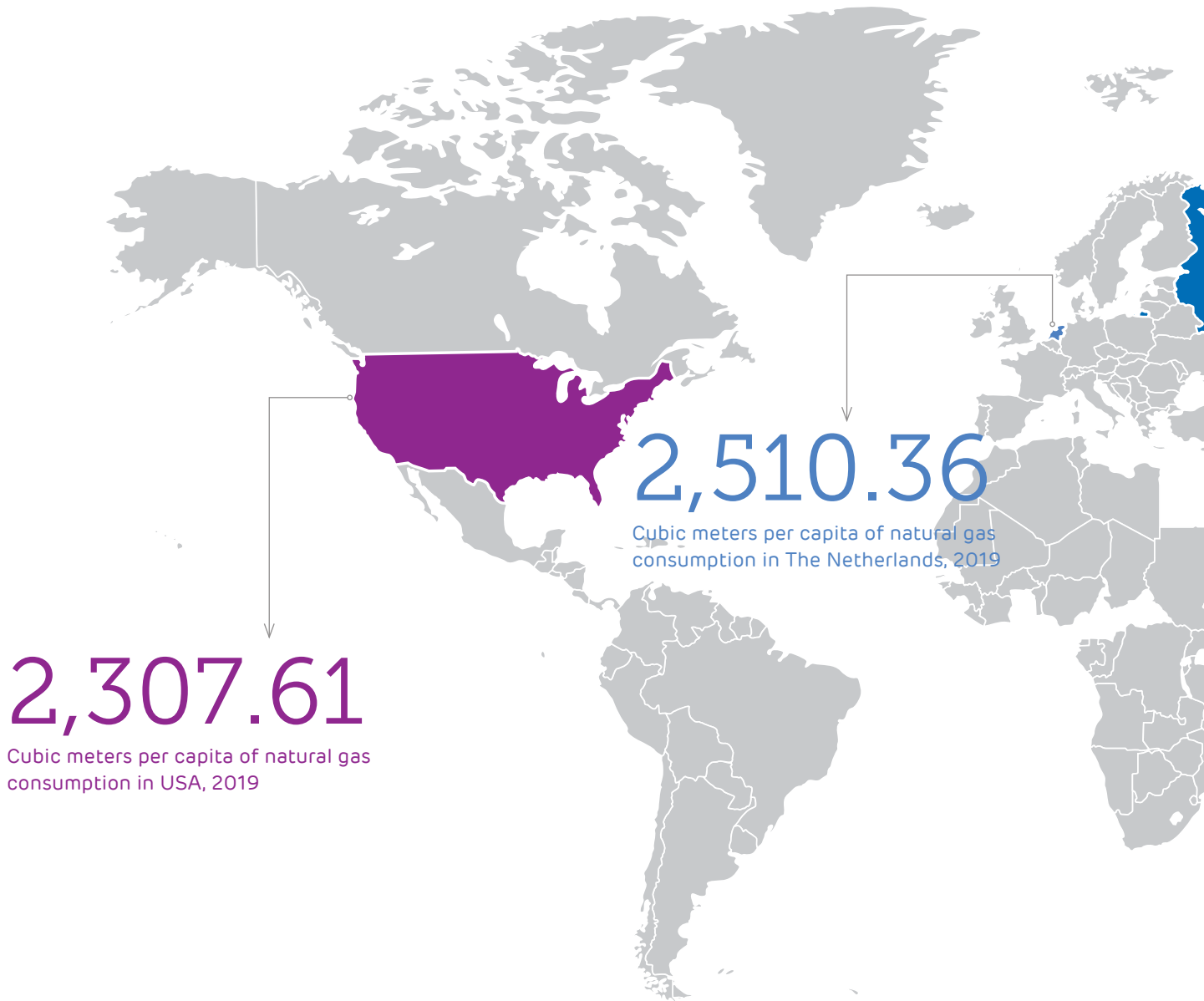
It is this projected reality that indicates that India is only prospecting the tip of a consumption iceberg likely to keep growing into the foreseeable future.

This then could be start of India's multi-decade journey in discovering natural gas as a means to grow its economy in a clean and sustainable manner.

The time starts now.



How India compares with other gas consuming countries

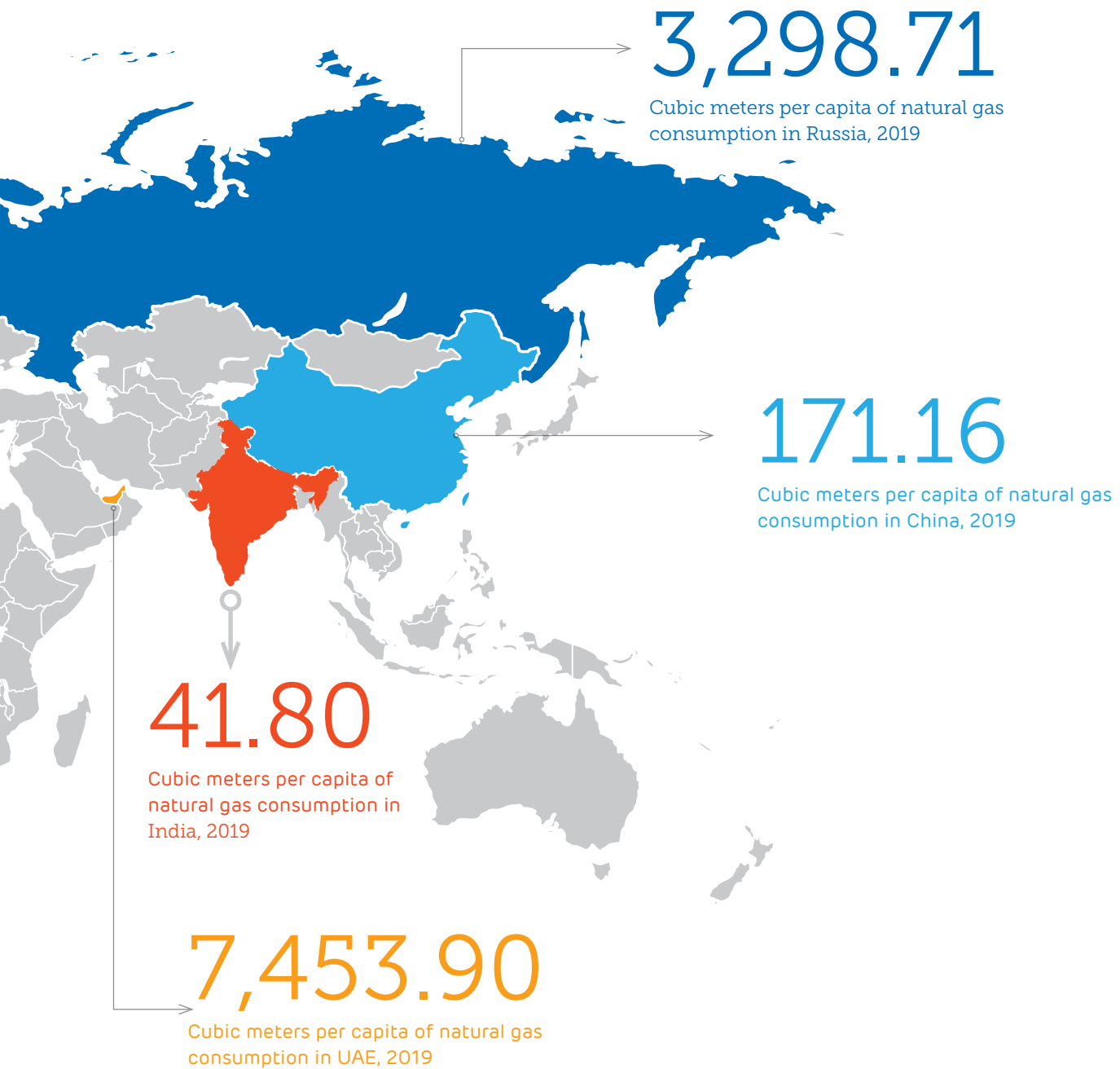


2,307.61

Cubic meters per capita of natural gas consumption in USA, 2019

2,510.36

Cubic meters per capita of natural gas consumption in The Netherlands, 2019



(Source: CIA World Factbook) [Data as on 1st January, 2020]

Two words are driving the transition to natural gas.

'Convenience'
and 'Sustainability.'



Overview

This part of the story needs to be told and re-told.

When one works with natural gas, one works with a superior fuel source.

Cleaner. Safer. Cheaper. Location-delivered.

Start with compressed natural gas (CNG) delivered to vehicles from road-skirting CNG

stations. CNG is preferred because it generates significantly less smoke when combusted, even as liquid automotive fuels leave unburnt carbon traces with carbon monoxide.

The result is that CNG is estimated to have helped reduce greenhouse gas emissions by 15-25% and eliminated evaporative emissions responsible for at least 50% hydrocarbon emissions in conventional vehicles. The best part is that CNG produces little or no particulate matter, reducing up to 80% ozone-forming emissions when compared to gasoline.

The favourable dynamics of compressed natural gas comprise the following:

Superior outcome: CNG is considered superior to petroleum-based products since natural gas possesses an octane rating of about 127. The result is that CNG vehicles experience less knocking, no vapour locking and superior starting under extreme weather conditions (the advantage of being gaseous).

Enhanced safety: CNG fuel storage tanks are stronger and safer than gasoline or diesel tanks, mitigating the possibility of accidental release. In the unlikely instance that this does indeed transpire, CNG disperses into the air instead of pooling on the ground. Besides, CNG generates nominal or no emissions in re-fuelling.

Economical: CNG generates a saving over conventional fuel products. Besides, various CNG characteristics make it possible to extend spark plug life; it does not dilute or contaminate crankcase oil, so intervals between oil changes and tune-ups are extended; pipes and mufflers last longer because CNG does not react to metals. All these features help moderate the cost of automobile ownership.

Fire-resistant: The ignition temperature of CNG is 600°C, considerably higher than gasoline (320°C) and diesel (285°C). CNG vehicles are less likely to catch fire and should there be a gas leak, CNG escapes into the air and moderates any prospect of a mishap.

Capacity: A 50 litre cylinder (water-carrying capacity) can carry approximately 9 Kg of CNG, the equivalent to 12.5 litres of petrol. This can generate coverage of 180-200 kms by a medium-sized 1100 CC car.

The advantages of piped natural gas comprise the following:

Unlimited access: This provides an unlimited piped resource, eliminating any concern of supply exhaustion. Its use circumvents the consumer's challenge of predicting when bottled gas may be fully consumed for onward re-ordering

Convenient: There is no challenge of handling, refilling and cylinder replacement even as it eliminates the need for cylinder storage.

Economical: Piped gas delivery protects the user from a volatility in transportation costs, carbon

footprint and pilferage.

Safe: Piped gas is supplied at a lower pressure than when alternatives are stored and supplied in bottles/cylinders, assuring safety.

Sources: Met Group, Bio Energy Consult, AP news, PR news wire, research gate, OPEC, World Bank.

Why natural gas is preferred


More economical than petrol

More economical than diesel

More economical than market-priced LPG

No pilferage compared to liquid fuels

*May vary time to time across GAS owing to changes in Central and State taxes

Analysis 

What excites us is the vastness of the industry opportunity.

Described by many as

“The largest in the world”



Overview

For evidence of what awaits the country as far as gas is concerned, look no further than the Ninth, Tenth and Eleventh Rounds of bidding for geographic areas.

The objective of the bidding rounds was to ensure the delivery of gas to most consumption national points, making it possible for India to transition to a gas-based economy with speed.

The bidding process was transparent and attracted extensive business interest. The award of city gas distribution licenses was secured with a milestone-based schedule of intermediate and terminal deadlines. The framework was accompanied by penalties for delays in project roll-out. The award of licenses was broad-based, ensuring widespread participation that mitigated project implementation risks.

The first eight bidding rounds covered 92 geographic areas within the city gas distribution network; the subsequent three rounds covered 201 geographic areas (86 in 9th bidding, 50 in 10th bidding, 65 in 11th bidding) – 27% of the bidding rounds (the last three) accounted for 68% of all the geographic areas till March 2022.

As an extension, the first eight bidding rounds were conducted

across 10 years; the last three bidding rounds were conducted within just 22 months.

The first eight bidding rounds covered 20% of the country's population; the last three rounds increased coverage to an estimated 70%.

Following the 11th CGD bid round, the CGD network has been designed to cover nearly 65 GAs, comprising 215 districts and an estimated 33% of India's population (from 20% a few years

ago) and 53% of the national land mass. The growth achieved across the decades leading to the start of the bidding for the ninth round will be replicated several times over in a fraction of the time across the foreseeable future.

At ATGL, we are attractively placed to capitalise on this unfolding reality. The cumulative population of the geographic areas allocated to the Company (including joint ventures) covered around 8%.

PNGRB, the regulator, conducted the 11th round of CGD bidding on December 15, 2021 for 65 new geographical areas. ATGL participated in 50 geographical areas with a success rate of 28%. The Company won 14 geographical areas and these shall translate into 56 new districts. These 14 GAs are spread across 12 States, 56 districts and will cover over 6 Crore population. Along with our JV partner IOAGPL, now ATGL will extend the CGD network across 124 districts in India.

A synopsis of the last three biddings rounds that are transforming India

9th CGD round (April 2018): The PNGRB bids for 86 geographic areas were spread over 174 districts (156 full and 18 in part), covering 26% of India's population and 24% of the land mass. This round attracted sound investor interest: 406 bids from 38 entities. Most winners bid at the minimum base tariff and winners were decided based on a committed minimum work program. The total work committed comprised a provision of over 22 Million domestic PNG connections, 4,600 CNG stations and 116,000 inch-Km of steel

pipeline with a corresponding investment value of ₹700 Billion (USD 10bn).

10th CGD round (November 2018): PNGRB launched the 10th CGD licensing round in November 2018 for 50 GAs, covering 124 districts (112 full and 12 in part) - 24% of India's population and 18% of its land mass. This round attracted 225 bids from 25 entities. Successful bidders committed over 20 Million domestic PNG connections, 3,578 CNG stations and over 58,000 inch-Km of steel pipeline.

11th CGD round (September 2021): PNGRB launched the 11th CGD bidding round in September 2021 for 65 GAs spread across 215 districts (212 complete and 3 part) in 19 states and one union territory covering 26% of India's population and 33% of its area. The successful bidders will have to construct city gate stations or mother stations, lay the main pipeline cum distribution pipelines, and install CNG stations.

Population coverage

19

% of the country's population covered for CGD development until 2017

96

% of the country's population covered for CGD development after the completion of 11th round of CGD bidding



Country area covered

11

% of the country's area covered for CGD development until 2017

86

% of the country's area covered for CGD development after the completion of 11th round of CGD bidding

GAs covered

92

Number of Geographic Areas covered for CGD development until 2017

293

Number of Geographic Areas covered for CGD development after the completion of the 11th round of CGD bidding

India's gas availability and consumption trend

India's gas availability and consumption trend

Gas availability (mmscmd)	FY18	FY19	FY20	FY21	FY22	5-year CAGR
Domestic gas	87	88	83	76	91	1.37%
LNG	75	79	93	90	87	5.05%
Domestic gas sales						
CGD gas consumption	24	25	30	25	33	10.53%

Source: MoPNG, PPAC

We are often asked why we are optimistic about a nascent sector in India.

We point in one direction - the future.



Overview

Much of what we expect from within the city gas distribution sector is drawn from what we expect from the transforming India story.

India is expected to graduate from the sixth largest economy to the third largest by 2030. India's population of 1.40 Billion is likely to sustain a 1% annual growth and overtake China's by 2026. India enjoys a demographic dividend (median age around 29 years), marked by a sustained increase in

its working-age population; nearly 93.5% of the Indian population is younger than 65, indicating a high economic productivity. At a time when personal incomes are rising appreciably from around the USD 2000 level, India's under-consumption (across steel, cement, fertilisers and automobiles etc.) could correct faster.

Besides, India has around 1,63,696 CNG vehicles (as per government data) from an estimated on-

road population of 295.8 Million vehicles (2019), a large opportunity. As the gas filling station population increases, the number of vehicles shifting from conventional fuels to gas could increase sharper (estimated at 10 Million CNG-driven vehicles by 2024-25 as per Autocarpro and Economic Times).

Our optimism has been based on the following realities: unprecedented expansion in the country's city gas network,

preference for human-less and contact-less gas access when compared with the LPG cylinder), higher demand from downstream industries (to convert from conventional fuels to gas-based), LNG availability translating into affordable fuel costs and stronger punitive judicial action on polluting units.

The CNG stations promised by the players who won bids during the 9th and 10th rounds were estimated at 4.5x the existing number of CNG stations at the time of bidding, while the domestic PNG connections promised were 7.8x the number of PNG connections at that juncture.

The outcome is that even as India's gas demand grew at a 5% CAGR in the last few years, this growth is expected to increase to 7-10% CAGR over the foreseeable future. India is expected to overtake the European Union as the world's third-largest energy consumer by 2030 (Source: IEA). India's primary energy consumption is expected to almost double to 1,123 Million tonnes of oil equivalent by 2040. India could account for nearly a

quarter of global energy demand growth from 2019 to 2040, the largest for any country.

To facilitate this, the Indian government rolled out supporting policies. Among them, the government priced compressed natural gas for specific applications lower than petrol and diesel. The Indian government expects to enhance its exposure from 6.2 % of the country's primary energy mix to 15 % by 2030 on the back of policy reforms. Interestingly, even if this target is achieved, India's gas exposure within its primary fuel mix would still be 900 bps lower than the global average of 24 %.

The writing on the wall: India's gas consumption represents a multi-decade growth story seeking to catch up with the needs of a growing population, aspirations and personal incomes. The accelerated switch to natural gas is in line with India's commitment to emerge as a modern and futuristic society.

Big numbers

60

USD bn, the government's estimated spending in creating a national gas infrastructure till 2024 (pipelines, LNG terminals and city gas distribution networks)

>15,000

Kms of gas pipeline to be added by the government to more than 32000 Km

19

Million tonnes per annum likely to be added to India's regasification capacity (total 61 Million tonnes per year) by 2022

The Indian government's goal to make natural gas an integral part of our lives

15000+

Kms of additional natural gas pipelines to be available in about six years

15000

Number of proposed CNG stations across India

Transportation fuel



4,433

CNG stations in India, March 2022

> 15,000

Number of CNG stations in India (projected)

Household access



9.30

Million households currently using piped gas, March 2022

>30

Million households projected to use piped gas

Broad basing



< 20

% of India's population covered till 2016

>96

% of India's population covered till 11th Round

Piped Natural Gas (PNG) supplies to domestic households

3.16
Million, March 2016

9.30
Million, March 2022

Average annual growth **~42%**

Compressed Natural Gas (CNG) dispensing stations

1081
Number across India, March 2016

4433
Number across India, March 2022

Average annual growth **~58%**

What our Company is bringing to this unprecedented opportunity can be encapsulated in two phrases.

The two phrases are 'Infrastructure creation' and 'A transforming consumer mindset'

National penetration

6.5

%, share of gas in India's energy mix, 2020

15

%, share of natural gas in India's energy mix, 2030 (targeted)

Overview

At Adani TOTAL Gas, we intend to invest ₹20,000 Crore in our city gas distribution business by 2030. This is one of the largest investment outlay planned by any CGD company in India and expected to address around 9 % of India's population – the equivalent of multiple countries combined, comprising a market of 9+ Million households across 95 districts and 33 geographical areas in 12 States. Further, our JV company is building additional 19 GAs (totaling 52 GAs in all).

This investment is a reflection of the seriousness with which we perceive the potential of the sector and our defining role within.

We are driven by a commitment to democratise the use of natural gas within the geographic areas (GAs) allocated to us, so that it is available, affordable and accessible to all consumers.

We expect to play the role of an evangelist, widening the consumption of this natural resource by building awareness, reach, demonstrated advantage, eco-system, service, safety and a superior consumer proposition.

We are committed to create a market from scratch across the geographic areas allocated to us, comprising around 15% of India's population (geographic areas allocated to us including joint ventures).

We recognise that the opportunity available to us is among the largest in the world in terms of population size; we intend to make a dramatic transformation in the life quality of the people we address, graduating them to cleaner environments and lifestyles.

We believe that this impact can prove life-transformative for home-makers, with a visible impact on their health, time and empowerment.



Part 2

The drivers of the Company's excellence.

CORPORATE OVERVIEW

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FINANCIAL STATEMENTS

Analysis 

How the market-leading Adani Total Gas Limited is positioned to capitalise on an unprecedented opportunity

Our business

Adani Total Gas Ltd., founded in 2005, is India's largest city gas distribution company, providing piped natural gas to the industrial, commercial and residential sectors and CNG in the transport sector. The Company is engaged in the development of a City Gas Distribution (CGD) network across 33 geographic areas on its own account and 19 in partnership with Indian Oil Corporation Limited.

ATGL is also entering into the generation / distribution of clean energy from biomass, electric vehicle charging, a one basket-one wallet approach. ATGL also ventured into the manufacture of smart meters.

Our presence

Adani Total Gas enjoys a direct presence in 33 geographic areas; with 14 GAs added to ATGL following the 11th Round CGD bidding. ATGL has increased its geographic area spread almost 8x in four years. Thirteen GAs

were won in the 9th round CGD bidding, two GAs in the 10th round in addition to four GAs prior to the 9th and 10th rounds. Adani Total Gas is authorised to commission city gas infrastructure and supply natural gas in 29 (GAs from 9th, 10th and 11th Bid round) new geographical areas in Gujarat, Haryana, Karnataka, Tamil Nadu, Rajasthan, Madhya Pradesh, Uttar Pradesh, Chattisgarh, Odisha, Maharashtra, Jharkhand and Assam.

The Company's joint venture (50:50) with Indian Oil Corporation (Indian Oil-Adani Gas Private Limited) operates CGD networks in 19 geographic areas in Uttar Pradesh, Punjab, Haryana, Kerala, Uttarakhand, Karnataka, Goa, Bihar, West Bengal and the Union Territory of Daman. The JV was entered into in 2013-14 to capitalise on a growing preference for natural gas and leverage mutual infrastructure and domain expertise. The joint venture had won nine GAs in the 9th Round bidding and one GA in the 10th Round Bidding with eight licenses

in the prior CGD bidding rounds. IOAGPL is gaining momentum by the virtue of being an established CGD player.

Equity ownership

TotalEnergies Holdings SAS, the world's second largest LNG private player, acquired 37.4% of the equity capital of the Company in February 2020, becoming a co-Promoter. Following this transaction, the equity holding of Adani Total Gas Limited was held equally between the Adani Group and TotalEnergies.

Knowledge capital

The human capital at Adani Total Gas Limited stood at 466 employees as on 31st March, 2022 following the addition of 116 employees in 2021-22. Eighty three per cent employees were engineers or professionals. The average age of employees was 34; 175 employees had worked with the Company for more than five years as on 31st March 2022. The employees were distributed across 28 locations in 2021-22.

Credit rating

Domestic rating

The following ratings were provided by ICRA to Adani Total Gas Ltd. for the following financial instruments:

Term loans: AA-/ Stable

Long-term fund based - CC: AA-/ Stable

Short-term non-fund based - BG/ LC: A1+

Short-term fund based - BD/ Short term loan: A1+



Our equity
shareholding

Adani Group
37.40%

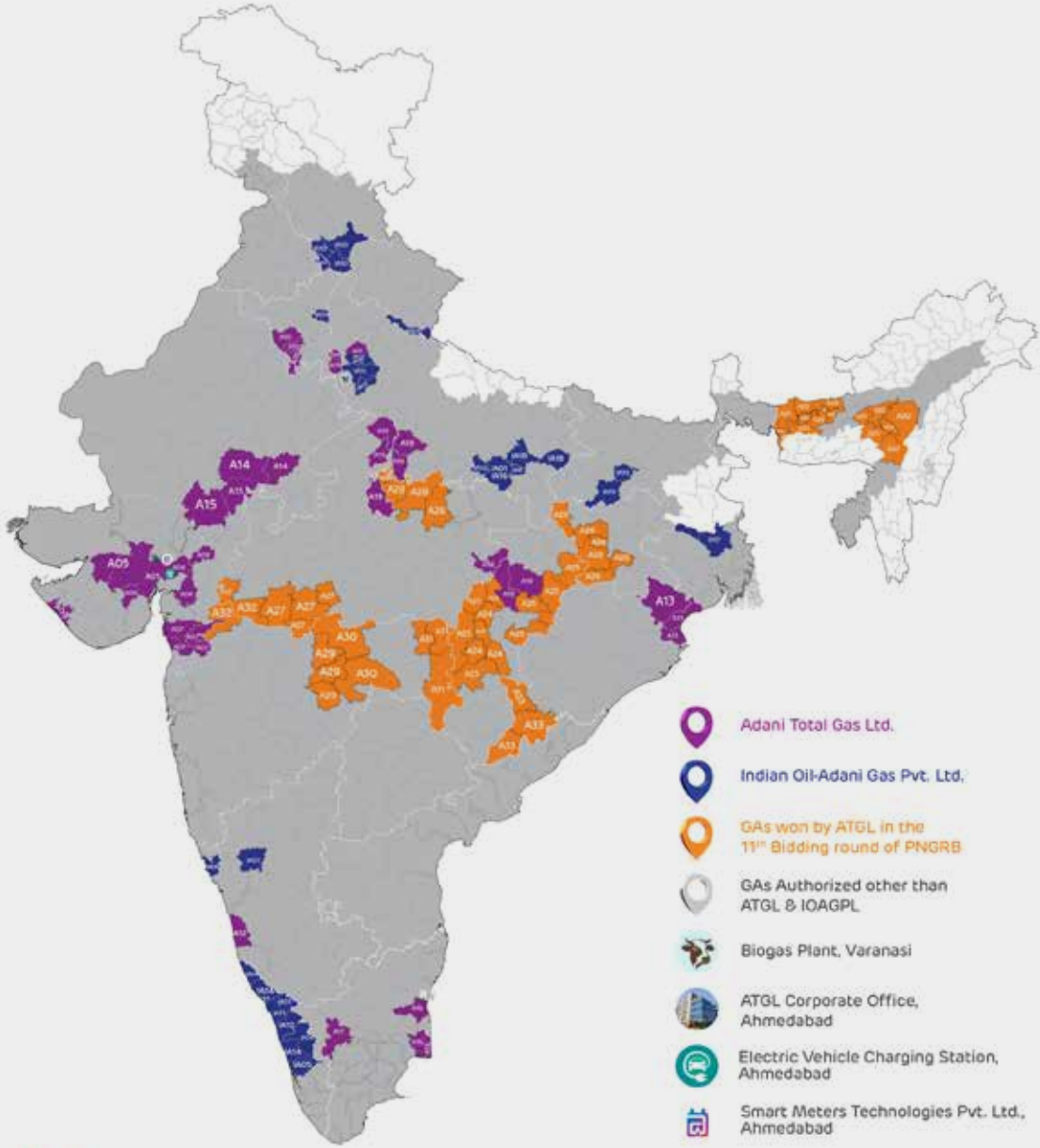
TotalEnergies
Holdings SAS
37.40%

Public
25.20%

Our presence

Snapshot of ATGL's portfolio (Including IOAGPL)

FINANCIAL STATEMENTS
STATUTORY REPORTS
CORPORATE OVERVIEW



ATGL

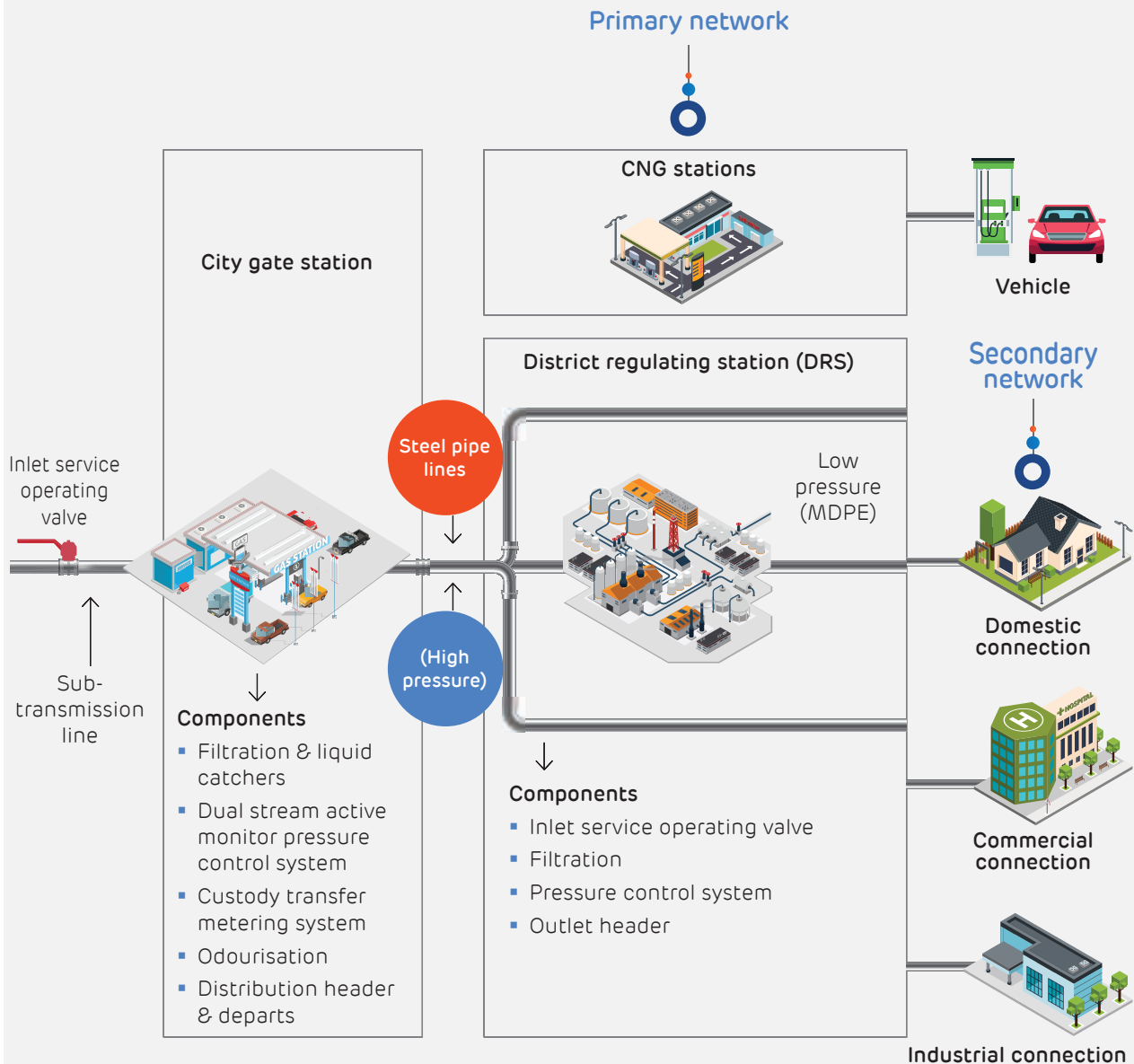
A01: Ahmedabad City and Daskroi Area | A02: Faridabad* | A03: Khurja | A04: Vadodara* | A05: Surendranagar District (EAAA) & Morbi District (EAAA) | A06: Barwala & Ranpur Talukas | A07: Navsari District (EAAA), Surat District (EAAA) & the Dangas District | A08: Kheda District (EAAA) & Mahisagar District | A09: Porbandar District | A10: Bhiwani, Charkhi Dadri & Mahendragam Districts | A11: Nuh & Palwal Districts | A12: Udipi District | A13: Balasore, Bhadrak & Mayurbhanj Districts | A14: Bhiwara & Bundi Districts | A15: Chitorgam (Other than Rawatbhata Taluka) & Udaipur Districts | A16: Cuddalore, Nagapattinam & Tiruvannamur Districts | A17: Tiruppur District | A18: Anaparthi, Bilaspur & Korba Districts | A19: Jhansi (EAAA) District, Bhind, Jalaun, Lalitpur & Datia Districts | A20: Nagaon, Morigaon, Hojai, Karbi Anglong, West Karbi Anglong, Dima Hasao Districts | A21: Kokrajhar, Dhubri, South Salmara-Mankachar & Goalpara Districts | A22: Baksa, Barpeta, Bongaigaon, Chirang, Nalbari & Bajali Districts | A23: Kabirdham, Raj Nandgaon & Kanker Districts | A24: Mungeli, Bemetara, Durg, Balod & Dhamtari Districts | A25: Jashpur, Raigarh, Jhagiri-Champa & Mahasamund Districts | A26: Gumla, Latehar, Lohardaga, Simdega, Garhwa & Khunti Districts | A27: Buxar, Khandwa, Khargone & Harda Districts | A28: Tikamgarh, Niwari, Chhattarpur & Panna Districts | A29: Akola, Hingoli & Washim Districts | A30: Amravati & Yavatmal Districts | A31: Bhandara, Gondiya & Garchiroli Districts | A32: Alirajpur, Nandurbar & Barwani Districts | A33: Koraput, Malkangiri & Nabarangpur Districts

IOAGPL

IA01: Chandigarh | IA02: Allahabad | IA03: Panipat District | IA04: UT of Daman | IA05: Ernakulam District | IA06: Udhampur District | IA07: Dharwad District | IA08: South Goa District | IA09: Bulandshahr (part) District | IA10: Panchkula District (EAAA), Sirmour, Shimla & Solan (EAAA) Districts | IA11: Kozhikode & Wayanad Districts | IA12: Malappuram District | IA13: Kannur, Kaseragod & Mahe Districts | IA14: Patakkad & Thrissur District | IA15: Bulandshahr District (EAAA), Aligarh & Mathras Districts | IA16: Allahabad District (EAAA), Bhadohi & Kaushambi Districts | IA17: Burdwan District | IA18: Jaunpur and Ghazipur Districts | IA19: Gaya & Nalanda Districts

EAAA - Except Area Already Authorized | <https://pngrb.gov.in/eng-web/fgd-auth.html> | *hub-judice GAs
This map is an indicative representation as of March 2022 and does not specify exact GA boundaries. Authorization remains the same as per PNGRB.

Distribution network



Indian Oil-Adani Gas Private Limited (IOAGPL)

This 50:50 joint venture between Adani Total Gas Limited and Indian Oil Corporation Limited was created in 2013-14 to capitalise on a growing natural gas demand as well as mutual infrastructure and domain competence. Indian Oil Corporation Limited's operational track record, existing infrastructure, LNG import terminal and retail outlets were complemented by the widening CGD experience of Adani Total Gas Limited.

Highlights of the joint venture

19

Geographic areas

122.60

(₹ Crore) EBITDA

2,999

Km of MDPE pipeline and 827 Km of steel pipeline network created

216

CNG stations

All number are relevant for Year 2021-22



The big numbers at Adani Total Gas, India's largest city gas distribution company

<p>9%</p> <p>Percentage of India's population addressed by ATGL</p>	<p>466</p> <p>Human Capital</p>	<p>33</p> <p>Geographic areas</p>
<p>4429</p> <p>Asset base (₹ Crore)</p>	<p>334</p> <p>CNG stations (includes 59 dealer stations)</p>	<p>9,100+</p> <p>Km pipeline network</p>
<p>1,820</p> <p>Industrial customers</p>	<p>3,856</p> <p>Commercial customers</p>	<p>0.56</p> <p>Residential customers (Million)</p>
<p>1.91</p> <p>Average MMSCMD gas supplied</p>	<p>2.26</p> <p>Peak volume, MMSCMD, February 2022</p>	<p>22.5%</p> <p>5-year CAGR in revenues</p>
<p>3,248</p> <p>Total income (₹ Crore)</p>	<p>23%</p> <p>Return on Equity</p>	<p>AA-</p> <p>External credit rating</p>
<p>1,999</p> <p>₹ in Crore, capex in the last three years</p>	<p>Fully automated supervision of the entire CGD network through SCADA</p>	<p>First EV charging facility commenced</p>


All numbers are relevant as of 31st March, 2022

ADANI GROUP PROFILE

The multi-business Adani Group is one of the most dynamic industrial conglomerates in India.

CORPORATE OVERVIEW
STATUTORY REPORTS
FINANCIAL STATEMENTS




Values  **Courage**
We shall embrace new ideas and business


Engaged in nation building

Vision
To be a world class leader in businesses that enrich lives and contribute to nations in building infrastructure through sustainable value creation.

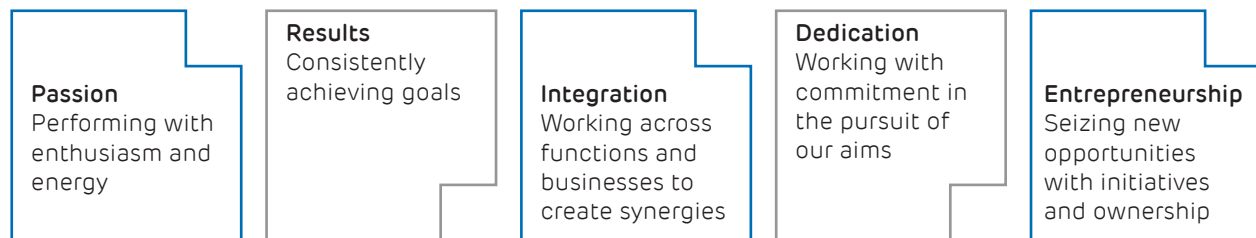
Enhancing stakeholder value

Trust
We shall believe in our employees and other stakeholders 

Enriching communities of its presence

Commitment
We shall stand by our promises and adhere to high standards of business 

Culture



The promoter

The Adani Group has been promoted by the visionary industrialist Mr. Gautam Adani. The Group was founded by Mr. Gautam Adani in 1988 as a commodity trading business, the flagship company being Adani Enterprises Limited (previously Adani Exports Limited).

The Adani Group

Headquartered in Ahmedabad, India, Adani Group comprises the largest and fastest-growing portfolio of diversified businesses in India with interests in Logistics (seaports, airports, logistics, shipping and rail), Resources, Power Generation, Transmission & Distribution, Renewable Energy, Gas & Infrastructure, Agro (commodities, edible oil, food products, cold storage and grain silos), Real Estate, Public Transport Infrastructure, Defence & Aerospace, Mining Services, Copper, Petrochemicals, Data Centre and other sectors.

The scale

Most of the Group's businesses are among the largest in India, generating attractive economies of scale. Adani Green Energy Limited is among the largest renewable energy businesses in India. Adani Total Gas Limited is the largest city gas distribution business in India. Adani Ports & Special Economic Zone Limited is the largest private sector port operator in India. Adani Wilmar is the largest edible oils brand in India. Adani Transmission Limited is the largest private sector transmission and distribution company in India. Adani Power Limited is the largest private sector thermal power producer in India.

The visibility

The Adani Group comprises seven publicly traded companies with market capitalisation of USD 206 billion as of 29th April 2022.

The positioning

The Adani Group has positioned itself as a leader in the transport logistics and energy utility portfolio businesses in India. The Group has focused on sizable infrastructure development in India with operations and maintenance (O&M) practices benchmarked to global standards.

The core philosophy

The Adani Group's core philosophy is 'Nation Building', driven by 'Growth with Goodness', its beacon for sustainable growth. The Adani Group is committed to widen its ESG footprint with an emphasis on climate protection and increasing community outreach through CSR programmes woven around sustainability, diversity and shared values.

The credibility

The Adani Group comprises four IG-rated businesses and is the only Infrastructure Investment Grade bond issuer from India.

Adani: A world class infrastructure & utility portfolio

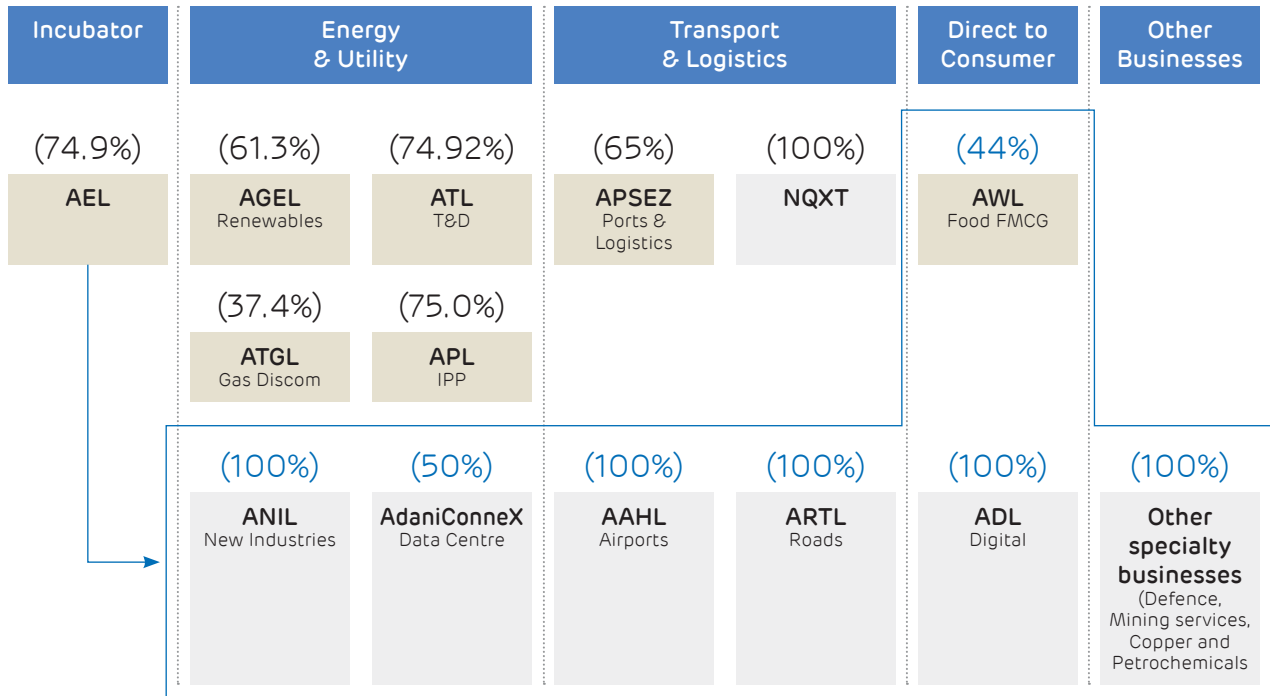


← Infrastructure and utility portfolio →

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(%): Promoter equity stake in Adani Portfolio companies

■ Represents public traded listed verticals

(%): AEL equity stake in its subsidiaries

~USD 206 billion combined market capitalisation

A multi-decade story of high growth and de-risked cash flow generation

Marked shift from B2B to B2C businesses

ATGL: Gas distribution network to serve key geographies across India

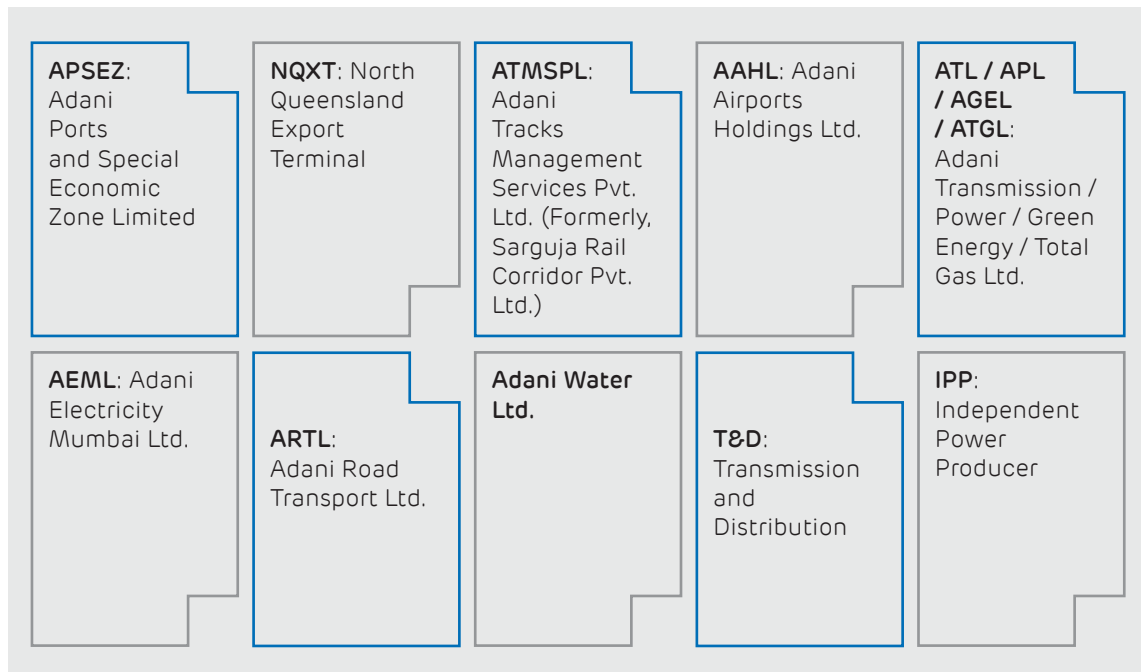
AEML: Electricity distribution network that powers the financial capital of India

Adani Airports: Operates, manages and develops eight airports in the country

Locked in Growth

Transport & logistics: Airports and Roads

Energy & Utility: Water and Data Centre



Opportunity identification, development and beneficiation are intrinsic to Adani Group's diversification and growth

Adani Group: Repeatable & proven transformation investment model

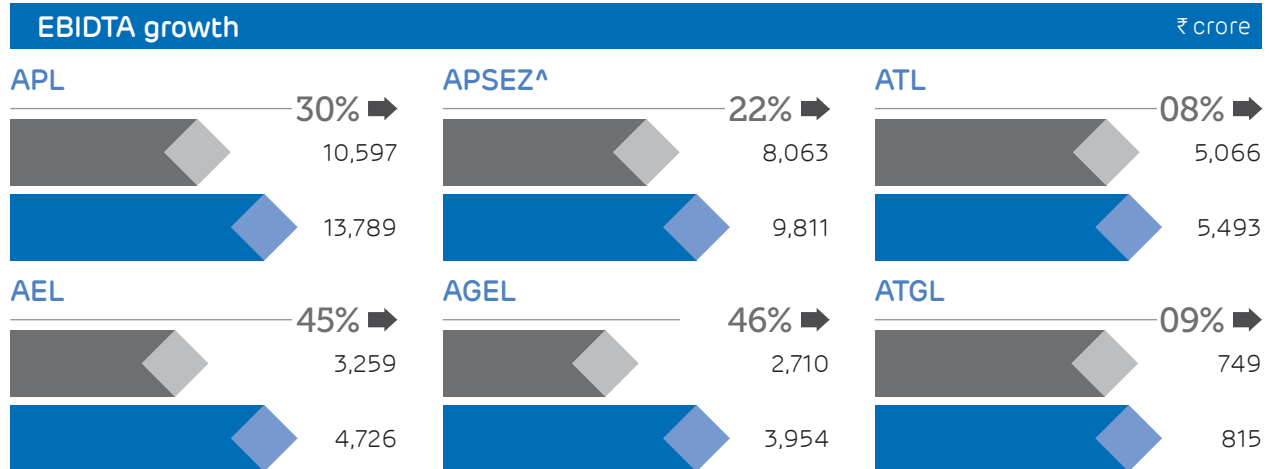
	Phase	Development	Operations	Post operations																	
Activity	Origination <ul style="list-style-type: none"> Analysis & market intelligence Viability analysis Strategic value 	Site development <ul style="list-style-type: none"> Site acquisition Concessions and regulatory agreements Investment case development 	Construction <ul style="list-style-type: none"> Engineering & design Sourcing & quality levels Equity & debt funding at project 	Operation <ul style="list-style-type: none"> Life cycle O&M planning Technology enabled O&M 	Capital management <ul style="list-style-type: none"> Redesigning the capital structure of assets Operational phase funding consistent with asset life 																
	<ul style="list-style-type: none"> India's largest commercial port (at Mundra) 	<ul style="list-style-type: none"> Completed one of India's longest intra-state transmission lines of 897 ckm (Ghatampur Transmission Ltd.) 	<ul style="list-style-type: none"> 648 MW ultra mega solar power plant (Kamuthi, Tamil Nadu) 	<ul style="list-style-type: none"> Energy Network Operation Center (ENOC) 	<ul style="list-style-type: none"> First ever GMTN of USD 2 billion by an energy utility player in India an SLB (Sustainability-Linked Bond) in line with COP26 goals at AEML AGEL's tied up 'Diversified Growth Capital' with revolving facility of USD 1.35 billion fully fund its entire project pipeline Issuance of 20 and 10-year dual tranche bond of USD 750 million making APSEZ the only infrastructure company to do so Green bond issuance of USD 750 million established AGEL as India's leading credit in the renewable sector 																
Performance	<ul style="list-style-type: none"> Highest margin among peers 	<ul style="list-style-type: none"> Highest line availability 	<ul style="list-style-type: none"> Constructed and commissioned in nine months 	<ul style="list-style-type: none"> Centralised continuous monitoring of solar and wind plants across India on a single cloud based platform 	<p>Debt structure moving from PSU banks to Bonds</p> <table border="1"> <caption>Debt Structure at 31st March 2016</caption> <tr> <td>PSU banks</td> <td>55%</td> </tr> <tr> <td>Private banks</td> <td>14%</td> </tr> <tr> <td>DCM (Bonds)</td> <td>31%</td> </tr> </table> <table border="1"> <caption>Debt Structure at 31st March 2022</caption> <tr> <td>PSU banks</td> <td>37%</td> </tr> <tr> <td>Private banks</td> <td>25%</td> </tr> <tr> <td>DII</td> <td>18%</td> </tr> <tr> <td>Global International Banks</td> <td>6%</td> </tr> <tr> <td>PSU-capex LC</td> <td>8%</td> </tr> </table>	PSU banks	55%	Private banks	14%	DCM (Bonds)	31%	PSU banks	37%	Private banks	25%	DII	18%	Global International Banks	6%	PSU-capex LC	8%
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				<ul style="list-style-type: none"> PSU banks Private banks DCM (Bonds) DII Global International Banks PSU-capex LC 																	

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How Adani Group companies performed in 2021-22

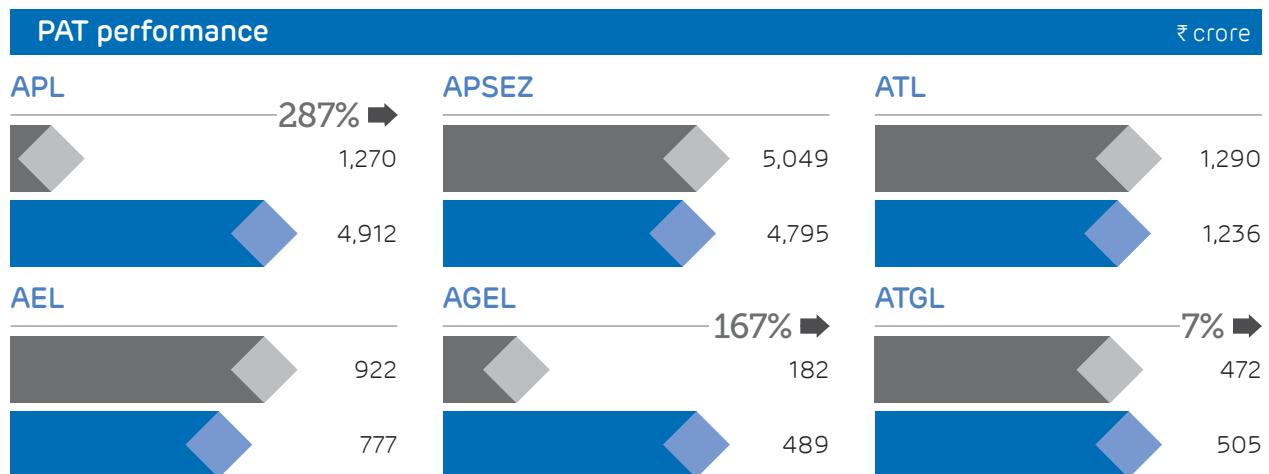


Strong growth in the consolidated EBITDA of the listed companies of the Group by 26% in 2021-22 demonstrates the utility nature of the businesses

- APL EBITDA improved due to improved tariff realisation and higher prior period income recognition
- AGEL's continued growth in EBITDA was supported by an increase in revenues and cost efficiencies brought in through analytics driven O&M
- ATL EBITDA grew on account of higher revenues in transmission and distribution segments.
- APSEZ EBITDA growth was on account of an increase in cargo volume, operational efficiency and cost restructuring
- ATGL EBITDA grew due to increase in sales volume and coupled with an improvement in the operating margin and cost optimisation
- AEL EBITDA grew due to better margins in the IRM business and consolidation of the Mumbai Airport business

[^]APSEZ: EBITDA includes other income one-time transaction cost of ₹60 crore in 2021-22 and donation of ₹80 crore in 2020-21. EBITDA excludes forex gain/loss, other income

■ 2020-21 ■ 2021-22



- All portfolio companies registered profit after tax (PAT)

■ 2020-21 ■ 2021-22

The Adani Group's platform of foresight excellence, outperformance and leadership

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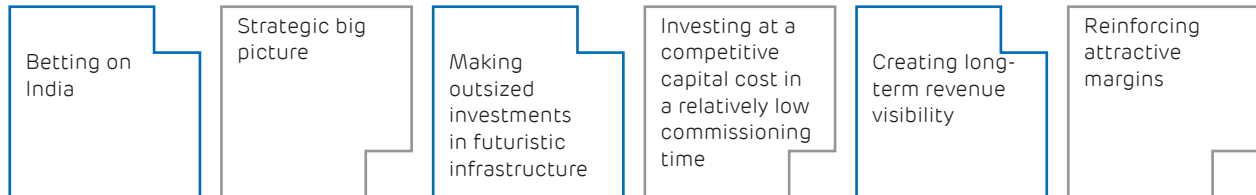
CORPORATE OVERVIEW



The Adani Group businesses



The Adani Group growth platform



The platform

India

At the Adani Group, we believe in and bet on India. We have observed that following the announcement of liberalisation in 1991, India has not just grown faster; it has compressed the GDP growth of the earlier decades into considerably fewer years for equivalent growth. India is now expected to transition from a sub-USD 3 trillion economy to a USD 5 trillion economy in the next few years.

At Adani Group, we proactively invested in businesses that will ride the middle-income consumption engine seeking improved life quality. We have invested not on the basis of what is, but on what can be. By making disproportionate investments, we intend to shift the needle not just for the Company but for the country as a whole - with the objective of extending access, reducing costs, widening the market and, in doing so, helping strengthen India.

Competitive advantage

At the Adani Group, we believe that the ability to make a significant national contribution can only be derived from a broadbased competitive advantage that is not dependent on any one factor but is the result of an overarching culture of excellence – the coming together of adjacent business presence, rich sectorial experience, timely project implementation, ability to commission projects faster than the sectorial curve, competence to do so at a cost lower than the industry average, foresight to not merely service the market but to grow it, establish a decisive sustainable leadership and evolve the Company's position into a generic name within the sector of its presence.

Relatively non-mature spaces

At the Adani Group, we have selected to enter businesses that

may be considered 'maturely non-mature'. Some of the businesses can be classified as mature, based on the enduring industry presence and the conventional interpretation of their market potential; these very businesses can be considered non-mature by the virtue of their vast addressable market potential and the superior Adani Group value proposition. The result is that the Adani Group addresses sectorial spaces not on the basis of existing market demand but on the basis of prospective market growth following the superior Adani sectorial value proposition.

Outsized

The Adani Group has established a respect for taking outsized bets in select sectors and businesses without compromising Balance Sheet safety. The Group establishes a large capacity aspiration that sends out a strong message of its long-term

direction. Its outsized initial capacity establishes economies of scale within a relatively short time horizon that deters prospective competition and generates a substantial cost leadership (fixed and variable) across market cycles.

Technology

The Adani Group invests in the best technology standards of the day that could generate precious additional basis points in profitability and help more than recover the additional cost (if at all) paid within a short tenure. This superior technology standard evolves into the Company's sustainable competitive advantage, respect, talent traction and profitability.

Execution excellence

The Adani Group has built a distinctive specialisation in project execution, one of the most challenging segments in India. The Group has established benchmark credentials in executing projects faster than the sectorial average by drawing from the multi-decade Adani pool of managerial excellence across a range of competencies. This capability has resulted in quicker revenue inflow, increased surplus and competitive project cost per unit of delivered output.

Scalable financial structure

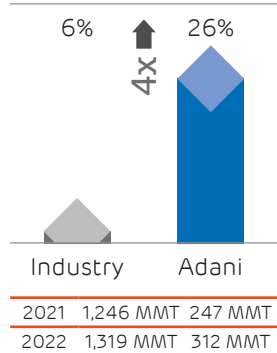
The Adani Group has created a robust financial foundation of owned and borrowed funds (the lowest cost by far for infrastructure building companies in India). This enhanced credibility makes it possible for the Adani Group to mobilise resources from some of the largest global lenders at among the lowest costs. This approach helps transform these marquee institutions from mere lenders to stable resource (fund or growth) providers for the long-term.

Ownership

The Adani Group comprises a high promoter ownership, validating a commitment and ownership in projects.

Adani Group's outperformance

Port cargo throughput growth (MMT)



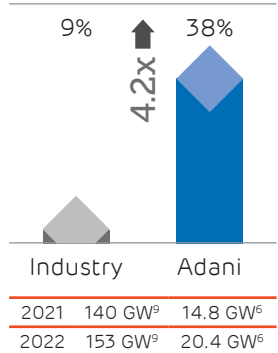
APSEZ

Highest margin among peers global

EBITDA margin: 70%^{1,2}

Next best peer margin: 55%

Renewable capacity growth (GW)



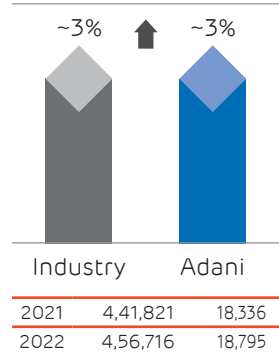
AGEL

World's largest solar energy developer

EBITDA margin: 91.8%^{1,4}

Among the industry's best

Transmission network growth (ckm)



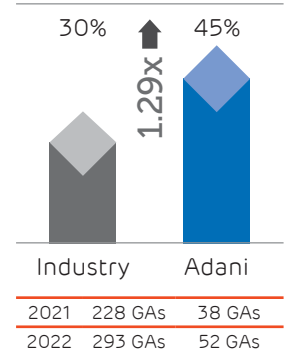
ATL

One of the highest network availability among peers

EBITDA margin: 92%^{1,3,5}

Next best peer margin: 88%

City gas distribution⁷ growth (GAs⁸ covered)



ATGL

India's largest private CGD business

EBITDA margin: 41%¹

Among the best in industry

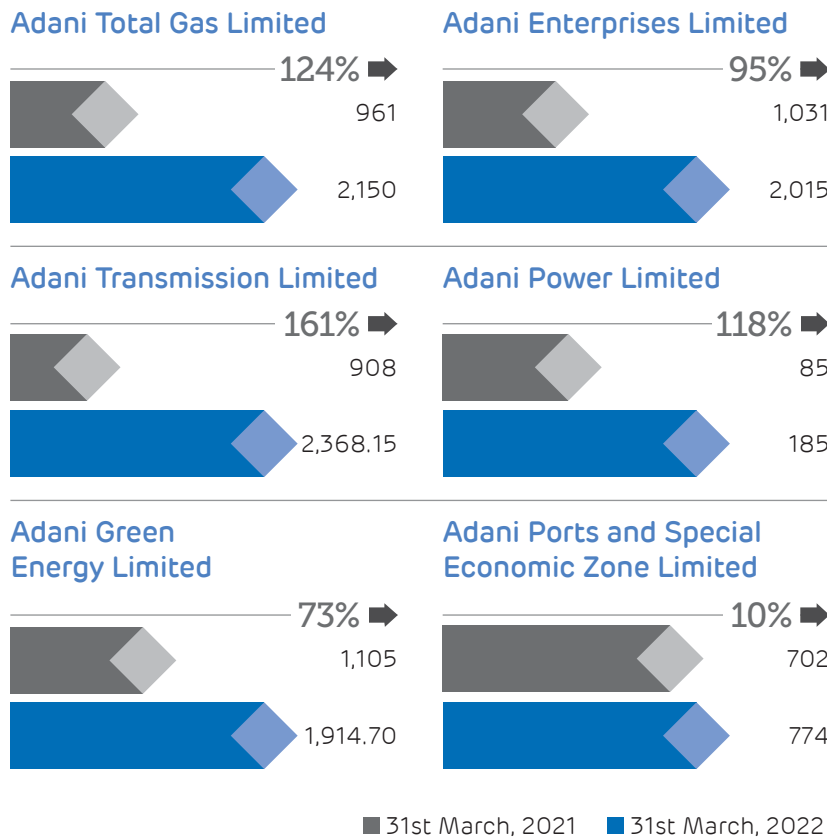
Transformative model driving scale, growth and free cash flows

Note: 1. Data for 2021-22; 2. Margin for ports business only, Excludes forex gains/losses; 3. EBITDA = PBT + Depreciation + Net Finance Costs – Other Income; 4. EBITDA Margin represents EBITDA earned from power supply 5. Operating EBITDA margin of transmission business only, does not include distribution business. 6. Contracted & awarded capacity 7. CGD – City Gas distribution 8. GAs - Geographical Areas - Including JV | Industry data is from market intelligence 9. This includes 17GW of renewable capacity where PPA has been signed and the capacity is under various stages of implementation and 29GW of capacity where PPA is yet to be signed'

How Adani Group companies performed in a challenging 2021-22

(share price in ₹)

Movement in the Adani listed portfolio on the stock exchanges in 2021-22



All Adani portfolio stocks generated a healthy growth.

The Adani Group: Establishing benchmarks

Largest

India's largest commercial port (Mundra)

India's largest private sector ports company

India's largest single location private thermal IPP (Mundra)

One of the world's largest ultra mega solar power plant of 648 MW at Kamuthi (Tamil Nadu)

Largest

Ports company enjoying the highest margin among peers

One of the highest transmission line availability in India

Aiport infrastructure company in India

Quickest

The 648 MW solar power Kamuthi plant commissioned in only nine months

Longest

Completed one of the India's longest intra-state transmission lines of 897 ckm (Ghatampur Transmission Ltd.)

Our co-promoter TotalEnergies.

TotalEnergies is one of the world's largest and most respected integrated energy groups.

It has been engaged in energy production and supply for nearly a century.

It enjoys the respect of the energy sector, with a presence in more than 130 countries.

TotalEnergies profile

Background

TotalEnergies is an energy company committed to provide affordable, cleaner, reliable and accessible energy to people.

More energy, fewer emissions: that is the dual challenge the Company tries to resolve with customers, stakeholders and

society to contribute to the planet's sustainable development and address climate change.

TotalEnergies promotes renewable, decarbonised energies, produces and markets fuels, natural gas and electricity. TotalEnergies prudently invests in solar and wind power, intending

to emerge as one of the top five global producers of renewable energy by 2030.

To preserve the planet in the face of the climate challenge, TotalEnergies is moving towards new energies.

Competitive strengths

The integrated business model

TotalEnergies is present across the entire value chain from production to distribution.

Employees

TotalEnergies employs 105,000 people across 160 nationalities and 730 metiers, strengthening its competitiveness.

Global footprint

TotalEnergies is active in more than 130 countries and nearly 800 production sites worldwide.

Key numbers

\$18.1bn

(USD bn), Adjusted net income in 2021

400+

Researchers in its 18 R&D centres

2

(Rank), Among the world's liquefied natural gas producers

2.8

Mboe/day, Produced in 2020, of which 55% was natural gas

>100

GW, Production capacity for renewable electricity by 2030.

8+

Million, Customers served in its 16,000 service stations every day

150,000

Charging points for electric vehicles

30

% polymers to be produced from recycled materials by 2030

9

Million, Gas and power customers in Europe

3

USD bn, Invested in renewables in 2021

 CHAIRMAN'S MESSAGE

Optimism comes from
Resilience. Resilience
comes from Belief. Belief is

Optimism

To say the world is in uncharted waters would be an understatement.

The adverse impact of a mix of the pandemic, armed conflict and climate change has exposed the fragility of the global system that we had largely considered as having competently learned how to manage itself. It has now dawned on governments across the world that the implications of this multidimensional crisis are hard to predict, may complicate further and that signs of its damaging effects — uncontrolled inflation, disrupted food supplies, increased human displacement, exposed healthcare machinery, stalled education levels and faltering job creation ecosystems — are evident and testing the resilience of every nation.

Resilience is defined as the characteristic that makes it possible to rebound into shape; it is the ability to withstand crises; it is the ability to face uncertainties with curiosity and optimism. This capacity to rebound is becoming harder to model or predict as the crises drivers are becoming harder to anticipate and increasingly intermingled. While there is always room for debate, there can be no denying that, looking back, India has emerged far better in its handling of the Covid-19 crisis from the humanitarian and economic perspectives than most developed economies. India has been able to take a mature approach to the ongoing conflict and has been one of the most aggressive nations in terms of establishing a renewable energy target for itself; while doing all

of this, India has also emerged as the fastest growing major economy.

The overarching takeaway is that despite global instability, India has fared better than almost any other major nation. While there were situations over the past 24 months when it appeared that events were getting out of control, we must give credit where credit is due — India was able to bounce back each time, a testimony to our nation's resilience. In my view, utopian as some may call it, India's resilience comes from its historic culture that has been shaped across thousands of years — a model of co-existence that actually works and the philosophy of 'vasudhaiva kutumbakam', which means that the world is one family.



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80%

Growth of ATGL's business

A culture of resilience

It is India's inherent resilience that provides our nation its underlying optimism. My belief in our nation has never been higher. To use a cricketing analogy, we are now playing on one of the strongest home grounds and on one of the firmest pitches that has ever existed. This pitch is expected to remain firm for several decades. Optimism comes from resilience. Resilience comes from belief. And belief is optimism.

In our case, it is this resilience, optimism and belief that drives us. The primary reason for the success of the Adani Group comes from our alignment with the India growth story. Never have we shied from investing in India, never have we slowed our investments, and never have we feared to enter adjacent sectors – our resilience comes from this unshakeable belief and confidence in the aspirations of our fellow Indians and the future of India.

During the journey of more than 17 years that the Adani Group and TotalEnergies have taken as Adani Total Gas Limited (ATGL), there were uncharted waters we entered and multidimensional crises that we faced. While we may have stumbled a few times, we were always able to get back on our feet. Our ability to rise after every stumble meant we

grew bigger and stronger by drawing on our experience. It is these experiences that have enriched us with resilience and laid the foundation of our optimism.

At a fundamental level, our strategy is linked to the strategy of the nation. Over the past decades, we have always believed in the policies announced by the Government, have continued to invest through all economic cycles, watched for emerging sectors critical for the country's growth and entered new sectors with a confidence in our learning and operating abilities. We have grown adjacency by adjacency without getting hung up on textbook business models. We have built infrastructure anticipating a far larger and greater India; this confidence has paid dividends.

The sum of these investments of the past empowered us to address the present crisis and set us up stronger to handle any new crisis in the future. It is this future that unfolded over the period 2021-22. This was a year when we announced ourselves to the world. In 2021-22, our confidence in our ability was validated. Our belief in our past defines our ability to believe in our future, translating into the big bets that we make.

Preparing to go 'green'

The best recent evidence for our confidence and belief in the future has been the USD 70 billion investment we announced in facilitating India's 'green'

transition. We are already one of the world's largest developers of solar power. Our strength in renewables will empower us enormously in our effort to make

The Adani Group's market capitalisation exceeded US\$ 200 billion. The Group raised billions of dollars from the international markets – a validation of confidence in the India and Adani growth stories. Further, TotalEnergies, one of the world's largest LNG producers, enhanced its commitment towards new energies.



'green' hydrogen, the fuel of the future; it will equip us to produce the least expensive 'green' electron and the least expensive hydrogen. We are leading the race to transform India from a country that is over-reliant on imported oil and gas to a country that can become a net exporter of clean energy. This would be a 'never-done-before' transformation in fortunes in a stunningly short period of time across the largest scale. This transformation will help reshape India's energy footprint in an extraordinary way.

While we are now a major global renewable energy player, we made remarkable progress in several other industries. In one stroke, we have become the largest airport operator in India. Around the airports where we

operate, we are engaged in the adjacent business of building aerotropolises and creating localised community-based economic centres. We have made entries in sectors ranging from data centres, super apps and industrial clouds to defence and aerospace, metals and materials – all aligned with the Government's vision of an Atmanirbhar Bharat.

We continue to grow as builders of India's infrastructure, winning some of the largest road contracts in the nation and growing our already substantial market share in businesses like ports, logistics, transmission and distribution, city gas and piped natural gas. The successful IPO of Adani Wilmar made us the largest FMCG company in the country and we are now the second

largest cement manufacturer in India. This year, the Adani Group's combined market capitalisation exceeded US\$ 200 billion. The Group raised billions of dollars from the international markets – a validation of confidence in the India and Adani growth stories. Further, TotalEnergies, one of the world's largest liquefied natural gas producers, enhanced its commitment towards new energies. The growth and success of our partnership have been recognised around the world. Foreign governments now come to us with proposals to work in their geographies and help build their infrastructure. The result is that in 2022 we laid the foundation to seek a broader expansion beyond India's boundaries.

I have no reason to believe that over the next two decades we will not suitably address this challenge. It is a virtuous cycle that is driven by the growth in the middleclass population and India today enjoys the world's firmest pitch on which to bat.

Robust results, record numbers

The growth in our market capitalisation has been supported by a robust and sustained growth in our cash flows. Our focus on operational excellence and accretive capacity addition delivered, across our portfolio, an

EBITDA growth of 26%. Portfolio EBITDA stood at ₹42,623 crore. This growth was diversified and reflected across our businesses, the results speaking for themselves.

Group highlights

- Our Utilities portfolio grew 26%
- Our Transport and Logistics portfolio grew 19%
- Our FMCG portfolio grew 34%; and
- Our Incubator business, represented by AEL, grew 45%

The high growth of our incubator AEL provides the group with a robust foundation for the continued development of new businesses for yet another big decade. AEL's unique business model has no parallel and we intend to leverage this further.

Segment highlights

AGEL

- Adani Green Energy Limited added 1,940 MW operational capacity in 2021-22 (greenfield commissioning 200 MW and inorganic addition 1,740 MW)
- Adani Green Energy Limited's solar capacity utilisation factor (CUF) improved 130 bps YoY to 23.8% and wind CUF improved 400 bps YoY to 30.8% in 2021-22

ATL

- Adani Transmission Limited added 1,104 ckm to its network, reaching 18,795 ckm, and sold a record 7,972 million units during the year.

APSEZ

- Adani Ports and Special Economic Zone Limited cargo volume grew 26% to 312 MMT in 2021-22; the journey from 200 MMT to 300 MMT in cargo volume was achieved in the record time of just three years.
- Adani Ports and Special Economic Zone Limited also handled record container volume of 8.2 million TEUs, a growth of 14%

ATGL

- Adani Total Gas Limited added 117 CNG stations, 556 commercial, 154 industrial and 85,840 domestic customers, a combined volume of 697 MMSCM (CNG+PNG)

Strategic highlights

- Adani Green Energy Limited completed the acquisition of Softbank's 5 GW renewable energy portfolio
 - Adani Enterprises Limited commenced operations of its Bravus mine in Australia.
 - Adani Enterprises Limited took over operations of the Guwahati, Jaipur and Thiruvananthapuram airports and completed the acquisitions of MIAL and NMIAL.
- While we can look back and

feel content, we are only now gathering momentum. What we have built over two decades is India's largest integrated infrastructure business based on a rapid extension into adjacent businesses. The result is that this is now being transformed into an integrated 'platform of platforms'

that combines energy with logistics. This is moving us closer to an unprecedented access to the Indian consumer. I know of no company that has such a business model with potential access to an unlimited B2B and B2C market for the next several decades.

A landmark year

It is here that I also want to take a moment to reflect on 2022 as a year with special personal meanings. It represents the 100th birth anniversary of my inspiring and role model father Shri Shantilal Adani, and my 60th birthday. To mark this milestone, the Adani family came together and decided to contribute ₹60,000 crore towards charitable activities related to healthcare, education and skill development, especially for rural India. These three areas should be seen holistically, rather than separately, because they

collectively form the drivers for an equitable and future-ready India. We have an opportunity in India to decisively lift tens of millions of people permanently out of poverty. We owe it to ourselves and our country to do everything we can to catalyse that process. Our experience in large project planning and execution and the learnings from the ongoing work done by the Adani Foundation will help us uniquely accelerate and implement these programmes across societies that need them the most.

The road ahead

Getting back to the theme of optimism as a driving force for a society, Martin Seligman, often referred to as the 'father of positive psychology', wrote in the Harvard Business Review that he came to his insights into the power of optimism 'the long, hard way, through many years of research on failure and helplessness.' Essentially, he discovered over several years of studies, that resilient people develop the courage of interpreting setbacks as temporary, local and changeable. A quote attributed to Winston Churchill echoes Seligman's findings on resilience. "Success is not final," Churchill is supposed to have said, "failure is not fatal:

it is the courage to continue that counts."

The reason I have always been inspired by writing and thinking around resilience is because as an entrepreneur, my philosophy has always been to keep trying. I am an incurable optimist. My optimism is founded on my belief in our ability to create a better future. This is why I always argue that India has become one of the greatest countries in which to be an entrepreneur. The prospects and potential for the future are dazzlingly bright. In India, I see a real relish to finally reclaim our former economic stature and our position as a pivotal force in global affairs. There will be

26%

Adani Group's EBITDA growth, 2021-22

₹42,623

crore, Adani portfolio EBITDA, 2021-22

bumps along the road, as has been the case in the past, and is expected to be the case in the future. However, there cannot be any doubt that the largest middle-class that will ever exist, augmented by an increase in the working age and consuming population share, will have a positive impact on India's growth rates, much in line with the demographic dividend that India enjoys.

I have no reason to believe that over the next two decades we will not suitably address this challenge. It is a virtuous cycle that is driven by the growth in the middle-class population and India today enjoys the world's firmest pitch on which to bat.

Gautam Adani
Chairman

CEO's strategic overview 

At ATGL, our platform has been built around the three pillars of customer-centricity, physical infrastructure and digital backbone.

Dear shareholders,

Overview

The year under review proved to be a seminal one for Adani Total Gas for a number of realities that converged concurrently, increasing the challenges, opportunities and unforeseen all at once. The ability of the Company to navigate these challenges and address the opportunities made it a rewarding year. If there was an intangible bottom-line to the year under review, then it was this: your

Company demonstrated resilience in the face of unforeseen realities on the one hand without losing its capacity to seize on opportunities on the other. The result is that the Company demonstrated a multi-faceted picture of its personality, the full implications of which will be progressively reflected in its growth across the coming years. This was the year when your Company strengthened its leading position as India's largest private CGD player following the addition of 14 new geographical

areas in the 11th CGD bid round. Your Company, along with authorisations of its joint venture company Indian Oil Adani Gas (IOAGPL), has been authorised to develop gas distribution networks across 124 districts in India.

Building business

The Company has been continuously building its business around a holistic Ten-Fold Approach, which is intended to enhance value for all stakeholders. The Ten-Fold Approach is backed by the Adani Group vision of Growth with Goodness and Responsibility.

- i. Safety
- ii. Sustainability
- iii. Operational and execution excellence
- iv. Cost-efficiency
- v. Capital management
- vi. Customer Centricity
- vii. Human Capital
- viii. Volume expansion and future proofing
- ix. Governance
- x. Compliances

The Ten-Fold Approach will strengthen the Company's preparedness to address opportunities with de-risked speed.

Performance

The strong performance of ATGL was achieved in the face of the pandemic resurgence that came with lockdowns or slowdowns during the first and fourth quarters of the year. The outbreak of the unprecedented geopolitical crisis in the fourth quarter spiked gas prices, affecting our procurement economics. Over and above, there was an increase in the price of gas under the Administered Pricing Mechanism (APM) and a marginal decline in gas allocation under the APM

framework, which enhanced short-term costs.

It is a credit to the Company that despite these challenges, your Company delivered good infrastructure development and also built on the financials of the previous year, with strengthened robustness of its business to perform even better in the future.

Reinventing ourselves

If there is one feature that became increasingly evident during the year under review and could contribute to the Company's long-term sustainability, it was the capacity to reinvent ourselves around the Ten-Fold Approach.

This reinvention comprised different aspects of the Company's personality in response to diverse external developments.

There was a focused approach on rolling new city gas distribution infrastructure with speed to deliver the benefits of Piped gas or CNG to consumers. The Company achieved its infrastructure rollout target during the year under review, the pandemic challenges notwithstanding. The Company started generating revenues from some new infrastructure that was commercialised during the year under review. This provided a greater revenue generation visibility across the foreseeable future.

There was a need to address the deepening service needs of consumers that would make them ambassadors of our brand, resulting in an increased consumer offtake or an increase in the number of consumers. The Company responded to this need through a combination of digitalisation and human interventions that enhanced consumer assurance, service and delight.

There was a focus on building an engagement with the public at large with the objective to

create a society that became increasingly aware of the need to address climate change as well as other initiatives to moderate carbon footprint. Our unique Greenmosphere initiative was received by the community; with the support of the local government, your Company is building a ten-acre garden in Ahmedabad that shall act as an 'oxygen line' with over two 200,000 plants. Besides, your Company's push towards Solarise all Assets and develop low carbon society (LCS) will deepen our recall as a company seeking to transform the world ground level upwards, making young millennials as a part of these transformational initiatives.

There was a commitment to keep operating costs under control through stronger volume-based negotiations, value-engineering, stronger digitalised transformation and a comprehensive synergy leverage of Adani and TotalEnergies. The result was that despite unprecedented resource inflation, your Company grew its profits, validating its effectiveness.

There was a concurrent bidding for new geographic areas even as it was engaged in rolling out infrastructure across geographic areas assigned in the past. This represented a strong initiative to keep broad basing the Company's prospective footprint and building the business for tomorrow even as it continued to address the challenges of the day.

This culture of 'Now!' helped the Company reinvent in various ways, underlined by resilience at one end and responsiveness to growth at the other. Besides, it opened the Company to the possibility of seizing opportunities as they came along while being engaged in achieving pre-established medium-term objectives.

Infrastructure rollout

At Adani Total Gas, we recognised

that infrastructure rollout on account of the pandemic was a challenge. The challenges were considerable; the need for social distancing and restricted mobility staggered the progress of the infrastructure rollout across the city gas distribution segment of the industry, ATGL included.

However, your Company responded with a combination of work-from-home, digital technologies and a teamworking culture. Without comprising employee safety, health or hygiene, your Company achieved substantial infrastructure rollout during the year under review. Your Company commercialised operations in 14 locations, accounting for 14 % of revenues reported during the year under review.

On the infrastructure front, ATGL added 117 new CNG stations in FY22, resulting in a total of 334 CNG stations as on 31st March 2022. ATGL had connected more than 5.64 Lakh domestic connections, having added more than 85,000 connections in FY22. Similarly, the Company reported strong growth in Industrial and Commercial connections which stood at 5,676 consumers as on 31st March 2022 (added 710 consumers in FY 22). On the steel pipeline front, ATGL completed 5,384 inch Km of steel pipeline in the GAs allotted in the 9th and 10th rounds with a total of more than 8,900 inch kms across locations.

Broad-basing our platform

Until the start of FY 2021-22, ATGL was driven by the prospects coming out of natural gas consumed by residential, commercial and commuting customers.

In line with our vision to counter climate change by building a decarbonised footprint, your Company launched a multi-fuel transportation basket during the year under review.

The Company derived 45% of its revenues from the CNG business and 55% from the piped natural gas business, indicating that no segment grew at the cost of the other.

In addition to marketing natural gas through piped and CNG interventions, your Company made a decisive extension by taking small steps in extending its business model towards electric vehicle charging points. Besides, your Company outlined plans to offer compressed bio-gas to consumers.

We believe that these extensions are synergic with our business interests. At a holistic level, they are directed towards decarbonisation; at a more functional level, they will offer consumers a wider fuel choice based on their vehicle type. Besides, the EV value chain including charging and biogas options can extend beyond gas stations to any urban or rural location (within and outside our geographic areas), providing consumers with the assurance that we will be wherever they need us to be present with whatever they need. This marks our commitment towards complete customer-centricity: not giving consumers what we possess but giving them what they need. This also aligns with our vision of expanding the customer universe by providing an array of alternative clean energy fuels.

As an extension of this platformisation, the Company built a joint venture with IOAGPL. It invested 5% in IGX (India's first gas exchange) equity capital and traded through it for spot purchases. It formed Smart Meters Technologies Private Limited as a 50:50 joint venture for the manufacture of gas meters dedicated to the design, development and manufacture of gas meters (mechanical and smart).

The broad-based emphasis was reflected in our revenue mix during the financial year. The Company derived 45% of its

revenues from the CNG business and 55% from the piped natural gas business, indicating that no segment grew at the cost of the other. This focus, where no segment was considered more important than the other, resulted in growth across segments: there was an increased number of consumers across both segments despite an increase in gas costs at the consumer level.

Going ahead, we believe that platformisation will be a stable and recurring feature of our Company's growth journey where we associate with or acquire different capabilities, empower them with resources and operating freedom and build an ATGL comprising a large portfolio of futuristic competencies.

Stakeholder delight

I am happy to communicate that despite our growing size we remain nimble; that despite the business being conventional we remain innovative; that despite having to engage with thousands of consumers across formats, we enhance delight; that despite being engaged in a serious business, we touch consumers with a warm friendliness.

We extended the paradigm through digitisation, innovation, and automation. This combination achieved various outcomes: it provided consumers with a completely revamped mobile app Myadanigas. Consumers can avail digitally of new gas connections through the Myadanigas app. PNG bills are sent digitally signed on the whatsapp, saving paper (and hence wood). This enhanced confidence that whenever an issue needed to be resolved, ATGL was available with solutions as proximate as palm of the consumer's hand. The Company provided consumers the assurance that by the virtue of a technology-driven intervention, billing would be fair and accurate

with complete transparency (in addition to other supports). It empowered the completion of KYC formalities on one's smartphone, making it possible to deliver a gas connection with speed. It provided employees with the assurance that routine matters would be addressed through technology interventions, empowering them to focus on the strategically value-added. It assured stakeholders that the Company's operations would be safe across all functions.

Through these initiatives we are not merely enhancing convenience; we are transforming the way a utility is perceived; we are transforming stakeholder experience to stakeholder delight; we are bringing to a conventional fuel like gas the joy of an FMCG product.

Building the foundation

Even as we were addressing the business realities of the day, we were seeding our business for sustainable multi-year growth. During the year under review, your Company participated in the 11th bidding round for new city gas distribution geographic areas licenses.

Your Company emerged as one of the largest winners during this round, allotted 14 geographic areas covering 56 districts, increasing the total number of geographic areas (including joint venture alliances) to 52 and the number of districts to 125. As things stood at the end of the year under review, your Company was positioned to address around 10% of the country's population through its CGD footprint, including a maiden entry into North East India.

Deepening our resolve

At ATGL, we believe that the challenge of climate change can only be conclusively and lastingly

be countered through societal decarbonisation.

This is not as simple as it sounds. Mobilising society at large can be challenging, warranting a multi-year commitment before change acquires a visible critical mass. At ATGL, we embarked on this journey during the last financial year when it launched Greenmosphere, a holistic approach directed to enrich the world at various levels.

At one level, Greenmosphere will comprise greening initiatives that promise to bring 'forests' into urban areas. At another level, we intend to engage with thousands of millennial students, enhancing their awareness of climate change challenges and how they can be countered through citizen action. Besides, energy audits will analyse bills and consumption patterns to suggest to consumers how electricity consumption can be moderated. The solarisation of rooftops will seek to leverage existing space and turn them into renewable energy providers.

Governance

At ATGL, we believe that the modern world is graduating from the 'what' to the 'how'. There is a greater priority to conduct business through process integrity, systems, documentation and transparency. Besides, success is only as good as our environment-social-governance commitment.

Your Company responded proactively to this transforming landscape by strengthening its governance commitment from what is necessary to what is ideal.

Some initiatives implemented by the Company comprised the creation of various committees comprising Board members and reporting to the overall Board of Directors. Your Company created new committees with a perspective of the nature of its

business, transforming realities and needs. Your Company created committees to oversee corporate responsibility, consumer welfare, cyber security, legal and regulatory oversight. These committees helped deepen our insight and reporting into critical features of our working.

Besides, your Company formalised its Centre of Excellence (CoE) during the year under review. These CoEs were commissioned with a specific objective: to graduate the Company from incremental improvements to a paradigm shift and accepted as the sectoral benchmark. These CoEs emphasised global benchmarking, best industry practices, customisation, innovation and the empowerment to make disproportionate change happen. These CoEs have already begun to moderate our operating expenditure, enhance economies, leverage strengths, increase operational safety and build a more vibrant ATGL for future.

Conclusion

I will end with what I had communicated in my operational review last year. At ATGL, our commitment is to do good for the largest number in an enduring way. Through Adani Foundation, we will continue to empower weaker community sections, our initiatives addressing education, health, sustainability livelihood development and community infrastructure.

We will continue to be driven by the prospect of extending to each stakeholder the prospect of value and delight, strengthening our sustainability across consumers, geographies, market cycles and time.

Suresh P Manglani
Chief Executive Officer

CFO's business review

Developing and expanding our existing geographical areas as well as new geographical areas along with the development of new business - like electric mobility, compressed biogas and smart meters.

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At ATGL, we are attractively placed to capitalise on a sectoral inflection.

Dear Shareholders,

The year under review signified the age of turbulence.

A number of unanticipated realities materialised, increasing volatility, uncertainty, change and ambiguity.

Seldom has a financial year been marked by the concurrence of a range of challenges as one witnessed during the year under review. During the first quarter, the country experienced a sharp resurgence of the second wave of the pandemic, which recurred during the fourth quarter, affecting people and equipment mobility. The year was marked by a sharp increase in logistics and freight costs, which enhanced the cost structure of the global economy and kept the cost of oil/gas high. During the last quarter of the year, the outbreak of the Russia-Ukraine armed conflict hardened gas procurement costs.

If there is a single message that one needs to communicate it is that despite these challenges, the Company not only sustained but also grew its topline, profit and physical growth while working with low leverage. The Company strengthened its competitive position following additional investments out

of accruals, a small increase in debt and broadened the base of its operating pyramid while continuing to protect its Balance Sheet. As a result, the Company finished the year under review stronger in terms of financial execution and business development.

A time of Courage

At ATGL, we believe that the most effective response to the global and sectoral uncertainty is a broad-based business platform. We perceive a platform as an effective foundation that makes it possible to capitalise with speed on emerging opportunities. Besides, a platform serves as an insurance policy across market cycles, spreading business risks wider. It moves the Company towards a portfolio-driven approach where even if some parts of the business get selectively impacted, it will not affect the Company's ability to report sustainable growth.

At ATGL, our platform has been built around the three pillars of customer-centricity, physical infrastructure, and digital backbone. Each of these pillars provides an interplay: our physical infrastructure provides the context, our digital investment enhances business flexibility, and our customer-centricity is the glue that brings these pillars together. The interplay of these pillars makes it possible for ATGL to seize opportunities and deepen competencies, enhancing our future-readiness. We believe that this preparedness is critical in a world where diverse technologies and customer preferences are evolving all the time, putting a premium on timely responsiveness.

Initiatives & Expansion

During the year under review, we strengthened our business through the following initiatives that we believe will strengthen

sustainability, leading growing revenues, margins, and profits over the coming years.

One, we continued to deepen our governance commitment. At ATGL, we believe that superior governance is the outcome of a structured approach where systemic robustness ensures a predictability of outcomes. During the year under review, we broadened the number of Board-level committees across wider subjects critical to our long-term success. We onboarded these committees with independent directors, encouraging them to take unbiased perspectives. By the virtue of transforming subjects into focused committees and bringing to each committee the necessary knowledge capital needed to examine risks from diverse perspectives and then creating an architecture for our findings to be updated to the Board, we created a structured multi-tier approach that promises rapid yet responsible growth.

Two, we were awarded 29 geographic areas in the last three rounds of CGD bidding that put a premium on our ability to roll out supporting infrastructure across our piped and compressed natural gas segments and additional 10 GAs in our JV company IOAGPL. Considering that this ₹20,000 Crore capital expenditure programme is to be rolled out within the space of 10 years, the projected infrastructure will support acceleration in growth. I am pleased to announce that despite the pandemic-induced challenges in FY 2021-22, we accelerated our rollout – 117 CNG stations were commissioned in FY21-22, bringing the total number of CNG stations to 334. Our sense of urgency and responsibility resulted in a higher percentage of stations being rolled out on a larger base. Besides, we commissioned more than 1,000 piped Km in FY21-22.

Three, we broadbased the

We were awarded 29 geographical areas in the last three rounds of CGD bidding that put a premium on our ability to roll out supporting infrastructure across our piped and compressed natural gas segments and additional 10 GAs in our JV company, IOAGPL. Considering that this 20,000 cr capital expenditure programme is to be rolled out by 2030, the projected infrastructure will support acceleration in growth.

The award of 14 geographic areas validated the strength of our bidding competitiveness. Following this award, the Company has a portfolio of 52 GAs, of which 33 are directly owned and 19 are in a joint venture.

business – lateral and linear integration – to widen our value chain on the one hand and strengthen revenue-enhancing possibilities on the other. The manufacture of gas meters will enhance the insourcing of technologically advanced solutions, providing a line of service to the CGD industry. Compressed biogas will be an adjacent offering, providing cleaner fuel. The proposed extension of our business towards electric charging infrastructure underlines our commitment to progressively become feedstock-agnostic (with a leaning towards gas) and do what is best in the consumer's interest.

Four, we recognised that even as we were responding to business as usual, we would need to build our business for the future. The result is that the Company participated in the eleventh city gas distribution bidding round during the year under review. It responded with an informed approach after an examination of the potential within each geographic area. The award of 14 geographic areas validated the strength of our bidding competitiveness. Following this award, the Company has a portfolio of 52 GAs, of which 33 are directly owned and 19 are in a joint venture. Following the conclusion of this round, the Company covers around 12 % of the population of GAs across India, the highest among all players. We believe that a portfolio of 52 GAs provides us with a sizable and critical mass to generate higher economies (procurement, talent, brand and logistics). The progressive rollout of CNG stations and piped gas customers arising from this GA portfolio should translate into year-on-year growth for our business across the foreseeable future.

Financial Performance

One of our principal achievements during the year under review was to enhance profitability and strengthen the Balance Sheet. We grew revenues by 80% to ₹3206 Crore, EBITDA 9% to ₹815 Crore and PAT 7% to ₹505 Crore. Our total assets increased by 37% to ₹4,429 Crore on our standalone Balance Sheet. On the infrastructure front, we are pleased to report that the number of CNG stations increased from 217 to 334 and that we have crossed the 9,000 Km pipeline network.

Our Company was rated at AA- by ICRA, an effective foundation that could facilitate access to low-cost funds for our expansion. Besides, we continued to report among the best margins within India's CGD sector, a validation of the efficiencies that we were able to generate from superior volumes and enhanced operating efficiency. While there was a marginal decline in our EBITDA margin on account of the unprecedented increase in gas costs, there was an appreciable increase in the EBITDA quantum, arising out of our rollout growth.

Optimism

From a long-term perspective, we continue to be optimistic about the prospects of gas within a transforming Indian environment. There is a greater awareness of climate change as well as the need to reduce pollution, creating ground-level traction for increased gas use. Despite a sharp increase in gas prices, the relevance of gas within the Indian consumer context continues to be protected. The Indian industrial consumer continues to prefer gas on account of its cleanliness, employee safety and customer respect. The Indian residential consumer continues to prefer gas on account of its seamless

During the year under review, we grew revenues by 80% to ₹3206 Crore, EBITDA 9% to ₹815 Crore and PAT 7% to ₹505 Crore. Our total assets increased by 37% to ₹4,429 Crore on our standalone Balance Sheet.



delivery, service edge and space economy over legacy alternatives.

Besides, the country's city gas distribution network has acquired the scale to evolve into a pan-Indian eco-system. This has elevated gas from its long-held position of a regional fuel into a national fuel, boosting ecosystem confidence and consumer acceptability.

At ATGL, we are attractively placed to capitalise on this sectoral inflection. The Company will service 12% of the country's population through its licenced geographic areas, the largest in India. A majority of the geographic

areas of the Company's presence in addition to eight of the 14 GAs allotted to it during the eleventh bidding round were contiguous, increasing the possibility of synergies and economies.

Our priority will be to focus on a combination of fresh infrastructure rollout discipline as well as better consumer service that generates superior revenue traction and profitability across the foreseeable future.

Parag Parikh
Chief Financial Officer

8 of the 14 GAs allotted to it during the eleventh bidding round were contiguous, increasing the possibility of synergies and economies.



Part 3 
Our
performance

CORPORATE OVERVIEW

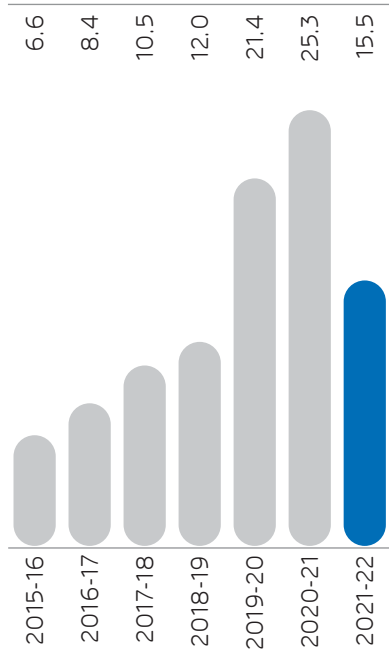
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How we have grown in the last few years

PAT margin

(in %)



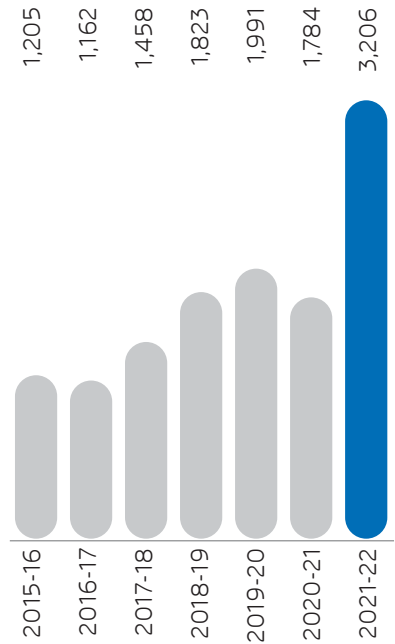
RoNW

(in %)



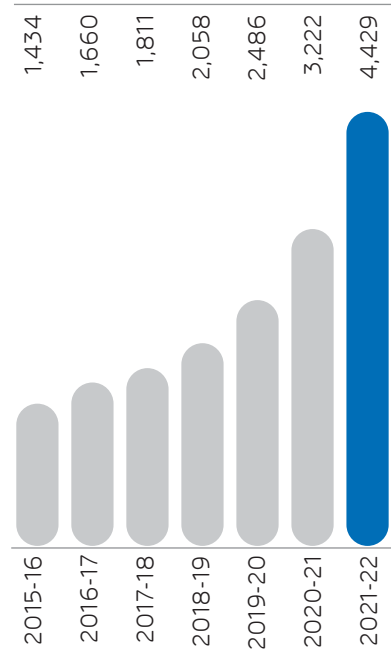
Revenue from operations

(₹ in Crore)



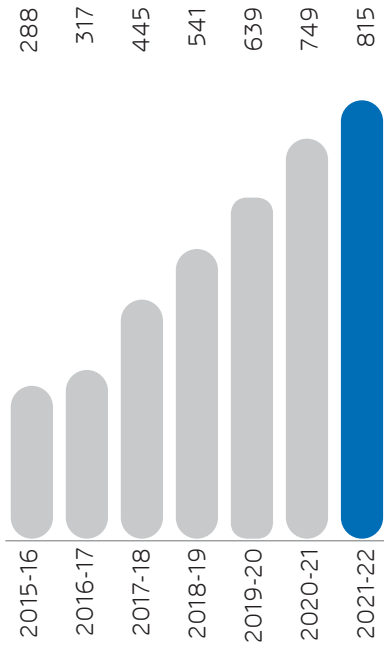
Total assets

(₹ in Crore)



EBITDA

(₹ in Crore)



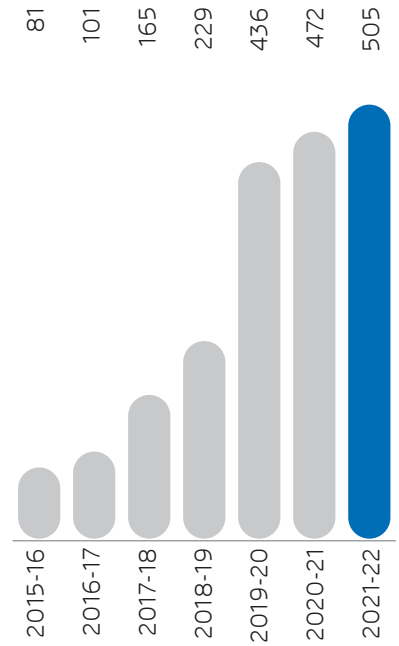
EBITDA margin

(in %)



PAT

(₹ in Crore)



Assets – Turnover Ratio

(times)



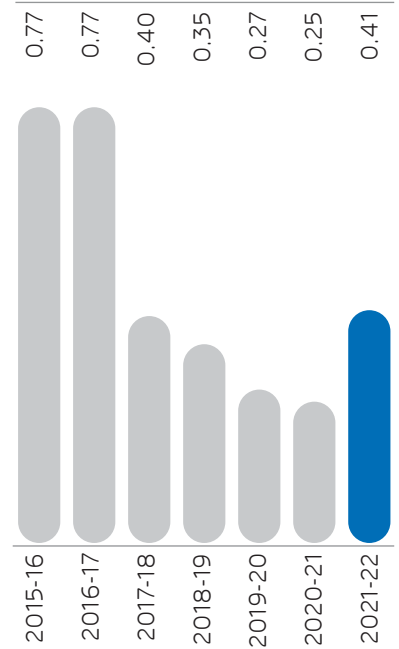
RoCE

(%)



Debt-equity ratio

(x)



Business segments

Residential PNG



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56.87

MMSCM Volume in
2021-22

0.56

Million, Residential
customers as on 31st
March, 2022

Overview

Piped natural gas (PNG) has gained traction on account of its convenience, cleanliness, safety, value proposition and anytime availability. ATGL had marketed PNG to more than 0.56 Million domestic households by the end of the year under review and was engaged in widening its access.

Key highlights, 2021-22

- Added 85,840 household connections
- Deepened customer value and delight
- Increased awareness of natural gas through promotionals
- Provided uninterrupted service uptime
- Enhanced user experience through WhatsApp-based billing
- Developed instalment based payments
- Widened the acceptability of My Adani Total Gas app with additional features
- Introduced POS payments; expanded the digital payments infrastructure
- Conducted safety and audit checks for leaks and pilferages at customer sites
- Provided a self-billing convenience, empowering customers to submit meter readings with a photograph and getting the actual bill through WhatsApp and app

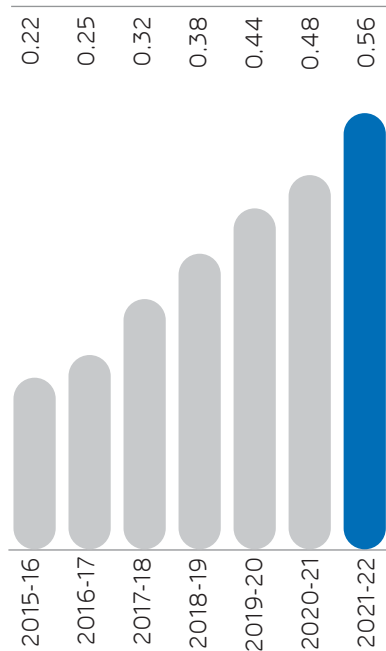
Outlook

With a progressively level playing field, where LPG subsidies are being removed and the government is limiting subsidised cylinders per household to 12 per year, a large PNG opportunity has

emerged. ATGL is addressing this opportunity through enhanced footprint and gas pipeline grid across geographic areas. The Company is now licensed to offer services across the country, addressing nearly 10 % of India's population.

Household customers

(in Million)



PNG sales volume

(MMSCM)



Business segments

Commercial PNG



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14.35
MMSCM, Volume in 2021-22

3,856
Commercial customers as on 31st March, 2022

Overview

The Company provides piped natural gas to commercial customers. These customers comprise hotels, restaurants, shopping malls, temples and crematoriums. These customers get the benefit of clean fuel, lower space requirement, safety, no logistics and lower costs. The Company grew the number of commercial customer services following authorisation to cover a larger pan-Indian geographic spread.

- Promoted the low carbon footprint of its service
- Enhanced the competitiveness of users compared to alternative fuels
- Enhanced traction for My Adani Gas app, enhancing convenience
- Strengthened its digital payments infrastructure
- Conducted regular safety and audit checks at customer locations

Highlights, 2021-22

- Added 556 commercial connections
- Launched marketing schemes that addresses small and medium customers

Outlook

The Company intends to widen its footprint across new allocated geographic areas and downstream sectors. With convenience, ease of operability and affordability, the relevance of commercial PNG is expected to grow, thereby moderating the conventional approach by consumers.

Business segments

Industrial PNG



265.80

MMSCM, Volume in
2021-22

1,820

Industrial customers as
on 31st March, 2022

Overview

Industrial PNG services the needs of users who utilise boilers, thermic fluid heaters, direct fired dryers, textile processing, heat treatment, wire drawing, casting and forging application, among others. The Company's network covers industrial belts and units in the GAs of the Company's presence, assuring users of an uninterrupted supply of natural gas to decelerate carbonisation and emissions.

Highlights, 2021-22

- The business encountered lower demand following the second Covid-19 wave.
- While costs increased significantly due to increased global demand, severe European winter and disrupted supplies following geo-political uncertainty, the Company continued to protect its price-value proposition when compared with alternative fuels.
- Even as gas availability was affected during the last quarter, the Company ensured 100% gas availability to its customers
- The Company formulated proposals that encouraged new customers to adopt natural gas use and existing customers to enhance natural gas use to its fullest
- The Company added 154

industrial customers during the last quarter in the face of higher international gas prices

- The My Adani Gas App (enhanced features) strengthened customer experience
- The discipline of periodic safety and audit checks at customer sites enhanced confidence

Outlook

The Company intends to capitalise on a growing traction for natural gas for use in boilers, thermic fluid heaters, direct fired dryers, textile processing, heat treatment, wire drawing, casting and forging applications. Natural gas is attractively placed to provide clean, convenient, safe, non-polluting and a superior value proposition to industrial users.

Business segments

Compressed natural gas



359.70

MMSCM, CNG sales volume in 2021-22

334

Number of CNG outlets as on 31st March, 2022

Overview

Compressed Natural Gas (CNG) is a preferred transportation fuel due to its attractive value proposition and widening pan-Indian outlet footprint. CNG comprises natural gas compressed to a pressure of 200-250 kgs/cm² to enhance storage capacity in vehicles.

CNG is an important component of the Government of India's vision of natural gas, likely to account for 15% of India's energy mix by 2030. Most prominent original equipment manufacturers launched CNG automobile models with a waiting period of 6-8 months for some models, building prospective CNG demand. A growth in CNG-based vehicles as a preferred mode of transport represents hope for the ecology and urban world.

Highlights, 2021-22

- The Company added 117 CNG stations, the highest in any year, widening its network
- The deficit of gas volumes derived from the Administered Price Mechanism (APM) contracts of the government was plugged through gas purchases from the open market, increasing costs. ATGL calibrated CNG prices to protect

price advantage over liquid fuels.

- The Company conducted promotions in new GAs to enhance an awareness of the benefit of gas over alternative fuels
- The Company provided free CNG for a limited period to enhance the customers engagement with CNG that could turn them into long-term customers
- The Company initiated engagements with schools and fleet operators to catalyse their switch from diesel to CNG buses
- The Company strengthened its 24x7 emergency help-line, enhancing customer assurance
- The Company popularised the use of the My Adani Gas app with enhanced features
- The Company enhanced its digital payments infrastructure

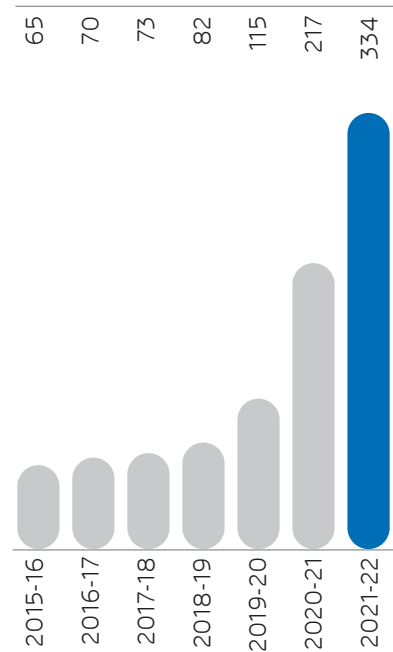
Outlook

As CGDs have been prioritised by the government for gas delivery, the allocation of economically-priced domestic APM gas for CNG/domestic PNG operations could improve. The possibility is that customer prices are likely to remain attractive over petrol/ diesel/ LPG.

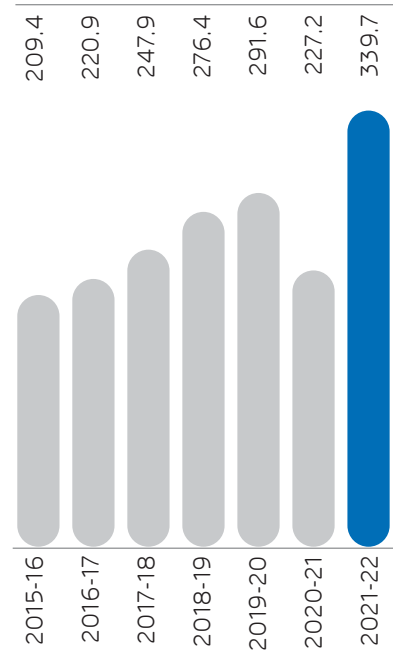
The growing preference for self-owned vehicles following COVID-19 is expected to catalyse CNG demand. Following the implementation of BS-VI fuel norms, prices of petrol and diesel vehicles increased, prompting more vehicle users to switch to CNG. OEMs entered the CNG segment including (but not limited to) the light commercial vehicles segment.

The Company expects to leverage its visibility to enhance consumer confidence and widen its footprint across allocated GAs.

CNG outlets



CNG sales volume (MMSCM)



People management

How ATGL's investments in people management drove business growth in FY2021-22



Overview

At ATGL, we are placed in a unique position. The sector is at an inflection point, expected to graduate the country towards a gas-based economy.

The ATGL perspective

At ATGL, the timely roll-out of its network across authorised geographic areas is a milestone. The Company recruited talent, built capacity and strengthened competencies (experience and enthusiasm) in line with desired direction, milestones and needs.

Our approach

At ATGL, we leveraged the power

of our constituent brands (Adani and TotalEnergies), positioning ourselves as an energy major in the making. Meanwhile, the Company invested in knowledge, selected recruits around aptitude and attitude, who were then trained for on-the job exposure.

The Company's capability building plan ensured that workflows matched deadlines, capabilities were developed in frontier technologies (compression and manufacture of biogas and launch of smart meters); the Company is emerging as future-ready. The Company created an engaging workplace comprising diversity, equal opportunity and merit.

Our recruitment approach

The Company recruited prospects based on a scientific analysis of capabilities and competences combined with individual behavioural profiling, resulting in the recruitment of the right individual matched to the right role. The Company encourages talent from within (each GA was headed by promoted talent) to take higher responsibilities; some positions were plugged with campus recruitments. This combination helped the Company enhance empowerment and fulfil career aspirations.

The Company prioritised operational transparency ('speakerphone culture'), fostered the spirit of a small passionate team within a growing organisation and allocated multiple responsibilities to individuals, widening their capability and preparing them for further growth. The Company created a Human Resource Management System tool that was smartphone-compatible, enhancing employee convenience.

Our training and development focus

The Company deepened its commitment to renew competencies through intensive training:

- Mandatory safety induction training for all employees and contractors
- Safety, Technical & Operation Competency (STOC) training provided to all contractor employees
- Training for high-risk activities (PTW, working at heights,

electrical etc.)

- Behavioural training to enhance competence in line with Adani Behavioral Competencies

Our employee engagement

The Company engaged with employees through various structured platforms.

Leadership talk: A virtual Town Hall empowered business leaders to communicate directly with employees across locations covering business updates, challenges, change initiatives, concerns and feedback

Maadhyam: This digital foundation facilitated transparent communication between the Chairman and employees, drawing on their suggestions on strategy, operations and technology

Service Now: This digital foundation encouraged employees to share concerns on HR policies, practices, safety, personal issues, incidents and concerns with the concerned department or function

Grievance Management System:

The platform encouraged employees to share their grievances related to supervisors, General working conditions, Processes & Policies etc.

The outcomes

The Company retained its position as the largest in India's city gas distribution sector with only 466 employees (as on 31st March 2022), reporting possibly the highest revenue per employee in the sector and among the most knowledgeable in the sector.

Value delivered in 2021-22

116

Number of recruits

2600+

Training courses offered

10516+

Person-hours of technical/behavioral training delivered

55000 +

Person-hours of safety training provided to employees (including contract staff)

466

Employees trained in 2021-22

6.5

Years of average employee experience with Adani Total Gas (years)

34

Years, Average employee age

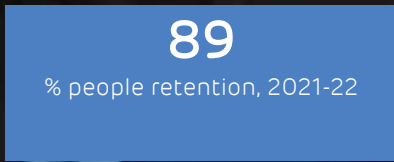
Our target by 2025

Decline in employee turnover

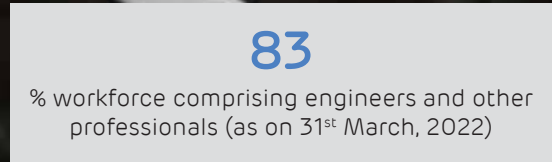
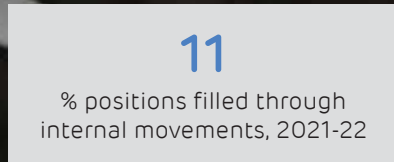
Improvement in Employee Satisfaction Score

Increase in average training hours per person

People retention



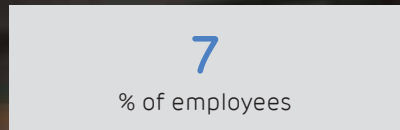
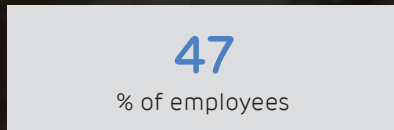
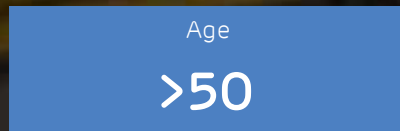
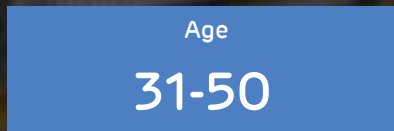
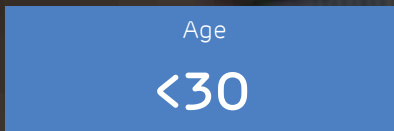
Training



Our people, 2021-22

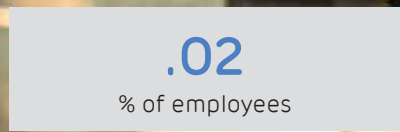
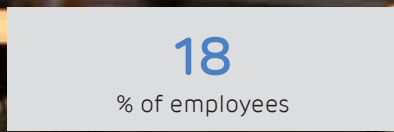
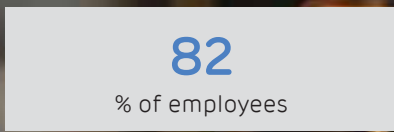
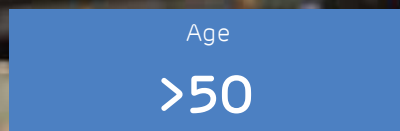
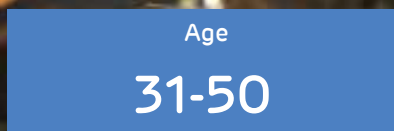
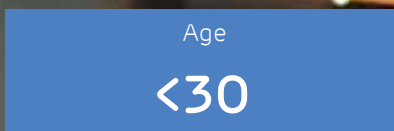
Workforce profile (on roll employees only)

Employees



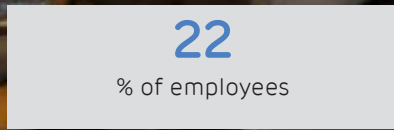
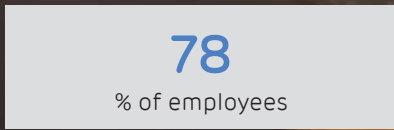
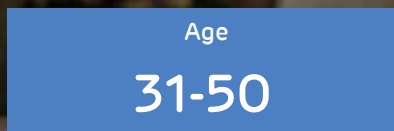
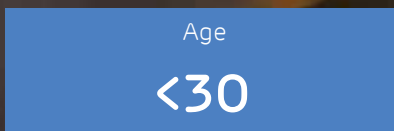
65000+ Total hours of training (including safety & HR technical/behavioral/skill)

Number of hires (on roll): 116



5% positions filled through internal movement

Employee turnover (On roll): 69





We are moving with speed into a smart age.

And nowhere is this more visibly evident than in our automatic and smart meter.

Overview

Our priority is to provide assurance and trust to customers, establishing that what we have charged for we have faithfully delivered. We believe that this trust is important in a business where the consumption of the delivered resources could be felt but not immediately measured.

This transparency, measurability and credibility is delivered through our venture into Smart Meters - an 'intelligent' technology-based box that sits in the consumer's premises – that is advanced, efficient and convenient.

This electronic variant of the conventional box promises to transform the regulatory and consumer experience, strengthening the acceptance of the city gas distribution network in new geographic areas.

Regulatory body: The Smart Meter addresses the government's mandate to protect customer interests through fair and accurate bills based on real consumption data.

Economic improvements: The Smart Meter secures cash collections, facilitates debt recovery and helps reduce non-technical losses (balancing).

Operational efficiency: The Smart Meter eliminates the need for meter readers and field trips for commissioning / de-commissioning; it enhances meter reading efficiency and billing accuracy; it enhances field personnel productivity, moderates back-office workers and eliminates the possibility of tampering.

Cultural upside: The Smart Meter eliminates the possibility of intrusion during meter reading, a convenience in secondary homes owned by people or in homes marked by a high rented turnover.

Strategic upsides: The Smart Meter helps the gas distribution company generate a superior Return on Investment from network infrastructure; it helps customers compare prices across conventional LPG operators and retain customers.

Customer satisfaction: The Smart Meter empowers customers to control their budget, offers a complete service set, enhances payment convenience and eliminates tampering or deliberate misreading.

Safety: The Smart Meter makes no latency remote cut-off a reality; it detects power leaks,

overflow and backflow.

All ATGL customers will be encouraged to install automatic mechanical or smart meters that take the customer experience ahead.

Smart meter

We implemented regulated smart metering technology to support distinct portfolios - residential, industrial and commercial with high levels of safety, reliability and security to our customers. We continuously innovate top-of-the-line technology, which is the signature of what we are and what we do.

Smart meters technology designed the services looking at the CGD requirement and offering consumer convenience.

Vending services: For vending services we offer online and offline services, in which the customer can buy token as per his/her convenience. Once the payment is successfully done, the meter will be automatically recharged and, on acknowledgement, the meter by a simple key operation will enable the gas flow.

Mode of operation

B2B integration: Business to Business integration will be possible with the CGD's ERP or SAP system. This will enable the CGD representative to monitor consumer data without being dependent on the vendor. Integration will be possible with mutually agreed parameters/data; this information will be uploaded at defined intervals into the CGD system for analysis and billing.

Customer call center: In the prepaid operation, the Company will set up call centre services, where CGD help desk team will address issues. This service will be offered a Everest G1.6 prepaid meter.

IT infrastructure: We will offer ISO 27001 certified cloud-based services, which will ensure consumer data security and real-time data monitoring.

Operation & maintenance: The team will be deployed at the site support office. It will support the CGD company during the commissioning activity and later for operations and solutions maintenance across the contractual period.

Onsite support office: The operations and maintenance team will be deployed at the site office to support the CGD for Automatic Meter Reading and Prepaid Meter operations.

Our gas procurement strategy revolves around three words.

'Availability. Accessibility. Affordability.'



Overview

At ATGL, our objective is to procure gas from domestic suppliers around a superior price-value proposition.

The Company leveraged its strategy to procure gas at the most competitive cost and flexible terms from the most reputable suppliers following transparent and competitive bidding. In turn,

this competence made it possible to service downstream customers by minimising the impact of price volatility and enhancing their gas value proposition.

Foundation

The robustness of this gas procurement approach empowered ATGL to moderate the impact of the volatility in

gas availability and pricing. This ability was tested during the last financial year when gas availability and prices were influenced by international geo-political developments. The effectiveness of the Company's gas procurement was demonstrated through the following interventions:

Security: The Company secured

access to gas from various players and exchanges, which ensured an uninterrupted supply to customers.

Strategic optimisation: The Company created weightages for diverse factors (terms of trade, supplier credibility, gas volume offered, diversified portfolio approach and index linkage) leading to competitive procurement.

Procurement blend: The Company balanced its procurement across long-term and mid-term contracts or spot purchases, optimising the procurement mix

Exposure: The Company engaged with various gas providers in the Indian markets, diversifying its procurement mix and flexibility; the Company broad-based the procurement basket (LNG Linked Index, Crude Oil linked Index and Fixed Prices), to moderate volatility impact and enhance pricing stability.

Experience: The Company's gas procurement team was enriched with professionals possessing professional qualifications, gas sourcing, transportation, trading experiences and risk management competence.

Guidelines: The Company's gas procurement was stewarded by a

policy approved by the Board of Directors.

Responsiveness: The Company will respond to opportunities on IEX Gas Exchange, which empowers buyers and sellers to trade on the spot and forward markets.

Stable approach: The Company shunned speculative positions and arbitrage plays but focused singularly on reducing its weighted gas cost without compromising supply.

Pass through: The Company calibrated retail price changes, taking cognisance of an increase in gas costs, alternative fuels, other competitive forces and the consumer's paying capacity in the pursuit of a long-term relationship.

Engagement: The Company engaged actively with customers on international price and demand trends, enhancing their understanding of prevailing realities.

Outcomes

Despite a sharp increase in gas costs for reasons outside the Company's control, gas consumption remained robust on account of long-term reasons of convenience, cleanliness and reliability.

Our procurement goal

Competitive, strategic and diversified gas sourcing, enhancing the customer's value proposition while protecting ATGL's earnings.

Our foundation

Gas trading experience +
Diversified portfolio + Risk
management desk + Strategic
outlook

Our search for alternative solutions begins.

How we are creating a platform of alternative natural fuel sources



Overview

At Adani TOTAL Gas, we address an exciting future related to alternative gases and fuels.

The market is opening up for alternative fuels, long overlooked for inadequate technology, applicability and viability.

India is at an inflection point; the country possesses the largest cattle head count in the world, the largest availability of biogas feed and one of the lowest conversions of this outstanding resource

availability into a productive resource (bio gas).

What makes this space interesting is that Reserve Bank of India included compressed bio gas for priority sector lending. Besides, SATAT, an initiative to boost production and availability of CBG as an alternative and affordable clean fuel for transportation, was launched in October 2018 and the scheme envisages the setting up of 5,000 CBG plants by 2024.

At ATGL, we perceive a material

opportunity to transform a social waste into a national resource.

We intend to invest in a 350 TPD biogas plant in Mathura with the possibility of producing around 15,000 Kg per day of compressed biogas to be sold as CNG. The plant will be based on cattle dung as the primary biomass along with other biomass, including napier grass and press mud drawn from India's largest cow shelter (60,000 cows in a single location).

Benefits

Eco-friendly: Biogas is a renewable and clean source of energy. Gas generated through bio-digestion is non-polluting and reduces greenhouse effect. The absence of any combustion in the process indicates zero gas emissions; the conversion of this feed into an energy form represents a potent local weapon to counter global warming.

Twin revenue: Bio-conversion generates gas and manure, both possessing monetisation capabilities. The application of manure benefits reverses soil fatigue, moderates water consumption, increases farm yield, makes crops resistant to weather extremes and moderates pesticide use – the basis of sustainable farming. Besides, the benefit of this approach extends to responsible animal support and welfare.

Multiple feed: Biogas plants possess the flexibility to accommodate the use of diverse feedstock, comprising grass, press mud, cow dung, paddy husk, waste (cold storage and poultry), enhancing operational flexibility.

Soil and water pollution: The process of anaerobic digestion in the generation of biogas deactivates pathogens and parasites; it helps reduce the incidence of waterborne diseases. Besides, the business makes the process of waste collection and management organised, improving the environment, sanitation and hygiene.

Organic fertilisers: The by-product of the biogas generation - enriched organics (digestate) - represents an ideal supplement to, or substitute for, chemical fertilisers. The fertiliser discharge from the digester accelerates plant growth and disease resistance; on the other hand, commercial fertilisers contain chemicals with probable toxic effects that can lead to food poisoning, among other things.

Competitive technology: The technology used to produce biogas is economical when commissioned on a small scale. Small bio-digesters can be used at home, utilising kitchen waste and animal manure. A household system pays for itself after a while even as the materials used are free.

Economy growth driver: Farms can make use of biogas plants and waste products produced by their livestock every day. The waste products of one cow can provide enough energy to power a light bulb for an entire day. In large plants, biogas can also be compressed to achieve the quality of natural gas utilised to power automobiles.

Cooking alternative in developing areas: Biogas generators save women and children from the daunting task of firewood collection. Cooking on a gas stove, instead of an open fire, protects the family from kitchen smoke and respiratory disease.

Consumer pull: The world is moving towards organic food, marked by the absence of

chemical fertiliser, enhancing consumption safety.

Saving the earth: For every tonne of rice harvested approximately 1.4 tonnes of straw is left. Generating biogas from crop waste could be effective and environment friendly. Biogas is a renewable source of energy, offering controlled waste management along with reducing greenhouse gases and harmful pollutants. The digested sludge helps recycle nutrients into the soil when used as organic fertiliser. Crop residues, due to their rich organic content, have demonstrated excellent biogas potential. Most energy crops have shown methane yields of approximately 300 m³/t of organic matter.

Our commitment

At ATGL, we engaged in commissioning a 90 tonnes per day biogas plant in Varanasi (extension of our social responsibility) that should soon deliver its first year of working. The location is prudent, given the abundance of feed and stable technology. The Company is optimistic of transforming this into a showcase plant for onward replication across the country in locations with similar advantages. The success of the initiative could help draw the subject of commercial biogas into the national mainstream, providing visibility and seriousness for the sub-segment to be considered relevant to the country's widening fuel mix.

■ Excellence driver: Financial

How we have built a robust financial foundation for sustainable growth

Our goal

Controlled rollout across GAs without stretching the Balance Sheet

Our platform	Sustainability	Security	Liquidity
	Credit rating	CNG stations, dealership model	Synchronised roll-out
	Gearing	Competitiveness	Balanced revenue mix

Overview

At ATGL, we believe that a robust business model with a strong Balance Sheet represents a foundation for long-term sustainability, making it possible to absorb unforeseen challenges with adequate liquidity and minimal impairment.

This priority is particularly evident in India's city gas distribution sector where the opportunity is unprecedented, making it necessary for players to manage their ongoing operations on the one hand and scale the business within a deadline on the other.

This capacity to reconcile the needs of the present with emerging needs makes it imperative to mobilise an optimal quantum of capital resources at competitive costs in the shortest turnaround time.

The ability to balance all these requirements is inevitably directed to creating a robust financial

structure that addresses long term needs.

Foundation

At ATGL, we have created a Balance Sheet foundation to protect the Company's national leadership in the area of city gas distribution and facilitate its growth across allocated Geographic Areas (33 on its own account and 19 in alliance with Indian Oil Corporation) with 14 new GAs added in 2021-22.

This specific foundation has been structured around the following constituents:

Sustainability: In spite of a severe onslaught of the Covid-19 pandemic across India during the first quarter of the last financial year and also challenging global circumstances with gas prices at an all-time high and local constraints on the supply of R-LNG and shortfall in APM gas, ATGL delivered a resilience

performance by adding 117 CNG Stations, reporting 9% growth in EBITDA and reporting the highest ever Profit After Tax during the financial year under review.

Security: At ATGL, we have been engaged in the city gas distribution business for more than a decade, having matured our presence across 4 GAs. This longstanding presence translated into better margins and adequate cash flows. The availability of this annuity-like revenue base now provides the Company with precious liquidity during its second business-building phase and the Company's philosophy to monetise the newer geography with commencing CNG Operations without waiting for pipeline connectivity, making it possible to rationalise the requirement of debt in business expansion.

Liquidity: At ATGL, we focus on maintaining adequate financial liquidity with the objective to be opportunity-ready. Much of

this liquidity is derived from a conservative gearing that makes it possible to address various economic cycles and emerging opportunities with adequate liquidity in the system

Credit rating: At ATGL, we were provided a domestic credit rating of AA (-) by rating agency ICRA, which made it possible for the Company to mobilise debt at a competitive rate across an extended tenure, strengthening cash flows.

CNG Stations, Dealership Model: At ATGL, we prioritised the dealer model is also being adopted. The model, while providing CNG, will result in single-stop solutions for the vehicle segment, better brand visibility and consumer delight. This will make it possible for the Company to widen its footprint in an optimised manner.

Sequential roll-out: At ATGL, we intend to commission our assets in a prudently sequential manner, monetising those businesses first that are marked by a lower cost, quicker commissioning and attractive returns (CNG) while being back-ended by businesses that take longer to commission (domestic connections). We believe that this approach will make it possible for the capital expenditure to pay back quicker.

Gearing: At ATGL, the management intends to utilise its accruals to support the ongoing capex program with the objective to enhance prospective cash flows. Even though the Company embarked on the most aggressive capital-investment phase of its existence, it intends to prudently utilise a large proportion of accruals to grow its business.

Competitiveness: At ATGL, we believe that a secure Balance Sheet is under-pinned by competitive gas sourcing and distribution and continuous sales volume improvement. The Company is among the lowest operating cost city gas distribution companies in India, generating an increase in operating margin, consistently higher than the sectoral average.

Superior technology and asset investments: At ATGL, we believe that the use of cutting-edge technology and automation will generate superior asset returns, consumer service, customer experience, operational integrity and graduate India into a new age in technology-driven utilities.

Balanced revenue mix: At ATGL, we believe that a balanced mix of revenues from CNG and PNG businesses makes it possible to enhance revenue visibility on the one hand and diversification on the other.

Financial discipline

The Company validated its financial discipline during the last financial year, which was among the most challenging encountered in its existence. Despite the first quarter of the last financial year being affected extensively by a second wave of covid that affected gas offtake among CNG, industrial and commercial consumers and as well as during the year, gas prices have seen unprecedented rise. Despite this, the Company passed the year with a 9% growth in EBITDA.

The Company reported a cash profit of ₹636 Crore in the financial year.

Outlook

The outlook is optimistic for the Indian economy in general and ATGL in particular. As India returned to buoyant growth (as witnessed in the last three quarters of the last financial year), ATGL continued to be the best placed within India's city gas distribution sector to institutions: for being the lowest cost CGD proxy in a growing gas consuming nation. The Company possesses a low beta (capacity to resist declines in economic growth without Balance Sheet impairment) for a broad-based revenue mix comprising residential industrial, commercial and transportation consumers.

■ Excellence driver: Sourcing

How we have graduated our competitive gas sourcing foundation into a Centre of Excellence

Our goal

A competitive, strategic and diversified gas supply portfolio, enhancing the customer's value proposition, while mitigating the impact of specific commodity/index fluctuations and optimising ATGL's bottom-line.

FINANCIAL STATEMENTS

STATUTORY REPORTS

CORPORATE OVERVIEW

<p>Our platform</p>	<p>Strategic outlook</p>	<p>Diversified portfolio</p>	<p>Strong relationships with multiple suppliers and transporters</p>
<p>Flexible contracts to address upstream or downstream volatility</p>	<p>Aligning gas sourcing with the customer's requirements</p>	<p>Gas trading experience</p>	<p>Risk management desk</p>

Overview

At ATGL, our strategic priority is to continue the development of a diversified gas supply portfolio, and procure gas from the domestic and/or global markets around an optimal price-value portfolio-based proposition.

This approach warrants a focus on being able to procure gas at the most competitive long-term cost with the most flexible terms from the most reputable domestic/global suppliers through a competitive and transparent bidding process, enhancing procurement governance.

This approach underscores the priority to keep downstream

customers fully serviced for their gas requirements across market cycles by availing of a continuously attractive natural gas value proposition from ATGL to enhance their business and gas use, while strengthening the Company's ability to capitalise on opportunities.

Foundation

At ATGL, we recognise the importance of a stable procurement platform in a VUCA world marked by Volatility, Uncertainty, Complexity and Ambiguity.

Over the years, the maturity of the gas procurement strategy

has made it possible to moderate gas procurement price volatility. This, in turn, has empowered the Company to pass the benefit of competitive gas prices to consumers, enhance margins and competitiveness, coupled with customer-centric pricing. In challenging times, this approach has enabled the Company to calibrate price revisions to customers and markets.

Over the years, the effectiveness of the Company's gas procurement foundation was secured through strategic priorities:

Diversified portfolio: The Company balanced its gas procurement across long-term, mid-term contracts and spot purchases linked to multiple indices with the objective of optimising its portfolio cost.

Broad-basing: At the heart of the Company's guidelines related to gas procurement lay a commitment to broad-base and diversify the procurement basket (LNG-linked indices, crude oil-linked indices and fixed prices), optimise portfolio costs, maximise offtake flexibilities, minimise contractual obligations, reduce volatility exposure and enhance pricing stability.

Experience: The Company's gas procurement function was managed by a professional team – created on the basis of gas purchase and transportation experience, purchase of domestic and imported (RLNG) gas, qualifications and validated capabilities in gas trading and risk management – a multi-year exposure to commodity market cycles in the oil and gas sector.

Guidelines: The Company's gas procurement decisions were complemented by risk management guidelines drawn from experience through a policy approved by the Board of Directors and periodically updated.

Customer-centricity: The gas procurement function ensured sustained continuity of the customer's business through a sustained natural gas value proposition versus alternative fuels, placing a premium on longstanding and emerging gas sourcing relationships.

Exposure: The Company was engaged with a number of gas providers in the global and Indian markets, widening options for procurement permutations and combinations. The Company purchased from the IGX (Indian Gas Exchange), providing complete transparency and price discovery for short-term requirements.

Stable approach: The Company did not assume speculative positions but focused on providing uninterrupted gas supply, moderating price volatility impact on the procurement quantum, while protecting the consumer value proposition.

Flexibility: The Company practiced a flexible gas procurement approach, empowering it to alter its procurement source or change diversification levers across indices, suppliers, terms and volumes.

Security: The Company was allocated APM gas from the government for onward distribution to domestic and

CNG customers. During the last few years, the government made allocations to the City Gas Distribution (CGD) entities, with the CGD industry getting a priority over other sectors (fertiliser and power), securing its gas access. The Company procured gas at market-determined costs for industrial and commercial customers and for any interim APM shortfall for the domestic and CNG consumer demand; continuous gas supply was ensured through firm upstream gas purchase agreements of various durations along with options to buy from short-term and spot supplies.

Strategic optimisation: The Company graduated beyond its singular focus on the lowest price of procurement; it created a number of weightages assigned to diverse factors like gas being supplied on a delivered basis (which reduced transportation cost and risk), Take or Pay levels, flexibility to amend contracted quantities during the contract, offtake allowable beyond contracted quantities, price reopeners and terms of trade, supplier credibility, diversified portfolio and index linkages) that facilitated holistic, competitive and flexible procurement.

Outcomes

The Company navigated through challenging times in the commodity market through its portfolio-based gas sourcing. The Company leveraged its strategic and forward-looking portfolio-based gas sourcing capabilities through portfolio optimisation, contractual flexibilities to reduce off-take from high priced tranches/contracts, maximising off-take from low/optimally priced tranches and introducing short and medium-term competitively priced gas tranches towards a balanced portfolio cost without affecting profitability.

The Indian Gas Exchange role

In 2020, the Indian government provided the regulatory clearance for the commissioning of the Indian Gas Exchange (IGX), the first national-level gas trading platform.

The setting up of IGX strengthened transparent natural gas price discovery, which could attract more market participants, widen market breadth, enhance price stability and attract investments across the gas value chain.

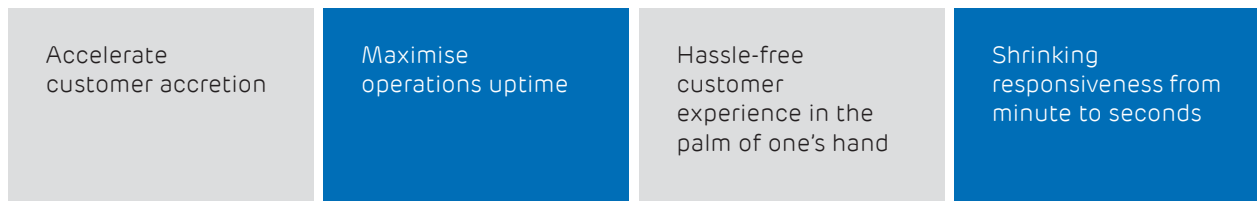
The online platform empowered buyers and sellers to trade on

the spot and forward markets, complemented by physical hubs (Dahej, Hazira and Kakinada). LNG supplies tended to be through long-term contracts, which implied price rigidities and higher risks that hampered market development. Even short-term LNG contracts tended to be for 6-12 months. IGX provided traders the convenience of the day-ahead market coupled with weekly and monthly gas price contracts, enhancing efficient price discovery. The Company became a member of IGX and complemented its sourcing portfolio through the exchange.

■ Excellence driver: Digitalisation

How we have built a digital foundation for profitable and sustainable growth

Our goal



Our platform



Purpose

The Company is committed to accelerate digital transformation across processes and operations with the objective to enhance the customer experience, improve efficiency, increase speed and enhance precision. Through institutions, the Company aims to create value-added offerings, strengthen operations (backend and front-end) and support growth strategies. Besides, institutions are expected to enhance anywhere and anytime information access, empowering stakeholders to make informed choices.

Overview

At ATGL, we are driven by the vision of an institutions that is reinventing the consumer experience through a combination of dependable gas delivery, safety, responsible pricing and responsiveness. In view of this, we do not just pride on being the largest city gas distribution company in India; we pride on being the nimblest and most customer responsive as well.

Over the years, the Company invested in widening its footprint, cutting-edge technologies and automated infrastructure. The result is customer trust, reflected in a larger customer

engagement, stronger referrals and high retention. This has been showcased in the numbers: during the year under review, the Company reported a gas throughput of 1.91 MMSCMD, and customer connections of 0.56 Million (piped connections), 334 CNG stations and revenue of ₹3,206 Crore.

Key initiatives

Technology

At ATGL, we believe that while competitiveness may be seeded at the business development, financing and project implementation stages, this competitive advantage needs to be

strengthened through robust operations and maintenance competence.

At ATGL, our robust operational foundation will be institutionalised through our Nerve Centre, the SOUL. SOUL holds relevance in a business where the Company's city gas distribution network may be dispersed pan-India, may experience occasional downtime and where every lost unit of gas represents revenue loss. Besides, there is a growing premium on the need to moderate operations and maintenance costs that could otherwise enhance profitability.

The Company is engaged in building SOUL with the objective to enhance operational surveillance, excellence and service.

Centralisation

The Nerve Centre will centralise a disaggregated business. This centralisation brings to the Company's table corresponding advantages related to informed supervision and timely responsiveness, strengthening operational efficiency.

The conventional approach was to monitor the performance of disparate standalone gas dispensing locations. The Company reversed the paradigm; it is investing in a centralised surveillance of its CNG, industry, commercial and domestic connections. The benefits of

centralised surveillance will far exceed the upsides of disparate monitoring; it will help aggregate subject matter experts in a single location, resulting in informed decisions.

Besides, the consolidation will create a foundation empowered to increase the Company's scale without a proportionate increase in system-facing operations professionals.

Governance

We believe that a technology driven and digitalisation-driven platform is aligned with the modern-day demands of better governance, minimising human interventions and a corresponding room for errors.

Integrated

At the heart of the Company's technology capability lies an integrated approach that helps converge the various arms of the organisation (CNG stations, dispensers, piped gas and city gates), leverage the use of SCADA and PLC that make remote management a reality and generate a holistic picture of the Company's operational health in real-time.

Work-in-progress

The Company is engaged in building a technology-driven system from scratch, Zeroing down on the architecture with an appropriate solutions design to suit the futuristic vision supported

with cutting edge technology. The system is expected to be operated in its first phase from 2022-23, enhancing systemic efficiency thereafter.

Centre of Excellence

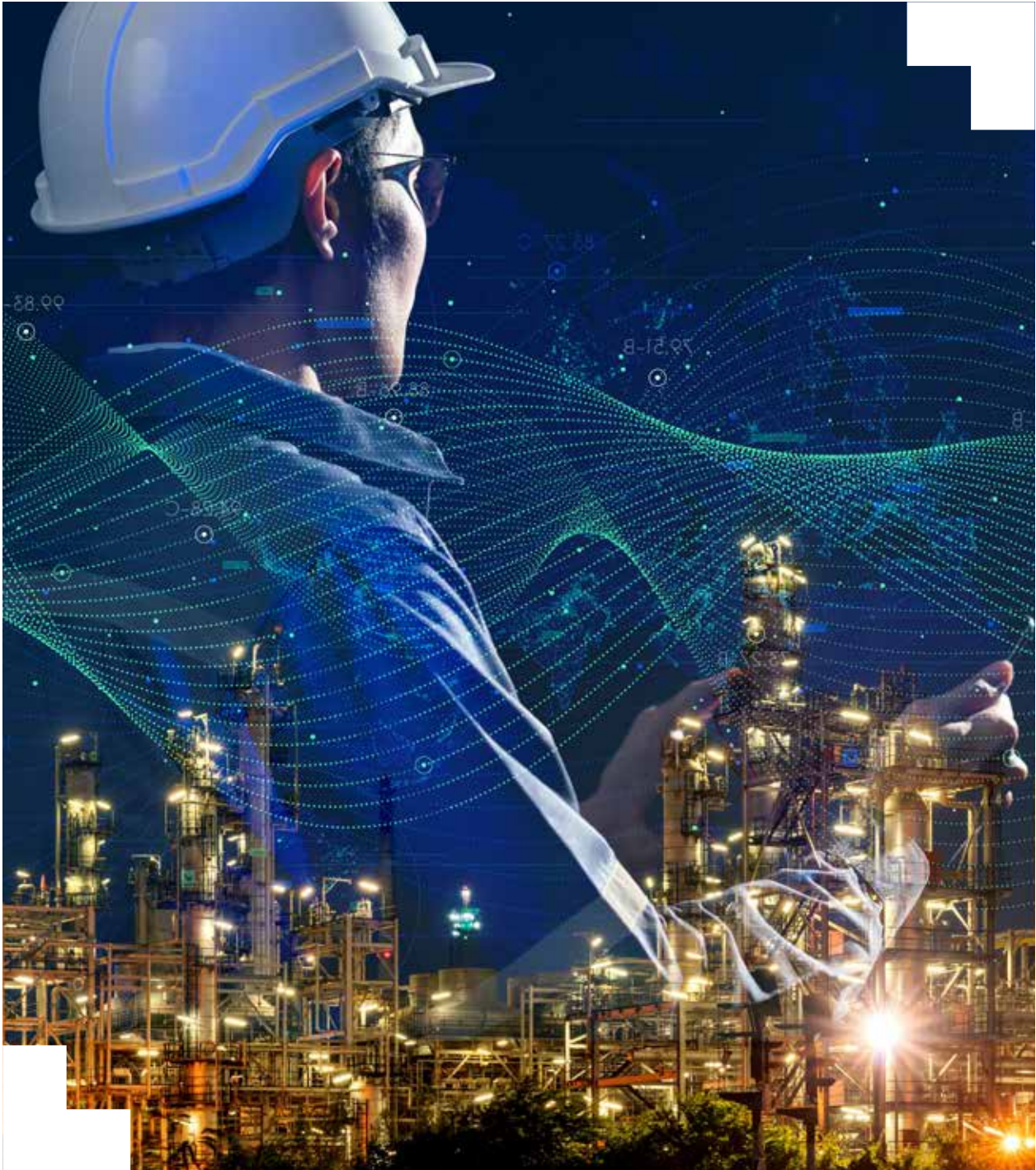
The Company is strengthening its operating platform through the aggregation of professionals; it is positioned as a centre of excellence in gas energy technologies. This consolidation of capabilities into a knowledge hub is facilitating the cross flow of knowledge leading to informed decision-making. This hub of gas energy sector wisdom, comprising professionals with deep academic knowledge, rich industry experience and thought leaders, will empower the Company to graduate to the next level.

Predictive and prescriptive

The data analytics teams will leverage the power of centralised asset monitoring. A predictive and prescriptive approach of demand forecasting and consumption patterns will be derived from realtime responsiveness and analytics.

The Company will be able to discern deviations with speed, leading to proactive predictive analyses even before problems have surfaced.

How ATGL's technology touches customers



Big numbers

92

% of payments made to ATGL through the digital option, 2020-21

95%

% of payments made to ATGL through the digital option, 2021-22

Overview

ATGL's technology investments have been directed to enhance employee ease and customer delight.

During the year under review, various projects were in design or implementation phase and directed to enhance customer ease, solve problems and offer customers a personalised experience.

ATGL deployed IT tools and platforms like MYADANIGAS,

Chatbot, SCADA, spot billing mechanism, SAP IS-U-based CRM and customer care services and TRM (Touchless Revenue Management) system to enhance the customer experience. Besides, the Company introduced point-of-sale terminals for collecting payments at customer care offices and customer premises through recovery agents; it expanded the digital payments infrastructure and implemented a convenient instalment-based payment system for onboarding customers.

Key initiatives

Self-billing: Touchless billing by empowering the domestic customer to generate the gas bill through app/web and get a digitally signed bill on WhatsApp, obviating meter reading or physical bill generation.

Bills on WhatsApp: Digitally signed gas bills on WhatsApp help reduce paper consumption.

Adani Mitra (multi-lingual Chatbot): Deployed a self-service chatbot on the website, mobile application and social media platforms to empower customers access different services. The chatbot is available for all categories of customers in vernacular languages

Online name transfer form: Features on the website will enable customers to transfer connections to their names, reducing effort, time and commute.

Digital payments: Digital payments increased from 92% in 2020-21 to 95% in 2021-22 by amount and 86% in 2020-21 to 82% in 2021-22 by the number of transactions. ATGL became the leading gas distribution company in India with the highest digital payments' ratio. This comprises no paperwork, no delays, quicker engagement, wider payment options and early revenue generation.

My Adani Gas: A PNG connection in 90 seconds!

The My Adani Gas app facilitates collaborations with partners, customers, vendors, contractors and employees. My Adani Gas streamlines the sales process from enquiry to commissioning (domestic, industrial and commercial customers), empowers Field Sales Officers to digitally complete the customer's on-boarding, provides a digital self-service interaction channel comprising service requests, self-billing, accounts statement, view-and-pay bills, gas consumption

patterns, complaints and meter reading submissions. The app also serves as a vendor collaboration platform, enabling vendors/contractors for purchase/service orders and tracks progress related to purchase/service orders and performance management.

The app facilitates a dynamic dashboard to showcase performance across defined KPIs. This will also include field force operational automation, replacing paper-based engagements with smart electronic tablets. These tablets empower the field force to make new registrations, document

verifications, online payments (through Net banking, credit card / debit card, UPI and payment aggregators like PayTM, PayU, Billdesk etc.).

The Company is empowered to provide customer-focused schemes, awareness campaigns and technology cum automation-driven services relating to invoicing and billing, registration, complaint redressal, after-sales service management and customer care through the My AdaniGas mobile application, social media/WhatsApp and websites.

Key initiatives and their features

Touchless revenues

- Smart and prepaid meters
- Automated invoicing with automated meter reading
- Auto invoicing (paperless)
- Digital payment
- Combination of many advance technologies tightly integrated
- Self billing

A2D: Analog to Digital

- Business process re-engineering
- Bottom-up approach to align technology with business needs
- Match objective of managing large volume of business
- Multifold growth with minimal human intervention
- High efficiency

Digital platform for all business operations

- Highly secure setup that demonstrates the OT and IT capabilities of ATGL
- Na-No (No Automation – No Operation) methodology
- Centrally controlled, less human dependability
- Cyber security at each level
- Minimum incidents and fast actions
- Seamless management of large volumes of data

MyAdaniGas mobile application

- Integrated platform for consumer(s) / vendor(s) / contractor(s) needs
- New enquiries
- Aadhar-based registration / KYC facility
- Digital payments
- Pricing dashboard
- Emergency response and management
- Promotions and schemes
- Management dashboard
- Online name transfer/ Refund
- Nearest CNG station locator
- Customer connection journey

Our digitisation projects

Cloud adoption

At ATGL, we moved 90% of our IT applications, including SAP and Oracle Fusion, to Google Cloud. This reduced downtime, enhanced security and increased applications scalability. We moved to a consumption-based pricing model with complete visibility on systems utilisation and performance.

Data Lake

At ATGL, we are creating a Data Lake that enables the seamless integration of all data in our applications. Real-time reporting and dashboards will be provided to all business functions to ensure data-driven decision making.

Robotic process automation (RPA)

At ATGL, we implemented an RPA solution to automate our invoice processing, which increased our operational efficiency.

Dassault integrated projected management solution

At ATGL, we are implementing this solution for seamless input-output across projects, geographies and functions. This will provide with improved transparency of the project status with a real-time visibility and early warning signals to take corrective action.

Platform for EV

At ATGL, we launched an electric vehicles management platform to manage all our EV charging points. The platform has the capability to onboard customers, integrate with SAP, integrate with payments gateway along with a real-time visibility of the nearest charging points.

Facial Recognition System (FRS)

At ATGL, we implemented FRS across 46 locations across the country and achieved 100% use for access control and attendance.



■ Excellence driver: Project management

360° Project Management edifice

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Our goal

Advanced strategies towards infrastructure creation aimed to reach the consumer, enabling ease of reach within committed time-frames in accordance with the highest safety standards.

Our platform	Appropriate location and site investment	Health and safety	Funds flow
	Engineering design and planning	Synthesis with consumption centres	Procurement
	Supply chain management	Quality control	Project execution

Overview

ATGL's robust project management empowers it to widen its authorised city gas distribution network within desired timelines.

Timely network creation helps the Company reach consumers and fulfil their energy needs, optimising project development costs, accelerating growth of the natural gas ecosystem, timely revenue generation and shorter project payback.

The Company was among the first private sector companies to enter the country's CGD space; across more than a decade, the Company has emerged among the principal drivers of the sector, backed by strong project management, institutionalised understanding of variables and disciplined resource deployment. The result has been cost-effective and competitive project implementation.

Proficiency-based platform

ATGL pioneered industry benchmarks through the proactive embrace of cutting-edge technologies, scale, cost-effectiveness and projects commissioning pace. The Company leveraged the Adani Group competence in accelerated project commissioning complemented by

the international best practices of TotalEnergies. The result is that the Company commenced operations across all 19 GAs as on 31st March 2022, overcoming various challenges.

Agile culture

The Company's projects are grown and matured by experienced professionals. The Company's methodical solution-orientation addressed project challenges with speed. This made it possible for the Company to expand across 19 Geographical Areas and nine States while adding 14 Geographical Areas during the last financial year.

Project delineation

The Company's project execution is synchronised with multiple stages being functional leading to concurrent infrastructure creation, resulting in quicker creation of a natural gas ecosystem, confidence building among adopters, quick asset utilisation and project monetisation with better returns on the resource deployed.

Project beyond horizon

The Company created a robust steel pipeline network even before the project commenced, a

distinctive edge. The Company's adoption of best-in-class technology, safety practices and comprehensive engagement of business partners generated superior outcomes even during the challenging pandemic.

Postulate resource development

The Company engaged in continuous training and resource monitoring. The project lifecycle was tracked regularly to check for deviations; the Company mitigated bottlenecks and delivered projects on schedule.

Outcomes

The Company identified and acquired land pockets for the development of City Gate Stations (CGS) and Liquefied Compressed Natural Gas Satellite Stations (LCNG) in new geographic areas (three commissioned in new GAs). The Company accelerated the implementation of its steel pipe network in new geographical areas (1072 Km laid till 31st March, 2022). The Company increased the roll-out of CNG outlets from 217 to 334 by the end of the year under review.



Part 4

Our Integrated Value- Creation Report

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Our Integrated Report

Overview

At ATGL, this is our second Integrated Reported.

This reporting - financial and non-financial metrics in a consolidated format - is in line with our commitment to comprehensive and holistic reporting. This edition of the Integrated Report provides stakeholders with an insight into our ability to create long-term sustainable value.

Disclaimer

ATGL is engaged in the process of implementing a full integrated sustainability report. Therefore, there may be no full data and/or information available in this report. ATGL reported in spirit with the Integrated Report by creating a framework to scale its reporting going forward.

Basis of presentation

Our Integrated Report is based on the principles contained in the International Integrated Reporting Framework (the International <IR> Framework) published by the International Integrated Reporting Council (IIRC).

In this report, the statutory sections – the Directors' Report, including Management Discussion and Analysis (MDA), and the Corporate Governance Report, are as per the Companies Act, 2013 (including the Rules framed thereunder), Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 and the revised Secretarial Standards issued by the Institute of Company Secretaries of India.

The financial statements are in accordance with the Indian Accounting Standards (Ind AS). This report also covers the guidelines and commitments related to the GRI Standards, United Nations Global Compact (UNGC) principles, National Voluntary Guidelines (NVGs), Sustainable Development Goals (SDGs) and India Business & Biodiversity Initiative (IBBI). It demonstrates our strategic alignment with the global commitment to combat climate change. It covers the financial year from 1st April, 2021, to 31st March, 2022.

Reporting boundary

This report covers the financial and non-financial aspects of Adani Total Gas Limited (ATGL).

Assurance

We safeguard information quality contained in this Report through a robust assurance process, leveraging our internal expertise and assurance by third party who has no financial interest in the operations other than that for the assessment and assurance of this report. The statutory section has been audited by M/s Shah Dhandharia & Co. LLP and the secretarial audit has been done by

CS Ashwin Shah. The intensity for non-financial parameters have been calculated against revenue including operational and other income. This document includes statements and commitments presenting the Company's future expectations, which may involve risks and uncertainties such as change in government policies, global market scenario, operational incidents, megatrends etc. Therefore, we cannot guarantee such statements become real.

Our Capitals

All organisations depend on various forms of capital for their value creation. Our ability to create long-term value is interrelated and fundamentally dependent on various forms of capitals available to us (inputs), how we use them (value-accretive activities), our impact on them and the value we deliver (outputs and outcomes).

Board and management assurance

The Board of Directors and Management team acknowledge their responsibility to ensure the integrity of this Integrated Report. They believe the report addresses all material issues and presents the integrated performance in a fair, transparent and accurate manner.

Capitals and their resources that help us enhance value

	Financial Capital	Manufactured Capital	Intellectual Capital	Human Capital	Natural Capital	Social and Relationship Capital
What is it	Financial resources that the Company already has or obtains through financing	The Company's tangible and intangible infrastructure used for value creation through business activities	Intangible, Knowledge based Assets	Employee knowledge, skills, experience and motivation	Natural resources impacted by the Company's activities	<ul style="list-style-type: none"> • Ability to share, relate and collaborate with stakeholders, promoting community development and wellbeing • Zero accident programme
Management approach	Create value for shareholders through sustainable growth	Well maintained functional assets and equipment	Consider innovation as a strategic element of the Company	Availability of a committed and qualified workforce offers an inclusive and balanced work environment	Ensure sustainable use of natural resources and contribute to combating climate change	<ul style="list-style-type: none"> • Promote trust with stakeholders, improving the quality of life of people in areas of presence • Wellbeing of the workers and dignity of workers
Significant aspects	<ul style="list-style-type: none"> • Balanced and diversified growth • Sound financials • Operational excellence • Sustainable outcomes and dividends 	Number of CNG stations, Residential, Industrial and Commercial consumers gas throughput capability other assets	<ul style="list-style-type: none"> • R&D promotion • Digitalisation for efficiency and development of new products and processes • Disruptive technology and business models 	<ul style="list-style-type: none"> • Human resource management • Talent management • Diversity, equal opportunity and reconciliation • Learning & Development 	Climate change Preservation of biodiversity Management of Environmental footprint Operational excellence and energy efficiency	<ul style="list-style-type: none"> • Stakeholder engagement • Community support programmes • Human rights due diligence • Brand management • Transparency and good governance • Corporate reputation
2021-22 Highlights (outcomes)	Revenue: ₹3,206 Crore EBITDA: ₹815 Crore PAT: ₹505 Crore ROCE: 24.50%	Total gas volume sold: 1.91 MMSCD Number of CNG stations: 334 Number of Domestic consumers: 0.56 Million Number of Industrial consumers: 1,820 Number of Commercial consumers: 3,856	<ul style="list-style-type: none"> • Real-time network monitoring • Streamlined data repository 	Revenue per employee: 6.88 Crore LTIFR: On-roll + FTE on Contract Fatalities: Nil On-roll + FTE on contract: Nil	Cost of energy consumption 16% of operating expenses	Total number of direct and indirect beneficiaries: 5.56 Million



Stakeholder groups	Engagement mechanism	Engagement frequency	Key concerns	Response mechanisms
Customers	Online survey, e-mails, online grievance mechanism, reports, brochures, feedback mechanism, customer meets, website, customer care centers and customer support cell	Whenever needed, quarterly and annually	<ul style="list-style-type: none"> • Service quality: Drop in gas pressure, safety issues, billing clarifications, delay in connections, low billing transparency • Infrastructure: Safety and pipeline integrity • Legal: Clearances and permissions 	Customer touch point programmes, customer satisfaction surveys, periodic surveillance and customer visits
Suppliers/ vendors	Online survey, e-mails, vendor meet, online grievance mechanism, site visits, one-to-one interactions, reports and website	Quarterly, Annually	<ul style="list-style-type: none"> • Service: Contract management and payment terms • Capability development: Training, Local Vendor Development • Human Rights: Amenities provision, safe working conditions, working hours, wages 	Data collection on sustainability performance, training, workshops and grievance redressal mechanism

Stakeholder groups	Engagement mechanism	Engagement frequency	Key concerns	Response mechanisms
Investors	Reports, website, investor meets, one-to-one interaction, Annual General Meeting, online grievance mechanism and e-mails	As required	<ul style="list-style-type: none"> • Financial growth: Profitability, wages, dividend and EPS • Governance: Ethics, Board oversight, business and sustainability risks • Environment: Climate change, energy and emissions, waste disposal, water use • Social: Employee attrition, community development, social license to operate 	Business and profit growth
Government and Social Partners	Reports, website, one-to-one interaction, events, e-mails and letters	As required	<ul style="list-style-type: none"> • Financial growth: Taxes and partnership • Legal: License, compliance and governance 	Management systems deployment, monitoring KPIs, periodic reporting, active participation, capacity building of representatives
Communities	Focus group discussions, one-to-one interactions, media, website, online grievance mechanism	Continuous, weekly, monthly, quarterly and annually	<ul style="list-style-type: none"> • Economic growth: CSR investment • Social: Livelihoods, access to resources, environment degradation, use of resources, employment (direct and indirect) 	Strong partnerships, opportunities to engage with employees and supply chain and maintain a license to operate
Employees	Online surveys, magazines, internal e-mails, intranet, reports, websites, online grievance mechanism, one-to-one interactions, Town Hall meetings and brochures	Online survey, magazines, internal emails, intranet, reports, websites, online grievance mechanism, one-to-one interactions, Town Hall meetings and brochures	<ul style="list-style-type: none"> • Benefits: Policies and compensation, facilities • Human Rights: Working hours and a safe working environment • Career growth: Training & development and brand value • Financial growth: EPS, dividend and profitability 	Robust HR policies, effective and transparent communication, training activities, grievance redressal mechanism

How ATGL has enhanced shareholder value

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ATGL is India's largest city gas distribution company. The Company has been consistently reporting efficient and outperforming the EBIDTA margins in India's CGD sector.

A portfolio of strategically located CGD authorisations can be a potent economic

multiplier for ATGL.

The Company is India's largest private CGD company, enjoying an alliance with TotalEnergies and Indian Oil.

The Company's attractive prospects are underpinned by a supportive global direction and national policy. The Company has capitalised

in effective gas sourcing, sustainable cost leadership, competitive gas distribution, future-proofing the existing business with new business lines and growth with responsibility (ESG and HSE compliance at the core).

ATGL's value-enhancing model

The Indian customer (domestic, commercial, industrial and transport segment) is moving towards the adoption of clean fuels like natural gas, which are easier to handle than conventional fuels, safe and offers ease of operations with competitive pricing.

At ATGL, we have created a value enhancing framework: a validated profitable and growing business on the one hand, coupled with impending roll-out, across a larger CGD footprint on the other.

The business model has been directed towards aggressive but protected growth, marked by rapid scale-up on the one hand and

annuity-like incomes on the other, assuring business predictability.

On the one hand, the Company is engaged in the accelerated roll-out of CGD infrastructure assets accompanied by cost competitiveness and economies of scale, a foundation for profitable long-term growth. On the other hand, the Company expects to forge long-term customer engagements leading to near annuity-like revenues and business predictability. This combination – an entrepreneurial approach at one end leading to secured income patterns at the other – represents the foundation of ATGL's value enhancement engine.

ATGL is widening its customer base, addressing the energy demands of customers through its clean fuels basket. ATGL is future-proofing with new business segments and is focused on integrating with its CGD business. The Company's customer centricity will enhance brand trust and confidence. The Company continues to strengthen its infrastructure with speed and value optimisation. Following the addition of 14 GAs to ATGL's portfolio with the 11th bidding round, the Company enjoys attractive economies of scale, brand and vendor relationships translating into best-in-class customer service, customer accretion and growing revenues.

How we have enhanced shareholder value

Competitive rollout	Demonstrated consumer value	Network maturity
Gas sourcing and cost leadership	Alliances	Governance framework
Operational Centre of Excellence	Responsibility	Sustainability

Competitive roll-out

India's largest private gas distribution company	Presence across 33 GAs on its own books and 19 GAs in partnership	Among the most competitive cost structures among Indian CGD companies	Engaged in building national infrastructure
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Demonstrated consumer value

Ensured a robust customer value proposition	and CNG retail prices, encouraging natural gas adoption	Uninterrupted CNG and PNG supply assuring ease of operations and production	assurance Enhancing consumer competitiveness
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Network maturity

Smart network offers enhanced customer service	long-term benefits Establishing a virtual CNG infrastructure early on, to ensure the development	of eco- system, awareness and customer penetration Annuity-based revenues with amortised fixed costs,	strengthening margins Material anchor loads in new GAs to enhance ROCE Network	synergy with the new lines of business, catalysing growth
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Gas sourcing and cost leadership

Strategic and agile gas sourcing, enhancing responsiveness to volatile markets	and imported (RLNG) gas linkages with indices, some a natural hedge against ATGL's customers' alternate fuels.	private and government., including TotalEnergies.	cost and best-in-industry terms.
Gas portfolio based on short, medium and long-term contracts, domestic	ATGL contracts with a range of suppliers,	Gas sourcing is a transparent process with multiple negotiations that ensure an optimum weighted average gas	Constant efforts to maintain the lowest possible opex / SCMs in the industry

Alliances

TotalEnergies co-ownership in ATGL	Transfer of international best practices	50:50 joint venture with Indian Oil Corporation	CGD bidding effectiveness; enhanced operational ease	ATGL's co-ownership in SMTPL, thereby bringing benefits to SMTPL of a strong parentage
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Responsibility

Deep governance commitment	its operational framework	established global corporate credibility	revenue visibility	Aligned with local government bodies, municipal and Pollution Control Boards
ATGL's compliance policies, SOPs and	Extensively de-risked approach;	Secured long-term	Environmentally responsible business model	

Sustainability

Investment in business foundation for sustainable scalability	Long-term relationships with customers; enhanced revenue visibility	Customer-centric approach Presence in attractive and growing CGD areas	supplemented with addition of new GAs Stable credit ratings	New business lines to enhance business responsibility through clean fuels
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Governance framework

Process optimisation for agility and governance	Business process re-engineering	Transparent and automated process	Robust internal controls with ease of operations
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Operational Centre of Excellence (CoE)

Centre of Excellence – TPI (third party inspection)	Centre of Excellence – Logistics Centre of Excellence –	Payables Centre of Excellence – O&M (Operations & Maintenance)	Centre of Excellence – Channel Management	Centre of Excellence – Customer Delight Centre
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How we continued to strengthen our business in 2021-22

<p>GA footprint</p> <hr/> <p>4 Number of GAs, 2016-17</p> <p>33 Number of GAs, 2021-22</p>	<p>Sales volume</p> <hr/> <p>408.45 Natural gas sold, MMSCM, 2016-17</p> <p>696.29 Natural gas sold, MMSCM, 2021-22</p> <p>11.27% CAGR, five years ending 2021-22</p>	<p>Piped network</p> <hr/> <p>>5000 Km, Piped network including steel piped network, 2016-17</p> <p>>9,000 Km, piped network including steel piped network, 2021-22</p>	<p>CNG retail outlets</p> <hr/> <p>70 Outlets, 2016-17</p> <p>334 Outlets, 2021-22</p>
<p>CNG sales volume</p> <hr/> <p>220.85 Sales in MMSCM, 2016-17</p> <p>359.70 Sales in MMSCM, 2021-22</p> <p>10% CAGR, five years ending 2021-22</p>	<p>Household connections</p> <hr/> <p>0.25 Million, Residential customers, 2016-17</p> <p>0.56 Million, residential customers, 2021-22</p>	<p>Commercial connections</p> <hr/> <p>2,126 Commercial customers, 2016-17</p> <p>3,856 Commercial customers, 2021-22</p>	<p>Industrial connections</p> <hr/> <p>1013 Industrial customers, 2016-17</p> <p>1,820 Industrial customers, 2021-22</p>

Electric mobility

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Overview

As a part of the global EV30@30 campaign, India has targeted that at least 30% of its new vehicle sales by 2030 will be electric. This addresses Niti Aayog's estimate that India can save 64% road-based fuel demand and 37% carbon emissions by 2030 through electric mobility.

Aligned with this national vision, ATGL extended into the adjacent electric mobility segment with the objective to create an electric

vehicle-supporting ecosystem.

ATGL launched its first electric vehicle charging station in Ahmedabad during the year under review aligned with a vision to offer sustainable fuelling solutions across all Indian major cities and towns.

By the virtue of being India's leading CNG retailer, ATGL is attractively positioned to play an active role in the growing electric mobility business, leveraging retail

infrastructure, retail experience and a growing customer base. The Company is attractively placed to capture a significant share of a rapidly growing EV charging market.

Besides, ATGL draws strength from the Adani Group's renewable power generation and transmission businesses, coupled with the extensive global experience of TotalEnergies SE in the EV infrastructure space.



Outlook

The Company intends to establish 1500 EVCs in key urban markets in the first phase. ATGL is proactively ready with fast charging technology, digital platform (including customer interface and charging network management system) and a start-up mindset.

The Company is developing multiple delivery formats customised around use cases

including last mile delivery solutions, ride hailing taxis and passenger movement.

ATGL is also evaluating innovative models in capturing value across the electric mobility value chain, engaged in discussions with several related players in exploring strategic alliances.

ATGL is attractively positioned to play an active role in the growing electric mobility business, leveraging retail infrastructure, retail experience and a growing customer base.

How we delivered a superior financial performance



Capital appreciation

9,502
₹ Crore, market capitalisation, 31st March, 2020

1,05,719
₹ Crore, market capitalisation, 31st March, 2021

2,36,322
₹ Crore, market capitalisation, 31st March, 2022



Strategic

Respected as a CGD industry leader in India

Setting industry standards across operations

To cater to ~ 15% of India's population and physical area (including joint venture)

Only CGD network offering a clean energy portfolio (CNG, PNG, biomass, LNG for trucks and EV) under one umbrella

Core member of industry associations, working closely with the government to align its growth with the national CGD policy



Knowledge

Effective equity and business alliances (TotalEnergies and Indian Oil Corporation)

New alliances; ATGL being a parent organisation – SMTPL [need full form]

Experienced leadership, methodical knowledge aggregation / dissemination and organisational readiness



Capabilities

Competent and experienced management

Leveraging Adani Group capability in commissioning infrastructure quicker and competitively

TotalEnergies Group's strong capability across a range of global energy segments, including LNG.

How we continued to maintain financial discipline

EBITDA (₹ in Crore)

317
Earnings before interest, tax and depreciation amortisation, ₹ Crore, 2016-17

815
Earnings before interest, tax and depreciation amortisation, ₹ Crore, 2021-22

21% CAGR, five years ending 2021-22

EBITDA margin (in %)

26.4%
EBITDA margin, 2016-17

25.1%
Sustained EBITDA margin, 2021-22



Long-term relevance

Capability in the creation of infrastructure with multi-decadal relevance

Established capability in addressing multi-customer segment demand with clean energy sources



Locational presence

Present in a range of pan-Indian districts

Geographical areas under development include mature, under development and new locations (hence large headroom for growth)



Customer mix

Balanced mix between CNG and PNG

Stable customer base

Long-term retail gas sales agreements underpinned by security deposits, enhancing revenue predictability

Focus on service orientation, customer satisfaction, customer loyalty, attractive gas value proposition and long-term relationships



Financial

High capital allocation efficiency, strengthening eco-system relationships

Demonstrated best-in-industry Return on Capital Employed

Gearing

0.77

Debt-equity ratio, 2016-17

0.41

Debt-equity ratio, 2021-22

RoCE (in %)

23.8

% Return on Capital Employed, for the year 2016-17

24.5

% Return on Capital employed for the year 2021-22

VALUE-CREATION

How we intend to enhance shareholder value

Overview

ATGL intends to sustain the deployment of best-in class technologies, address growing energy demand (quantum and mix), strengthen customer convenience and enhance shareholder value.

The Company's intent is to align the management of risk parameters at one end and opportunity responsiveness at the other.

The Company intends to enhance value through the interplay of various business drivers.

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Asset creation through infrastructure rollout:

The Company intends to accelerate infrastructure roll-out in the new GAs and create a pan-India CGD network on a fast-track basis without compromising statutory, regulatory compliances or asset integrity.

Sweating existing assets:

The Company will continue to enhance the utilisation of infrastructure in existing GAs to strengthened profitability.

Best practices:

The Company adopted best practices derived from its own business understanding and the existing practices of Adani Group and TotalEnergies, creating an overarching culture of growth, value, safety and sustainability.

Revenue mix:

The Company's revenue mix was generated from diverse customer segments (residential households, commercial establishments, manufacturing units and transport).

Effective gas sourcing:

The Company will continue to focus on competitive, strategic and diversified gas sourcing with the objective to optimise costs, enhance customer value and generate stable margins.

Capex and opex optimisation:

The Company intends to undertake initiatives related to capex optimisation related to the effective use of the capital for a large capital expenditure programme. The Company is focusing on cost optimisation to increase profitability.

Consumer switch:

With a rising traction for clean energy, there is a growing importance of natural gas, bio mass and electricity for road transport. ATGL's clean energy offerings will facilitate changing consumer behavior by transitioning them to cleaner fuels, which could strengthen revenue growth.

Automation and digitalisation:

The Company intends to enhance its investment in digitalisation by integrating all ATGL applications into a single digital platform (SOUL) with the objective to the enhance the consumer experience, governance controls, operational and maintenance capabilities, safety and resource management.

Building domestic franchise:

The Company intends to leverage its extensive domestic franchise with the objective to generate asset-light revenues.

Liquidity:

The Company intends to enhance liquidity through its responsive capital management plan.

Our shareholder value creation foundation	HSE and sustainability	Asset creation by infrastructure roll-out
Customer centricity	Best practices	Effective gas sourcing
Revenue mix	Capex and opex optimisation	Consumer switch
Digitalisation	Building domestic franchise	Liquidity

Business driver: Risk management

ATGL. Focused on creating a progressively de-risked operating model



Overview

In a world marked by unforeseen developments, economic downtrends and uncertain trade flows, there is a growing recognition that risk mitigation could lead to growth.

The objective of this de-risking commitment is to protect business viability during economic weakness and generate a vigorous rebound during periods of economic recovery. At ATGL, this commitment to comprehensive de-risking has been drawn from the multi-decade Adani Group and TotalEnergies commitment to de-risking. The de-risking philosophy of the co-promoters has been centred across the following principles:

- Engaged in business marked by flow management (commodity resources, people)
- Presence in sectors with large operating headroom
- Recognition that growth should be balanced with effective de-risking

- Sustain growth even during periods of economic slowness and other such episodic events
- Growth with corresponding checks and balances
- Invest in enablers that enhance nimbleness

Reconciling speed with stability

At the heart of our Company's sustainability lies a commitment to growth speed without compromising business quality, employee and stakeholder health as well as safety and environment protection.

This has been ensured through the following considerations:

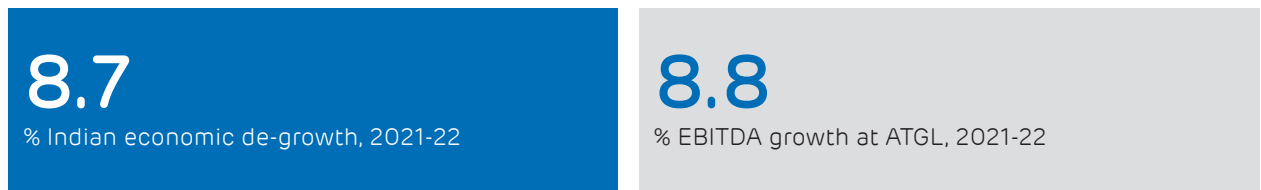
One, we are not obsessed with 'How rapidly can we grow?' as much as 'How rapidly can we grow in a sustainable manner?' There is a commitment to initiatives that accelerate our growth without trading our ability to sustain this across the foreseeable future.

Two, our growth is structured around a framework of robust processes and systems.

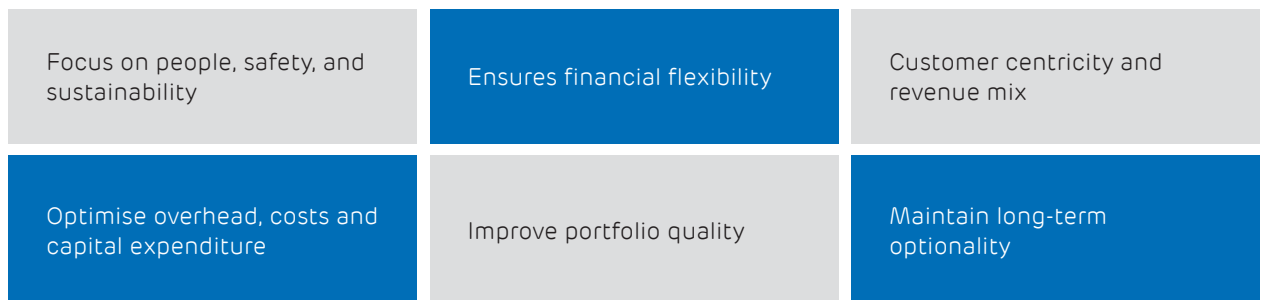
Three, we believe that the most visible score of our governance is reflected in a progressively higher credit rating. A superior credit rating does not just represent an academic validation; it helps generate a lower debt cost, which, in turn, enhances long-term profitability.

In view of this, ATGL's robust risk management framework has translated into growth (assets, revenues, profits and cash flows) at one end and the ability to ride through economic troughs on the other (as during the 2020 and 2021 pandemic lockdowns). Besides, the framework ensures workplace safety of the Company's stakeholders, risk minimisation to society, reduced consumption of finite resources and strengthening of the corporate culture to ensure risk moderation.

De-risking leading to a more sustainable ATGL



Strategic objectives



Strategic priorities

Creating a sustainable growth strategy and momentum

Overview

ATGL's focus is to deliver industry-leading returns to shareholders, best-in-class service to customers and enhanced stakeholder value.

The Company intends to address India's movement to a gas-based economy that is expected to widen the Company's geographic presence, enhance opportunities, increase efficiency and deepen community engagement.

Strengthening controls

ATGL created a sustainability team for the execution of strategies, policies and practices on environmental risks, including climate change commitments delineated in our climate action plan that are being implemented through a company-wide environmental policy and Environmental Management

System (EMS) ISO 14001:2015 at the site level. The environment performance is monitored through action plans at the department level. The Company biannually audits an adherence with environmental regulations, permits and Environment Management System by ISO certification agency.

Audit results

All operational GAs retained their ISO 14001:2015 certification, indicating acceptable performance and process implementation.

Compliance management

Compliance with applicable laws and regulations is our responsibility and commitment to environmental stewardship.

Our teams recognise that a

material breach of any law or regulation can potentially result in irreversible reputational damage or lead to liabilities. We adhere to the highest standards of governance, which ensures a compliance with all applicable laws and regulations. The approach of prevention, accountability, engagement and continuous improvement allows the Company to stay on top of legal and statutory requirements.

The Company's IT-enabled compliance management system tracks legal, statutory commitments and appraises the management on any non-conformity. There were no fines or non-monetary sanctions for non-compliance with environmental laws and/ or regulations at any location in 2021-22.

Emergency response programme

ATGL is exposed to the possibilities of safety issues and lower gas supply at the customer end. These incidents could have a direct impact on the asset and safety of employees, customers and public.

All locations under ATGL abide by an Emergency Response & Disaster Management Plan (ERDMP) as per Petroleum & Natural Gas Regulatory Board (PNGRB) ERDMP Regulations. The plan sets out safety and security measures for the transportation and distribution of gas. It defines guidelines and procedures for identifying emergency scenarios,

implementing preventive & mitigation barriers to avoid emergencies.

Emergency response drills were conducted periodically lessons communicated, and corrective actions ensured. ERDMP plan was updated and certified as per PNGRB requirements. The Company established procedures to ensure that there was an appropriate response to unexpected or accidental incidents. ATGL's area emergency offices equipped with all resources for timely response to any type of emergency. It worked 24x7 with the customer care

team.

During an event of disaster such as a cyclone, disaster teams (infrastructure in-charge, safety officer and accountable managers) were activated for emergency handling, response and investigation.

The Company maintained insurance coverage to protect against a range of disaster-related security and safety risks, at levels that were considered appropriate and consistent with industry practices.

The objective was to exclude or minimise the risk of financial

loss at a reasonable cost. The Company could still be subject to risks in the following areas:

- Losses beyond the limits, or outside the scope, of coverage of our insurance
- Inability to maintain adequate insurance coverage on

commercially reasonable terms in the future

- Certain categories of disasters not insurable at a reasonable cost

In areas beyond the scope of insurance, the Company

faced losses due to a deficit in operational activities, low delivery time or low throughput. These factors, though accounted for, could cause a financial loss to the Company building resilience towards climate change.

Climate change and energy

Climate change is one of the biggest challenges in the oil & gas/energy industries. However, this challenge is an opportunity at ATGL as the Company's principal product natural gas is the cleanest of all fossil fuels that helps reduce the impact of climate change.

ATGL is fully aligned with climate change and India's commitment to being a leading natural gas player and the largest private CGD company in India.

ATGL intends to contribute to India's Nationally Determined

Contribution targets and to the COP (Conference of Parties) Agreement(s) by ensuring sustainable development in alignment with the ambitious goal laid down by the promoters partners Adani Group and TotalEnergies on ESG issues relevant to the Company and its stakeholders. The Company intends to approach this through a structured action and investment plan with a commitment to climate change.

The Company engaged in aggressive infra-development to

expand its natural gas network in 52 GAs (including IOAGPL). It replaced liquid/solid fuel with clean and affordable fuel with lower emission intensity. The Company intends to expand in low carbon businesses such as EV, bio-gas and LNG for trucks. ATGL will not only reduce its own emissions but play a role in the country's energy transition. The Company intends to encourage Carbon Footprint Incentive (CFI) Fund to enhance gas consumption volumes and revenue growth.

Accelerate clean technology adaptation

The Company intends to expand in low carbon businesses using clean technology i.e. Electric vehicle charging, LNG for trucks, Bio gas etc.

The Company intends to approach this through a structured action and investment plan with a commitment to climate change. ATGL will work in focused manner to achieve reduction targets of Scope 1 and Scope 2.

Methane emission reduction

Methane is 25 times higher intensity in GHG than CO2. We control the emission of methane in our operation aggressively.

ATGL is taking initiatives such as leak detection survey & repair, LPT (Lock pressure test), LUAG (Loss of unaccounted gas) monitoring and various other operational controls to reduce methane emission.

Energy intensity and efficiency

In line with our goal to reduce environment impact, we undertook measures including process improvements and technology integration. We focused on the need to reduce energy use and carbon emissions by improving processes and

using renewable energy capacity wherever feasible.

GHG emissions

GHG emissions (Scope 1 & Scope 2) in our operations were linked to the combustion of fuels that

release greenhouse gases such as CO₂, CH₄ and N₂O and the use of grid electricity. A small amount of total GHG emissions are generated from refrigerants such as R22, R134, R407C and R410. We are in the process of phasing these gases out.

Emission type	Description	Emission sources and activities	Emission quantity (tCO ₂ e)
GHG direct emissions (scope 1)	Direct emissions that occur from sources that are owned or controlled by us	Fuel consumed by own equipment. Methane gas leaks etc. used in operation	153,167
GHG indirect emissions (scope 2)	Indirect emissions from the generation of purchased electricity consumed by us	Electricity purchased from the grid	22,564

*Reduction of Scope 2

In 2021-22, the total emissions combining Scope 1 and Scope 2 stood at 175,731 tCO₂e.

Transition to clean energy

ATGL expects to reduce GHG emissions through the decarbonisation of ATGL's logistics and transportation migrating from high-speed diesel to natural gas; 48% of contracted LCVs are CNG powered with the ambition of 100% to be converted in the coming months and the phased conversion of all diesel generating sets from HSD to gas-fired in all offices and CGS stations.



Decarbonisation of fleets

To decarbonise all ATGL owned and contracted transport by converting them from high-speed-diesel (HSD) to natural gas (NG). All ATGL owned and contracted transport including Transport LCV/HCV cascade, ADMIN/AEO (Area Emergency Office) vehicles converted from HSD to NG. Additionally, two wheelers of field resources for sales, meter reader(s) and Area Emergency Offices (AEOs) to be migrated to electric; long haul fleets to ply for LNG transportation for LCNG stations to adopt LNG as fuel. Among 322 LCVs contracted by ATGL, 155 were powered by CNG, ATGL intends to increase the numbers further in the foreseeable future. These initiatives of ATGL could minimise predominant Scope 3 emissions.

Through diversification towards a balanced energy mix, ATGL plans to contribute positively towards its climate change commitment.

The transition to clean energy is towards a proactive responsible approach along with anticipation that regulatory measures could constrain the use of fossil fuels. The government could impose

taxes on GHG emissions and incentivise a shift in the energy mix from fossil fuels towards clean or renewable energy, creating an opportunity for ATGL

Energy and GHG reduction programme

ATGL implemented programmes with quantitative targets and deadlines to reduce energy and GHG emissions. The Company made services and systems efficient through engineering technologies, operational efficiencies and employee awareness. The Company engaged in the improved measurement of fuels and electricity, optimising and improving efficiencies in terminal projects, retrofitting lighting with energy-efficient LEDs and investing in clean and renewable energy alternatives such as solar panels.

Energy audit

The Company performed an electrical energy audit in its 50 sites (CNG stations, city gas stations and offices). Each site was evaluated with the objective to conserve electricity. Several energy saving recommendations like installation of LED lights, AC

with higher energy saving rating and capacity, occupancy sensors, timer etc. were recommended. Feasible recommendations were implemented by the team. This initiative is being advocated across ATGL's consumers as a part of Greenosphere low carbon society initiatives.

Solarisation

The Company installed rooftop solar panels in ATGL sites, including its CNG stations, city gas stations and offices. As of 31st March 2022, 32 sites of ATGL (6 city gas stations, 24 CNG and 2 offices) had the provision of PV panels, yielding 550kw, which will extend to 50+ in the next financial year with the ambition of 1MW. The aim of the initiative was to minimise the Scope 2 emissions.

Methane leak detection and repair

The Company implemented Leak Detection and Repair (LDAR) programme to control and reduce the emission of methane emitted during operations to comply with environmental regulations for reducing methane emissions into the environment. A pilot study



was conducted at Faridabad and Ahmedabad by engaging subject experts supported by ATGL team members. The initial survey at Faridabad was conducted for 200 Km and 100 Km for Ahmedabad. The leaks detected were fixed, as methane is 25 times higher in GHG emissions compared to CO₂. This initiative was implemented

to reduce and minimise Scope 1 emissions.

Fly ash brickwork at Tirrupurhub, Palwal hub and CGS Sikri

The civil vendors at the Tirrupur hub, Palwal hub and CGS Sikri were faced with a drastic surge in the price of red bricks, which

rose to ₹10/brick as against the average price of ₹5-6/brick. To remedy this, ATGL started using fly ash bricks as an alternative for the project from TS (Technical Services), after getting necessary approvals. This resulted in the Company saving ₹30 Lakh while reducing Co₂ emissions by 75%, saving 2,03,000 Kg of Co₂.

Lower impact on environment and nature

Biodiversity and land use

The natural gas sector has a positive impact on the environment being a clean fuel. However, during network roll-out, there could be a moderate-to-low

negative impact on biodiversity and land use. Some of these impacts are unavoidable and affects the ecosystem. It is our endeavour to minimise their impacts.

The Company identified

biodiversity impacts and used Comprehensive Environmental Impact Assessment to focus on terrestrial life. Special permission was taken from the authorities prior to working near forests and other eco-sensitive areas.



Waste

Effective waste management and minimisation is a growing priority. The Company's strategy aims to reduce waste and increase reuse or recycling.

The collection and segregation

facility at the GA locations allows approved waste collectors to transport hazardous waste to their licensed processing centre. Non-hazardous wastes are also separately collected for recycling.

Waste generated due to the

Company's activities is managed through the 5R (Reduce, Reuse, Reprocess, Recycle and Recover) approach and operationalised through the EMS. A team at the GA location monitors waste disposal.

Zero Single Use Plastic (SuP) certification

5 ATGL offices at Ahmedabad were certified SuP by Confederation of Indian Industry (CII).

Organisational boundary: ATGL's offices in Ahmedabad include locations - Heritage, Wadaj, Drive-in, Maninagar and CGS-Ramol.

The certification applies to the following single-use plastic items:

Cutlery (forks, knives, spoons, and chopsticks)	Crockery (plates, glasses, cups)	Straws, beverage stirrers and plastic trays
Ear buds with plastic sticks	Plastic sticks for balloons	Wrapping/packing films around sweet boxes, invitation cards and cigarette packets
Items of decoration (polystyrene), plastic flags	Candy sticks and ice-cream sticks	Plastic dustbin liners
<ul style="list-style-type: none"> Food containers (especially those made of expanded polystyrene) 		

Water

Water conservation is increasingly relevant for humankind. At ATGL, water conservation maintains community relationships. The Company installed water meters to ascertain the water balance. It installed sensors/aerators in water tapes to optimise

water consumption. Rainwater harvesting was introduced in all CGS (City Gas Station) and R-LNG sites.

ATGL installed 12 water meters in 12 Dealers' CNG stations in Ahmedabad during the year under review. The water meter installation is set to be completed in the next financial year.

For more information, please access BRSR (Business Responsibility and Sustainability Report), which is a part of this Annual Report. ATGL disclosed several sustainability related data including its water consumption.

Our commitment

How ATGL created a safety foundation for sustainable health, safety and operational integrity

Our goal

Zero harm

Our platform

Risk management	Guiding principles and goals	Governance framework
Operational discipline	Policy	Team
Periodic maintenance	Responsible vendor engagement	Resources
Training and development	Government and regulatory compliances	Digitisation
Asset integrity	Integrated Management System (IMS)	Emergency preparedness

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Overview

Safety is an integral part of ATGL's culture. ATGL firmly believes that injuries, illness and incidents are preventable. At ATGL, nothing is more important to our overall success than our employees going home safe each day. Safety is not a priority – it is a pre-condition for employment.

One of the fundamental principles of Growth with Goodness at Adani is taking care of people through the realms of zero harm culture. It is the conviction of the Company

to promote culture of care so that every activity is performed in a safe manner, facilitating growth and sustainability for generative safety culture through a top-down and bottoms-up approach.

ATGL is committed to ensure the continuity of natural gas supply, safety and reliability of services to customers, committed to demonstrate continual improvements in Quality, Occupational Health, Safety & Environmental (QHSE) management. ATGL institutionalised practices

around sustainable development. It formulated a business continuity plan that ensured continuity of services during the pandemic. A structured programme was implemented to ensure the health and safety of employees, contractors and other stakeholders.

Risk understanding

At ATGL, we believe that a comprehensive risk understanding represents the basis of mitigation and a safe workplace. The Company is engaged in a business

where the key risks comprise working in a challenging terrain, material handling and the use of heavy equipment, cascade operations, excavation, gas escape handling, electrical work, hot work, working in confined spaces and hydro-testing.

These engagements warrant an institutionalised approach to safety and risk mitigation that extends from risk identification, assessment and mitigation. ATGL established, implemented and maintained processes necessary to prepare for and respond to potential emergency situations, including actions to address risks and opportunities.

ATGL defined ten lifesaving safety rules based on business-specific high risk and past incident history. Rules were framed to target and reinforce critical behaviors and processes that ensure safety performance, particularly in the high risk areas of the business.

The reporting of anomalies and near-misses were encouraged and monitored. The involvement of each employee in identifying anomalies or dangerous situations was an indicator of employees' involvement and vigilance in accident prevention, reflecting the safety culture within ATGL.

The Company has a risk register

covering all key risks (including safety, financial, reputational, litigations etc.) and established a framework that ensured the periodic evaluation of risks and risk management processes.

Goals

At ATGL, we charted out a desired goal of zero harm. ATGL identified personal health and safety goals such as preventing occupational accidents, preventing occupational health risks, minimising risks for the health and safety of consumers and preventing the occurrence of any major industrial accidents. The Company's philosophy of 'Safety first in everything we do at ATGL' is an integral part of its culture.

Guiding principles

Some features of our guiding principles towards 'zero harm' comprised:

Align and set leadership expectations for safety: ATGL developed a safety competence involving line functions and a functional safety improvement plan. Reduced incidents severity; introduced a safety discipline by implementing complete safety standards; there was zero tolerance for LSSR (Life Saving Safety Rules) violations.

Learn, improve and share experiences accelerated safety performance improvement: ATGL focused on near misses, critical incidents and knowledge sharing (local, regional, global).

Manage risk exposures:

Implemented contractor safety management and community engagement.

Governance framework

At ATGL, our HSE commitment was driven and protected by a governance framework that cascades from the Board of Directors to a Business Safety Council to task forces and down to a safety committee per geographic area. This linkage and inter-reporting system ensured the quickest institutionalised reporting and transfer of information, enhancing a systemic responsiveness (periodic review) to unforeseen developments. To improve the governance framework, ATGL constituted a Board-based committee - Corporate Responsibility Committee, which oversaw strategies, activities and policies related to sustainable organisation including environment, social, governance, health and safety etc.

Discipline

At ATGL, safety is an overarching discipline that is lived every moment, in every activity, in every employee and across location.

The Company believes each and every employee must sincerely follow safety norms and practices to facilitate a healthy and safe workplace. Over the years, we extended the responsibility of championing safe work practices from a conventional top-down role cascading from business leaders to a bottom-up approach driven by selected change leaders.

Policy

The Company's QHSE policy outlines the Standard Operating Procedures (SOP) for all activities to ensure that partners/employees practice the same commitment. ATGL established its Integrated management system (IMS) and is accredited to ISO 9001:2015 Quality Management System, ISO 14001:2015 Environmental Management System and ISO 45001:2018 Occupational Health and Safety assessment series. The Company conducted regular internal and external audits to verify adherence and effectiveness. ATGL determined and provided resources needed for the establishment, implementation, maintenance and improvement of the QHSE Management System through process charts, QHSE system procedure and management programme.

Key initiatives

The Company evolved safety training from a necessary compliance into a fundamental right for all (employees and associates); it deepened its safety field audit discipline conducted by line officers at supplier / vendor premises; it made 'zero accidents' an aspiration that was collectively reviewed and celebrated on every occasion.

The Company introduced a Vulnerability Safety Risk Study which helped in identifying high-risk areas; appropriate risk assessments (HAZOP/QRA) were conducted across all installations.

The Company instituted environmental health safety conditions into each vendor contract, bringing the subject under the service level agreement ambit. The Company conducted safety risk field audit to cover contractor preparedness.

The Company shared health and safety guidelines with customers through social media viz. Facebook/Twitter/SMS/email/ gas bill.

The Company provided a safety kit to consumers with every new connection that indicated the safe use of PNG.

The Company carried out a periodic awareness programme for industrial customers.

The institution of the CNG clinic enhanced awareness of vehicle safety for the benefit of drivers in addition to health check campaigns.

The Company engaged in an annual leak detection programme for every household.

The Company educated the public through the 'Dial before Dig' campaign that enhanced public awareness through media.

The Company enhanced community awareness through events like National Safety Week, Fire Service Week, Environment Day and Road Safety Week etc.

The Company implemented a structured behaviour-based safety program called Suraksha Samwaad.

Resources

At ATGL, the effectiveness of our safety function was reinforced through a proactive investment in surveillance technology that made it possible to monitor our network

in real time through SCADA and area emergency offices.

The Company's master control rooms monitored a range of operating parameters for established patterns and deviations; automated alerts and trip mechanisms enhanced controls and safety.

Training and competency development

ATGL structured a training and competency development plan for employees as well as business partners. The Company organised trainings on safety induction, STOC (Safety, Technical & Operational Competency) and defensive driving for employees and business partners. Besides, identification-based training was arranged for different skill groups.



Key highlights

Conducted process safety and knowledge sharing session with TotalEnergies	Organised Lock Tag out (LOTO) practical training for 153 employees and contractors
Conducted three HSE Change Agent interaction and knowledge sharing sessions covering 60+ employees per session with the aim to develop next generation HSE leaders	Provided 3235 personhours of HSE training to employees
Provided 52511 personhours of HSE training to contractor staff	Provided defensive driving training (DDT) to 444 drivers
Provided Awakening Safety Leadership training to employees in 5 GAs	Provided training for T4S, IMS and ERDMP requirements to employees in 8 GAs



Government and regulatory compliances

At ATGL, we maintain strong relationships with the government and industry regulatory bodies. We ensure that our operations, processes and businesses remain compliant with stipulations, policies, directives of statutory and regulatory bodies (PNGRB, PESO, DGFASLI etc.). We ensure compliance with legal and regulatory requirements through the Legatrix software-based tracking system.

Digitisation initiatives

On the GO: Prompt Emergency Handling Mobile Application and ERMS (Emergency Response Management System)

OLEO: A mobile app for contractors to enable safety training and self-safety assessment

Boots on the ground (BOTG): Introduced mobile applications, Suraksha Samwaad and Contractor SRFA (Safety Risk Field audit).

Asset integrity

ATGL ensures that its assets perform reliably and safely throughout various stages of its business life cycle. This was achieved through risk-based inspections, surveillance and monitoring of the

network 24/7 and ensuring compliance with respect to PNGRB IMS and T4S regulations. The Integrity Management System (IMS) was in place across geographical areas. ATGL developed a comprehensive IMS manual in line with PNGRB regulations. The Company conducted a third party regulatory audit (once in three years) on IMS/ T4S as per PNGRB and compliance. An asset integrity blueprint was chalked out to ensure that ATGL assets provide business continuity without compromising safety.

ATGL developed comprehensive asset integrity score cards to evaluate performance of the GAs. The score card includes details of steel pipeline, PNG asset, AEO activities, PNGRB statutory compliance, O&M activities.

ATGL implemented ERMS (Emergency response management system) application to ensure smooth handling of emergencies across multiple locations through prompt reporting, tracking and resolution. The application allowed reporting of incidents like gas leakage/ fire/ vehicle accident/ property damage or any other high potential near misses. The application also included the management dashboard built around incident management KPIs and which helped reducing emergencies through proactive action.

Our HSE landscape

Leadership commitment

- Felt leadership
- Zero harm commitment
- Line ownership for safety
- HSE change agent leaders
- Boots on ground – leadership walk-through

Training & competency development

- Safety induction, STOC (Safety, Technical & Operational Competency), Defensive driving
- Permit to work and job safety analysis
- Safety management system (critical HSE procedures)
- Emergency handling/ response

Safety and legal audits

- T4S
- Integrity Management system and ERDMP audit
- Contractor third party QHSE assessment

Incident Management System

- Code of conduct for incident reporting
- Gensuite-based incident reporting and investigation system
- Gensuite-based action tracking system
- Sharing learning from incidents through audio/ video platform

Risk management

- CGD high risk job analysis
- QRA and HAZOP studies
- Hazard Identification & Risk Assessment and Job Safety Analysis
- Risk and opportunity register
- Environment aspect & impact
- Asset integrity - Threat evaluation
- Vulnerability Safety Risk Audit: Identification of Asset & Process Risk with high injury potential

Field HSE assurance and BBS

- HSE inspections
- Safety walk-through and Suraksha Samwaad rounds
- Control of work
- Safety Risk Field Audit for contractors)
- Control of work audits

Safety awareness and communication

- Use of extensive documentation (ISO Document Standardisation, Group Procedures, Technical Compendium and Audit framework)
- National Safety Week, Environment Day, Fire Service Week, Road Safety Week
- Short training and incident-alert videos
- Creation of a safety mascot called Safety Singh for branding
- Use of HSE alerts and messages
- Customer safety awareness through social media

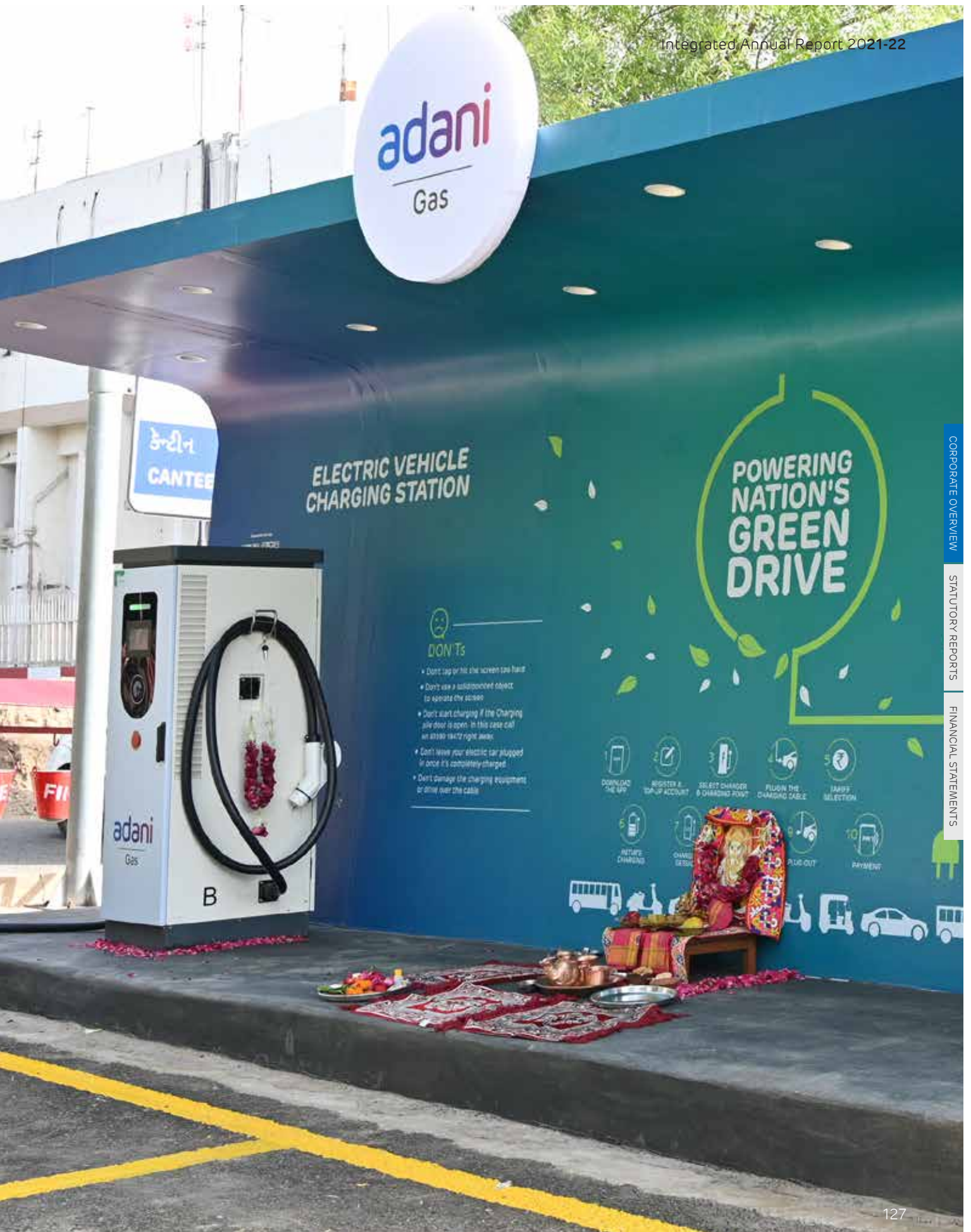
Coverage of contractors

- Contractor Safety Management: 6-step process (Pre-qualification, Pre-bid meeting, Pre-mobilisation checks, Contractor training, Contractor SRFA audit and Post contract evaluation).
- Contractor Annual Safety meet conducted under Parivartan – Green Cap Program for reward and recognition
- 82 Business Partners third party audit completed for FY 22 under Samarthan ATGL Green Cap program 2.0

Safety interaction



Suraksha Samwaad: Proactive behavior-based safety approach for cultural change



HSE pyramid

FAT	LTI	RWC +MTC	FAC	Near misses
2019-20 0	2019-20 2	2019-20 2	2019-20 3	2019-20 85
2020-21 0	2020-21 2	2020-21 1	2020-21 4	2020-21 412
2021-22 0	2021-22 0	2021-22 5	2021-22 6	2021-22 1219

FAT: Fatality

LTI: Loss Time Injury

RWC: Restricted Work day Case

MTC: Medical Treatment Case

FAC: First Aid Case

Logistics safety

Emergency vehicle

GPS-based Vehicle Tracking System

Cloud Server

Cascade vehicle

Patrolling bikes

Administration vehicles

HSE leading and lagging indicators, 2021-22

Leading indicators

Safety Interaction (Samwaad) plan vs actual	Leading Actions Ratio per employee (Near Miss & Hazard)	Training Compliance (plan vs actual)
Safety Standards Deployment	Action closure on Weekly Safety Risk field audit (SRFA)	Incident and other audit recommendation closure serious onsite incidents actions closure

Goals 'O'

	2019-20	2020-21	2021-22
Fatality	0	0	0
Lost Time Injury Frequency Rate - LTIFR **	0.47	0.35	0
Total Recordable Injury Frequency Rate - TRIFR**	0.93	0.53	0.73
Total Recordable occupational illness' frequency rate –TRIIFR	0	0	0

**TRIFR includes LTI, MTC & RWC both on-site and off-site on company business, per Million person hours

ATGL's certifications	Asset integrity audit conducted by BVQI for all operational GAs and Palwal
	ERDMP external audits as per PNGRB completed for 4 GAs in line with regulations
ISO 9001:2015 ISO 14001:2015 ISO 45001:2018	T4S and IMS external audits as per PNGRB completed for 6 GA's in line with regulations
	IMS transition Audit completed from OHSAS to ISO 45001 new standards accredited to all operational GAs
	TPSAA (Third Party Safety Assurance Audit) completed for 10 GAs covering 8 HSE critical procedures

ATGL and environment responsibility



Overview

ATGL formulated an environment management system comprising environment objectives and targets prepared annually. The Company adopted eco-friendly practices, contributed to the prevention of pollution, contamination and resource wastage from operations.

The Company's operations were audited periodically to ensure implementation effectiveness and improvement. The Company obtained accreditation for ISO 14001:2015 certification by meeting specific requirements for environmental management system that enhanced environment performance.

The Company leveraged investments in digital technologies to reduce paper consumption. It encouraged customers to opt for electronic billing and online payments instead of physical copies and receipts. Through My Adani Gas app, customers

accessed full digital services from placing service requests to accounts statements. Through Touchless Revenue Management System, the Company digitised the end-to-end cycle of revenue management (meter reading to payment), which reduced paper consumption.

ATGL aspires to be one of the distinguished leaders in Sustainability space in CGD.

ATGL's ESG focus areas

- Minimising operational related GHG emission (Scope 1 & 2)
- Integrate sustainability goals in business
- HSE - reducing accident, injury at workplace.
- Drive wider sustainable development through waste management and water consumption.
- Future proofing of ATGL - green hydrogen, compressed bio gas (CBG), electric vehicle charging

ESG initiatives

- Installed solar panels in all feasible locations including CNG CGS Offices and LCNG sites
- Conducted energy efficiency audit across 50 Locations (CGS, CNG stations and offices)
- Started the process of 100% conversion of HSD LCVs into CNG by FY23
- All ATGL offices is in process to be certified as Single use plastic free by FY23
- All employees were trained on HSE
- Maintained lost time injury frequency less than 0.5
- Rolled out Low Carbon Society (Greenmosphere) enabling community involvement to mitigate climate change
- Rolled out compressive compliance policies and ensured that all employees and stakeholders were trained
- ATGL aligned its business with UN Sustainability Development Goals.

Key initiatives

The Company prepared an aspect/impact register for each department to manage environmental challenges and identify controls, train and manage internal/external audits on ISO 14001:2015.

The Company established a system to monitor external and internal impacts for each process relevant to its purpose. ATGL monitored and reviewed information about interested parties and their requirements relevant to QHSE, ensuring compliance with the highest standards.

The Company provided resources for the establishment, implementation, maintenance and continual improvement of the QHSE Management System through process charts, QHSE system procedure and management program.

The Company promoted clean fuel awareness among the public on radio/social media. The Company distributed saplings on Environment Day; its distributed canvas bags to prevent plastic pollution.

The Company installed aerator and water meter in offices/stations.

ATGL launched a new green initiative 'Greenmosphere' that targets afforestation, outreach to millennials, and energy audits. Under this initiative ATGL aims to drive mass tree plantation programmes, spread awareness about climate change among the young, and encourage sustainable energy practices through energy audits.

At ATGL, we are committed to create a low carbon society.

Our Company is adopting and implementing strong ESG, Environment, Social and Governance Practices; our long-term strategy is aligned with global best practices in the realm of sustainability while providing unhindered service to consumers

and enhance stakeholder value.

During the last financial year, we launched a formal programme to collaborate with the community in the geographic areas of our presence.

We launched Greenmosphere in December 2021 to afforest, engage with millennials and undertake energy audits.

Afforestation

We will undertake intensive plantations, education and low carbon society awareness in educational institutions; the Company will employ the trusted Akira Miyawaki technique, which works on adverse soil and adverse climate conditions and makes it possible for the afforested tracts to absorb 30x carbon dioxide. We will develop a green park & information centre at Smritivan (Ahmedabad). This scheme aims to create dense green urban pockets; one such picket has been created at our Company's plant in Ramol, Ahmedabad. This afforestation programme envisages extensive community participation.

The Greenmosphere movement will help our Company achieve Sustainable Development Goals by arresting deforestation, enhancing afforestation, and supporting wetlands conservation. The awareness creation platform across educational institutions will highlight the importance of green technology, energy efficiency and conservation through tree planting, storytelling sessions, painting competitions, forest walks and skits. The goal is to make green spaces available in every urban pocket with community amenities.

ATGL launched 'Greenmosphere', a unique initiative that aims to promote the development of a low-carbon society in collaboration with the community, employees, consumers, NGOs, and green ambassadors. Greenmosphere works on mass plantation, green

millennials and energy audits to address climate change intensity.

The plantation and small forest development approach (Miyawaki method) is a focus area. More than 25,145 trees were planted to create dense forests. More than 550 students were educated on climate-related studies in Ahmedabad schools. The Company collaborated with CERC, a non-profit organisation to impart substantiality and climate education in Ahmedabad schools (<https://www.adanigas.com/our-journey-so-far> for more details).

Greenmosphere undertook a 10-acre municipality garden in Gota (Ahmedabad) to develop a biodiversity park where more than 250,000 trees or shrubs will be planted across more than 36,200 sq m, generating 1,536 metric tonnes of oxygen per annum and CO2 equivalent to 3136 MT/annum).



Outlook and targets

The Company intends to introduced a pilot project for green energy-based CNG stations, where solar panel will be used as one of the energy source. There is a drive for the reduction of fugitive emissions. The Company is promoting the use of clean fuel, reducing significant CO2 emissions.

The Company measured its carbon footprint across locations and operations; its projected CO2 emissions for 10 years was coupled with action plans to reduce emissions.

Governance

ATGL and its robust governance foundation

Overview

At ATGL, we have invested in the creation of a governance framework that touches every segment of our business, enhances trust and is directed to enhance value for all our stakeholders.

At ATGL, we are committed to credible corporate governance that enhances our respect as a responsible corporate citizen.

We believe that a robust governance culture is relevant in our business for some good reasons.

One, the natural gas sector is poised to play a decisive role in moderating India's carbon intensity and moderating pollution.

Two, the core of the business is directed towards responsible governance.

At ATGL, corporate governance comprises rules, practices, and processes by which the Company is managed. The spirit of governance balances the interests of all stakeholders (shareholders, management, customers, suppliers, financiers, government and community). The result is that governance is not incidental but integral for the existence of the organisation.

External environment and ATGL's governance

ATGL operates in a dynamic

environment, marked by economic impact, demographic trends and technological advancements with an increased focus on alliances, trade, consolidation and integration. This environment presents opportunities with a premium on speed, innovation and risk management. At ATGL, we formulated a strategy aimed at enhancing value over the medium-to-long-term. ATGL outlined objectives to enhance trust among stakeholders through transparent disclosures and effective Board governance. ATGL strengthened its governance framework, policies and disclosures; it evaluates outcomes, strengthening relevance.

To build a strong and robust governance process, the Company built the Internal Controls Framework (IFC) and a robust risk framework.

IFC framework was built keeping in mind the risk pertaining to different functions and activity flow and the corresponding controls around the same that mitigate the risk in these functions.

For building the risk framework, the Company identified the risk in its business verticals that can impact the business and on the basis of that it identified the top 10-15 risks which needed immediate intervention. To ensure these risks are mitigated by respective action plan, the Company built the controls

around it and continuous monitoring and reporting was done on periodic basis.

Structure of the Board

Being at the centre of ATGL's corporate governance practice, our Board possesses a prudent balance of skills, knowledge and experience. The Company's governance practice was supported by committees to which certain Board responsibilities were delegated and reported to the Board following each meeting to ensure that the Board remained fully updated.

The principal Board committees includes Audit, Nominations and Remuneration, Stakeholders' Relationship, Corporate Social Responsibility and Risk Management, with formally delegated duties and responsibilities and written terms of reference. To strengthen the corporate governance framework, the Board set up additional committees like Corporate Responsibility Committee, Public Consumer Committee, Information Technology and Data Security Committee. To improve the risk framework, the following sub-committees of the Risk Management Committee was formed: M&A Committee, Legal, Regulatory & Tax Committee, Commodity Price Risk Committee and Reputation Risk Committee to consider specific issues of the business.

Board of Directors

Non-Executive (Non-Independent) Directors: **50%**

Independent Directors: **50%**

Approach to corporate governance

Business values and ethics

Code of Business Ethics, Board of Directors and Senior Management	Policies at the business level	Systems and Standards Supported by manuals and SOPs
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Code of conduct

Sets out the principles to be adhered by all	Ensures meeting regulatory compliances, commitments and stakeholder expectations	Internal requirements that guide day-to-day operations
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Board experience

Below 20 years: 0%	Above 20 years: 100%. All Board members have more than 20 years of experience
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Board age profile

25-35 years 0%	36-55 years 37.5%	56-70 years 62.5%
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Board Diversity

Male 75%	Female 25%
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Board performance

For the financial year ended 31st March, 2022, the Board's evaluation was facilitated through a structured process encompassing various aspects like composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, contribution during meetings and otherwise, independent judgement and governance issues, among others.

The evaluation process covered a wide range of issues including leadership, dynamics of Board meetings, competence of Board members, succession planning, information quality and flow, relationship with the senior management, quality of Board supervision and decision-making with an emphasis on the Board's role in strategic decisions.

Code of Conduct

The Code of Conduct constituted

an important part of ATGL's business model. The Company carried out activities and maintained ethical standards. The Company's approach to risk management and internal controls was in line with the principles contained in the Code of Conduct.

The Company implemented internal process, controls, best practices and policies to enhance governance to empower employees to perform their

duties in the best interests of all stakeholders.

The Company's Code of Conduct was adhered to by all employees, including the Board and Senior executives. The management and employees were trained on the code and implications through multiple communication modes.

The Code of Conduct is also an important part of on-boarding employees, who are required to sign the Code as a part of their employment contract. The Company demonstrated a high standard of business integrity as well as compliance with a range of protocols, national and international laws. Failure by our employees or agents to comply with these regulations could result in substantial penalties and impact our goodwill and stature, impacting our revenues and cash flow.

ATGL's Code of Conduct stipulated and stated how certain cases such as protection of Company's property and property of business partners, corporate business opportunities, gifts and entertainment and confidential information were to be handled.

The Company's team was obligated to adhere to important aspects ranging from corruption, human rights, labour laws and social standards, conflicts of interest, trade control and protection of data privacy.

Whistle Blower Policy

The Company's Code of Conduct and Whistle Blower Policy are the tools against corruption. The Whistle Blower Policy encouraged

employees to report complaints and concerns about conduct contrary to ATGL's values. The Whistle Blower Policy established necessary vigil mechanism for employees and directors to report concerns in confidence about unethical behaviour, misconduct, malpractice or irregularities in any matter.

The audit committee monitored and reviewed investigations of the whistle-blower complaints received during the year.

Anti-corruption

Corruption and bribery undermine social and economic development. ATGL remained committed to fight them; it aimed to eliminate corruption in the logistics industry through multi-stakeholder collaborations and its own operations.

For ATGL, non-compliance with legislation on bribery and corruption could lead to legal and reputational risks, extra costs, inefficiencies in business and debarment from markets. Risk of corruption is primarily in our interactions with authorities over controls and approvals in ports and border controls, mostly in the shape of facilitation payments. Risk of corruption in our supply chain is managed through stringent processes and controls. Our Compliance Management System aims to ensure adherence to legal regulations and the Company's internal guidelines. An IT-enabled compliance management system provides compliance status through dashboards. One key element in the reduction of compliance violations was compulsory training

and workshops held as classroom or online courses. All employees were required within a prescribed time frame to take part in basic compliance training, refresher courses and special tutorials.

Training senior executives was a particular focus. The internal system acted as a resource library that provided the Company with a comprehensive matrix on all applicable legal, statutory and regulatory laws and its management.

Integration with sustainability

We recognise that doing business in a sustainable and responsible manner is integral to viability. Sustainability considerations were integrated into the way we do business. We remained convinced that we would be successful when our business operations added value to the environment, society and economy in the long-term.

We seek to emerge as a thought leader and increase the relevance of sustainability in our decision-making processes.

We constituted a Corporate Responsibility Committee (CRC) at the Board level to oversee our positions and practices on sustainability issues, principally in relation with social and environmental matters that affect shareholders and key stakeholders.

Board of Directors



Mr. Gautam S. Adani
Chairman

He is the Chairman and Founder of the Adani Group with more than 35 years of business experience. Under his leadership, Adani Group has emerged as a global integrated infrastructure player with interest across the Resources, Logistics and Energy verticals. His success story is extraordinary; his journey has been marked by ambitious and entrepreneurial vision, coupled with vigour and perseverance. This has not only enabled the Group to achieve numerous milestones but also resulted in the creation of a robust business model contributing towards national infrastructure building.



Mr. Pranav V. Adani
Director

He has been active in the Adani Group since 1999. He was instrumental in initiating and building new business opportunities across multiple sectors. He spearheaded the joint venture with the Wilmar Group of Singapore, transforming it from a single refinery edible oil business into a pan India foods company. He also leads the Oil & Gas, City Gas Distribution & Agri Infrastructure businesses of the Group. His astute understanding of the economic environment has helped the group scale the businesses multi-fold.

He is a Bachelor of Science in Business Administration from the Boston University, USA. He is also an alumnus of the Owners/ President Management Program of the Harvard Business School, USA. He has been conferred several awards including Globoil Man of the Year Award 2009.



Mr. José Ignacio Sanz Saiz
Director

He is a graduate in Industrial Engineering from the Polytechnic University of Madrid, Spain. He has 27 years of experience in the energy industry and worked in different parts of the world. He started his career in the UK, working in R&D for the development of a new gas-fired air-conditioning appliance for the residential sector. He joined TotalEnergies in Spain in 2000 and held various positions in the Gas & Power and in the Exploration & Production branches. He has been Managing Director of the G&P affiliate TOTAL LNG USA in Houston and of TOTAL E&P affiliates in Bolivia, United States and Australia



Mr. Olivier Sabrié

Director

He is a graduate in Civil Engineering. He has 27 years of experience in the energy industry. He has an experience in working in different parts of the world. He started his career in Mozambique in the marketing and retail business in 1994 where he joined TotalEnergies Company. He held various diversified portfolios including operational and management positions in retail, B2B and specialties activities within the TotalEnergies Company, France.



Mr. Maheswar Sahu

Independent Director

He has a B.Sc. (Engg.) degree in Electrical from NIT, Rourkela, and M.Sc. from University of Birmingham. He joined Indian Administrative Service (IAS) in 1980. He served the Government of India and Government of Gujarat in various capacities for more than three decades before retiring as Additional Chief Secretary, Government of Gujarat in 2014. His career span includes more than 20 years of service in industry and more than 10 years of active involvement in PSU management. He worked for more than three years in United Nations Industrial Development Organisation. He was instrumental in the organisation of four Vibrant Gujarat events. He served as Director in many CPSEs and was Chairman/ Director in various State PSUs.



Mr. Naresh Kumar Nayyar

Independent Director

He has over 42 years of experience in the global energy sector. He possesses vast experience in the development of multi-billion dollar projects; he turned around and transformation stressed companies; he was engaged in the development of new markets and global operations in the oil & gas industry.

He is a Chartered Accountant and an alumnus of IIM-Ahmedabad. He attended Advance Financial Management programme in Oil and Gas from University of Texas, Dallas (USA).

He was the Chief Executive Officer and Managing Director of Essar Oil Limited (India's second largest private oil company) and served as Chief Executive Officer of Essar Energy Plc UK (UK Listed FTSE 100 energy company), Chief Executive Officer and Executive Chairman of Essar Oil UK Limited, UK (UK-based oil Refining and Marketing Company), Director (Planning & Business Development) of Indian Oil Corporation Limited, Chief Executive Officer of ONGC Mittal Energy Ltd, UK. He also served as Non Independent Director of prominent energy companies including Oil & Natural Gas Corporation Limited, IBP Ltd, Petronet LNG Limited, Essar Power limited, Lanka IOC Limited, Sri Lanka, and Kenya Petroleum Refinery Limited, Kenya.



Mrs. Chandra Iyengar

Independent Director

She holds a degree in MA from Miranda House, New Delhi, and is an officer of the 1973 batch of the Indian Administrative Services (IAS). Over the course of her career, she led several departments in the Government of Maharashtra and the Government of India - Women & Child Development, Higher & Technical Education, Rural Development, and Health. As the Secretary for Women & Child Development for the Government of Maharashtra, she was responsible for drafting and implementing the first State policy for women's empowerment in India.

She served as Additional Chief Secretary – Home Ministry for the Government of Maharashtra and as a Director on the Board of Bharat Heavy Electricals Limited (BHEL) and also as a Chairperson for the Maharashtra Energy Regulatory Commission (MERC).



Ms. Gauri Trivedi

Independent Director

She has a degree in M.A. (Political Science) from JNU, Delhi, M. Phil (Soviet Studies), JNU, Delhi, Doctorate in Philosophy from Institute of Social & Economic Change, Bangalore, and Institute of Development Studies, Mysore, and PGPPM from Indian Institute of Management (IIM), Bangalore.

She held a number of administrative posts in Karnataka including Assistant Commissioner, Joint Director (Commerce and Industry), Chief Secretary/ Director (Rural Development and Panchayati Raj), Deputy Commissioner (Excise) and Joint Registrar of Cooperative Societies.

She had also been Managing Director (HESCOM), a power distribution company, Managing Director (Karnataka State Food & Civil Supplies Corporation), Secretary to Government, Revenue Department, Govt. of Karnataka and Secretary to the Governor of Karnataka.



Mr. Shashi Shanker

Independent Director

He is former Chairman and Managing Director of Oil and Natural Gas Corporation Ltd. (ONGC), a Fortune 500 company, premier Maharatna PSU and the flagship national oil company. He was also Chairman of ONGC Group of companies. He is an industry veteran with more than 38 years of experience in diverse exploration & production (E&P) activities.

He is a Petroleum Engineer from Indian Institute of Technology (ISM), Dhanbad, and holds an MBA with a specialisation in Finance. He received executive education from prestigious institutes like Indian Institute of Management, Lucknow, and Indian School of Business, Hyderabad.

He was President of Global Compact Network India (GCNI), the Indian Local Network of the United Nations Global Compact (UNGC) that provides a robust platform for Indian businesses, academic institutions and civil society organisations to embrace the ten principles of Global Compact Network, United Nations.

He was named third among Indian CEOs and 77th in global ranking by the CEOWORLD magazine's global ranking of the world's most influential Chief Executives in 2019. He is a recipient of distinguished Fellowship of the Institute of Directors (IOD) award in 2019.

Corporate social responsibility



FINANCIAL STATEMENTS

STATUTORY REPORTS

CORPORATE OVERVIEW

Overview

With an experience of working with communities for more than 25 years, the Adani Foundation is focused on scaling integrated development efforts across India. It believes that everyone, regardless of who and where they are, deserves equitable access to opportunities and a fair chance to a better quality of life. Over the years, the Foundation has responded to society's changing needs in alignment with Sustainable Development Goals (SDGs) – be it sustainable

livelihoods, health and nutrition, and education for all or addressing environmental concerns – with an enhanced focus on the empowerment of women. Today, our reach covers 3.7 Million people in 2,409 villages across 16 states in India.

In March 2020, the outbreak of coronavirus marked the beginning of an unprecedented time in modern history. The Foundation's relief efforts continued into FY 2021-22 to safeguard communities amidst

grave adversities brought upon by subsequent pandemic waves. As the situation continued to evolve, the CSR activities pivoted their everyday processes for building back a more resilient and inclusive society.

Adani Total Gas Ltd contributed ₹10.27 Crores towards CSR activities in FY 2021-22 through Adani Foundation. The contribution was utilised for implementing the following interventions:



Biogas plant, Varanasi

Adani Foundation in association with the Municipal Corporation in Shahanshahpur area of Varanasi, set up a state-of-the-art Gobardhan Bio-Conversion Project (Biogas Plant). This initiative is focused on increasing the income of farmers in the surrounding regions and beyond. The biogas plant has the capacity to produce 90 metric tonnes per day that include three tonnes of biogas, 18 tonnes of solid natural fertilisers

and 55000 litres of liquid natural fertilisers on full operations; 7.9 acres land was developed for this purpose.

The production of biological energy is equivalent to 3000 carbon credits. The plant also had a fertiliser research and development laboratory along with training centre for the promotion of agricultural skills, from which the data received will be shared with other states.

The production of biological energy is equivalent to 3000 carbon credits.

Company Information

Board of Directors

Mr. Gautam S. Adani, Chairman
 Mr. Pranav V. Adani, Director
 Mr. Jose-Ignacio Sanz Saiz, Director
 Mr. Olivier Sabrie, Director
 Mr. Maheswar Sahu, Independent Director
 Mr. Naresh Kumar Nayyar, Independent Director
 Mrs. Chandra Iyengar, Independent Director
 Ms. Gauri Trivedi, Independent Director
 Mr. Shashi Shanker, Independent Director

Chief Executive Director

Mr. Suresh P Manglani

Chief Financial Officer

Mr. Parag Parikh

Company Secretary

Mr. Gunjan Taunk

Statutory Auditors

Shah Dhandharia & Co. LLP
 Chartered Accountants,
 Ahmedabad

Registered Office

"Adani Corporate House",
 Shantigram, Near Vaishno Devi
 Circle, S. G. Highway, Khodiyar,
 Ahmedabad – 382 421, Gujarat,
 India.

Website: www.adanigas.com

Committees

Audit Committee

Mr. Maheswar Sahu, Chairperson
 Mr. Naresh Kumar Nayyar, Member
 Mrs. Chandra Iyengar, Member
 Ms. Gauri Trivedi, Member

Nomination & Remuneration Committee

Mr. Maheswar Sahu, Chairperson
 Mr. Naresh Kumar Nayyar, Member
 Ms. Gauri Trivedi, Member

Stakeholders' Relationship Committee

Mr. Maheswar Sahu, Chairperson
 Mr. Naresh Kumar Nayyar, Member
 Mr. Pranav V. Adani, Member
 Mr. Jose-Ignacio Sanz Saiz, Member

Corporate Social Responsibility Committee

Mr. Maheswar Sahu, Chairperson
 Mrs. Chandra Iyengar, Member
 Ms. Gauri Trivedi, Member
 Mr. Pranav V. Adani, Member
 Mr. Jose-Ignacio Sanz Saiz, Member

Corporate Responsibility Committee

Mrs. Chandra Iyengar, Chairperson
 Mr. Naresh Kumar Nayyar, Member
 Ms. Gauri Trivedi, Member

Risk Management Committee

Mr. Maheswar Sahu, Chairperson
 Mr. Naresh Kumar Nayyar, Member
 Mrs. Chandra Iyengar, Member
 Ms. Gauri Trivedi, Member
 Mr. Pranav V. Adani, Member
 Mr. Jose-Ignacio Sanz Saiz, Member
 Mr. Suresh P Manglani, Member

Public Consume Committee

Mrs. Chandra Iyengar, Chairperson
 Mr. Maheswar Sahu, Member
 Ms. Gauri Trivedi, Member

Information Technology & Data Security Committee

Mr. Maheswar Sahu, Chairperson
 Mrs. Chandra Iyengar, Member
 Mr. Naresh Kumar Nayyar, Member

Mergers & Acquisitions Committee

Mr. Naresh Kumar Nayyar, Chairperson
 Mrs. Chandra Iyengar, Member
 Mr. Pranav V. Adani, Member
 Mr. Jose-Ignacio Sanz Saiz, Member
 Mr. Suresh P Manglani, Member

Legal, Regulatory & Tax Committee

Mrs. Chandra Iyengar, Chairperson
 Ms. Gauri Trivedi, Member
 Mr. Suresh P Manglani, Member

Reputation Risk Committee

Mr. Pranav V. Adani, Chairperson
 Mr. Jose-Ignacio Sanz Saiz, Member
 Mr. Maheswar Sahu, Member
 Mrs. Chandra Iyengar, Member
 Ms. Gauri Trivedi, Member

Commodity Price Risk Committee

Mr. Naresh Kumar Nayyar, Chairperson
 Mr. Maheswar Sahu, Member
 Mr. Suresh P Manglani, Member

Bankers / Financial Institutions

Standard Chartered Bank
 BNP Paribas
 SMBC
 HDFC Bank
 Axis Bank
 ICICI Bank
 IndusInd Bank
 Kotak Mahindra Bank
 Yes Bank
 State Bank of India
 Bank of Baroda
 Union Bank of India
 Canara Bank

Registrar and Transfer Agent

Link Intime India Private Limited
 C-101, 247 Park, L.B.S Marg,
 Vikhroli West,
 Mumbai 400 083
 Tel No.: +91 22 4918 6270

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its Members. To support this green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronic holding with the Depository through their concerned Depository Participants.

Directors' Report

Dear Shareholders,

Your Directors are pleased to present the 17th Annual Report along with the audited financial statements of your Company for the financial year ended 31st March, 2022 (FY 2021-22).

Financial Performance

The audited financial statements of the Company as on 31st March, 2022, are prepared in accordance with the relevant applicable Ind AS and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act").

The summarised financial highlight is depicted below:

(₹ In crore)

Particulars	Consolidated Results		Standalone Results	
	2021-22	2020-21	2021-22	2020-21
Revenue from Operations	3,206.36	1,784.47	3,206.36	1,784.47
Operating Expenses	2,098.21	858.49	2,098.21	858.49
Administrative & Other Expenses	335.15	221.66	335.15	221.66
Total Expenditure	2,433.36	1,080.15	2,433.36	1,080.15
Operating EBITDA	773.00	704.32	773.00	704.32
Other Income	41.50	44.36	41.50	44.36
EBITDA	814.50	748.68	814.50	748.68
Finance Costs	52.73	40.48	52.73	40.48
Depreciation and Amortization Expenses	82.73	62.52	82.73	62.52
Profit for the year before Exceptional Items & Tax	679.04	645.68	679.04	645.68
Less: Exceptional items	-	14.47	-	14.47
Profit before tax	679.04	631.21	679.04	631.21
Tax Expense:	174.38	159.26	174.38	159.26
Profit for the year before share of profit / (loss) from joint ventures	504.66	471.95	504.66	471.95
Share of profit / (loss) from joint ventures	4.74	(9.13)	-	-
Net Profit / (Loss) after Joint Ventures	509.40	462.82	504.66	471.95

There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report.

Performance Highlights

Consolidated Financial Results:

The key aspects of your Company's consolidated performance during the FY 2021-22 are as follows:

Operational Highlights:

- In FY 2021-22 your Company has achieved CNG Sales Volume of 359.7 MMSCM which is 52% of FY 2021-22 Sales Volume.
- Your Company has achieved the PNG Sales Volume 337.0 MMSCM which is 48% of FY 2021-22 Sales Volume.
- Along with its JVs, the Company now has operating license in 52 Geographical Areas.

Financial Highlights:

- FY 2021-22 Revenue from Operations increased by 180% over FY 2020-21, from ₹1,784.47 crore to ₹3,206.36 crore.
- FY 2021-22 EBITDA has increased by 8.79% Y-o-Y to ₹814.5 crore vs. ₹748.7 crore in FY 2020-21.

Standalone Financial Results:

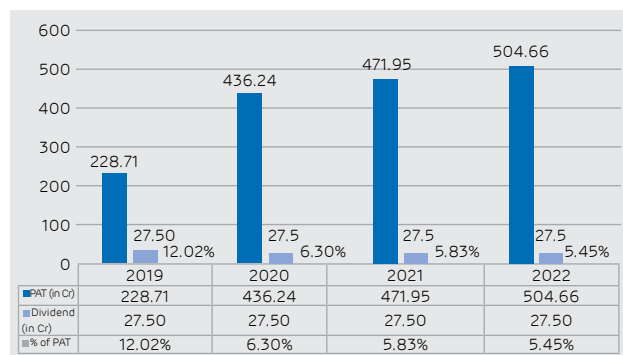
On standalone basis, your Company registered revenue from operations of ₹3,206.36 crore and PAT of ₹504.66 crore.

The operational performance of your Company has been comprehensively discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

Dividend

Your Directors have recommended a dividend of 25% (Re.0.25/- per Equity Share of Re. 1 each) on the Equity Shares out of the profits of the Company for the FY 2021-22. The said dividend, if approved by the shareholders, would involve a cash outflow of ₹27.50 crore.

The details of shareholders pay-out since listing are:-



The Dividend Distribution Policy, in terms of Regulation 43A of the SEBI Listing Regulations is available on the Company's website at <https://www.adanigas.com/investors/corporate-governance>

Transfer to Reserves

There is no amount proposed to be transferred to the Reserves. The closing balance of the retained earnings of the Company, for FY 2021-22, after all appropriations and adjustments was ₹2,173.80 crore.

Fixed Deposits

There were no outstanding deposits within the meaning of Section 73 and 74 of the Act read with rules made thereunder at the end of the FY 2021-22 or the previous financial years. Your Company did not accept any deposit during the year under review.

Particulars of Loans, Guarantees or Investments

The provisions of Section 186 of the Act, with respect to a loan, guarantee, investment or security is not applicable to the Company, as the Company is engaged in providing infrastructural facilities which is exempted under Section 186 of the Act. The particulars of loans, guarantee and investments made during the year under review are disclosed in the financial statements.

Joint Venture Arrangement

During the period under review, your Company has entered into Share Subscription and Shareholders' Agreement on 20th August, 2021 ("SSSA") to acquire 50% stake in Smartmeters Technologies Private Limited (SMTPL). SMTPL manufactures gas meters with a focus on prepaid smart meters.

Subsidiaries, Joint Ventures and Associate Companies

Pursuant to the provisions of Section 129, 134 and 136 of the Act, read with rules framed there under and Regulation 33 of the SEBI Listing Regulations, the Company has prepared consolidated financial statements of the Company and its joint ventures and a separate statement containing the salient features of financial statement of subsidiaries, joint ventures and associates in Form AOC-1, which forms part of this Annual Report.

The annual financial statements and related detailed information of the joint venture companies shall be made available to the shareholders of the holding and

joint ventures seeking such information on all working days during business hours. The financial statements of the joint ventures shall also be kept for inspection by any shareholder/s during working hours at the Company's registered office and that of the respective joint ventures concerned. In accordance with Section 136 of the Act, the audited financial statements, including consolidated financial statements and related information of the Company and audited accounts of each of its joint ventures, are available on Company's website at <https://www.adanigas.com/investors/investor-downloads>.

Pursuant to Section 134 of the Act read with Rule 8(1) of the Companies (Accounts) Rules, 2014 the details of development of joint ventures of the Company is covered in the Management Discussion and Analysis Report, which forms part of this Annual Report.

Management Discussion and Analysis

The Management Discussion and Analysis Report for the year under review, as stipulated under the SEBI Listing Regulations, is presented in a section forming part of this Annual Report.

Directors and Key Managerial Personnel

As of 31st March, 2022, your Company's Board had eight members comprising of four Non-Executive Directors and four Independent Directors. The Board has two Women Independent Directors. The details of Board and Committee composition, tenure of Directors, areas of expertise and other details are available in the Corporate Governance Report, which forms part of this Annual Report.

Mr. Olivier Marc Sabrie (DIN: 09375006) was appointed as an Additional Director (Non-Executive, Non-Independent) by the Board of Directors through circulation on 9th December, 2021.

Mr. Shashi Shanker (DIN: 06447938) was appointed as an Additional Director (Non-Executive, Independent) by the Board of Directors at its meeting held on 4th May, 2022.

As Additional Directors, Mr. Olivier Marc Sabrie and Mr. Shashi Shanker hold office upto the ensuing Annual General Meeting (AGM). The Company has received notices from Members under Section 160 of the Act, proposing their appointment as Directors of the Company.

In accordance with the provisions of Section 152 of the Act, read with rules made thereunder and Articles of Association of the Company, Mr. José-Ignacio Sanz

Saiz (DIN: 08705604) is liable to retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

In accordance with the provisions of Section 149 of the Act, Mr. Shashi Shanker is being appointed as an Independent Director to hold office as per his tenure of appointment as mentioned in the Notice of the ensuing AGM. In the opinion of the Board, he possesses requisite expertise, integrity and experience (including proficiency) for appointment as an Independent Director of the Company. The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act and SEBI Listing Regulations, and available on Company's website at www.adanigas.com.

The Board recommends the re-appointment of above Directors for your approval. Brief details of Directors proposed to be appointed/ re-appointed, as required under Regulation 36 of the SEBI Listing Regulations, are provided in the Notice of the AGM.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and the SEBI Listing Regulations and there has been no change in the circumstances which may affect their status as an Independent Director.

Pursuant to provision of Section 203 of the Act, Mr. Suresh P Manglani, Chief Executive Officer, Mr. Parag Parikh, Chief Financial Officer and Mr. Gunjan Taunk, Company Secretary are Key Managerial Personnels of the Company as on 31st March, 2022.

Committees of Board

During the year under review, with an objective of further strengthen the governance standards so as to match with internationally accepted better practices, the Board had reconstituted certain existing Committees to bring more independence; constituted certain new Committees & Sub-committees; and amended / adopted the terms of reference of the said Committees. Most of the Committees consist of majority of Independent Directors.

Details of various Committees constituted by the Board, including the Committees mandated pursuant to the applicable provisions of the Act and SEBI Listing Regulations, are given in the Corporate Governance Report, which forms part of this Annual Report.

Number of Meetings of the Board

The Board met 6 (six) times during the year under review. The details of board meetings and the attendance of the Directors are provided in the Corporate Governance Report, which forms part of this Annual Report.

Independent Directors' Meeting

The Independent Directors met on 30th March, 2022, without the attendance of Non-Independent Directors and members of the management. The Independent Directors reviewed the performance of Non-Independent Directors, the Committees and the Board as a whole alongwith the performance of the Chairman of the Company, taking into account the views of Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Board Evaluation and familiarization programme

The Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

As a step towards better governance practice, this year the Company engaged an experienced professional, to conduct the Board evaluation process which was facilitated through an online secured module ensuring transparent, effective and independent involvement of the management. The evaluation was conducted through a tailored questionnaire having qualitative parameters and constructive feedback based on ratings. Recommendations arising from the evaluation process were considered by the Board to optimise the effectiveness and functioning of Board and its Committees.

During the year under review, the Company also conducted separate meetings for familiarization of the Directors on different aspects.

Policy on Directors' Appointment and Remuneration

The Company's policy on Directors' appointment and remuneration and other matters (Remuneration Policy)

provided in Section 178(3) of the Act is available on Company's website at <https://www.adanigas.com/investors/corporate-governance>

We affirm that the remuneration paid to the Directors is as per the terms laid out in the Remuneration Policy of the Company.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Act, the Board, to the best of their knowledge and based on the information and explanations received from the Company, confirm that:

- in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- such accounting policies have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2022 and of the profit of the Company for the year ended on that date;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual financial statements have been prepared on a going concern basis;
- proper internal financial controls were in place and that the financial control were adequate and were operating effectively;
- proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Internal Financial Control System and their adequacy

The details in respect of internal financial control and their adequacy are included in Management Discussion & Analysis Report, which forms part of this Annual Report.

Risk Management

The Board has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring

its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses are systematically addressed through mitigation actions on a continual basis. Further, details are included in a separate section, which is forms part of this Annual Report.

Board Policies

The details of the policies approved and adopted by the Board as required under the Act and SEBI Listing Regulations are provided in **Annexure - A** to this report.

Corporate Social Responsibility (CSR)

The Corporate Social Responsibility Committee has approved the revised terms of reference. The brief details of CSR Committee are provided in the Corporate Governance Report, which forms part of this Annual Report. The CSR policy and CSR Plan is available on Company's website at <https://www.adanigas.com/investors/corporate-governance>. The Annual Report on CSR activities is annexed and forms part of this report.

Further, the Chief Financial Officer of the Company has certified that CSR spends of the Company for the FY 2021-22 have been utilized for the purpose and in the manner approved by the Board.

Corporate Governance Report

The Company is committed to good corporate governance practices. A separate report on Corporate Governance, as stipulated by SEBI Listing Regulations, forms part of this Annual Report along with the required Certificate from a Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated.

In compliance with Corporate Governance requirements as per the SEBI Listing Regulations, your Company has formulated and implemented a Code of Conduct for all Board members and senior management personnel of the Company (Code of Conduct), who have affirmed the compliance thereto. The Code of Conduct, is available on Company's website at <https://www.adanigas.com/investors/corporate-governance>.

Business Responsibility & Sustainability Report

The Company has voluntarily provided the Integrated Report, which encompasses both financial and non-financial information to enable the stakeholders to take well informed decisions and have a better understanding of the Company's long-term perspective.

In our constant endeavor to improve governance, your Company has, on a voluntary basis, transitioned to Business Responsibility & Sustainability Report for the year ended 31st March, 2022, which forms part of this Annual Report.

Annual Return

Pursuant to Section 134(3)(a) of the Act, the draft annual return as on 31st March, 2022 prepared in accordance with Section 92(3) of the Act is made available on Company's website at <https://www.adanigas.com/investors/investor-downloads>

Transaction with Related Parties

All transactions with related parties are placed before the Audit Committee for its approval. An omnibus approval from Audit Committee as well as Board, wherever required, are obtained for the related party transactions which are repetitive in nature.

All transactions with related parties entered into during the financial year were at arm's length basis and in the ordinary course of business and in accordance with the provisions of the Act and the rules made thereunder, the SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

Your Company has entered into material related party transaction in terms of Section 188 of the Act during the financial year were at arm's length basis and in the ordinary course of business. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act, in Form AOC 2, is not applicable.

The Directors / Members of the Audit Committee abstained from discussing and voting in the transaction(s) in which they were interested.

The Company did not enter into any related party transactions during the year which could be prejudicial to the interests of minority shareholders.

No loans / investments to / in the related party have been written off or classified as doubtful during the year.

The Policy on Related Party Transactions is available on the Company's website at <https://www.adanigas.com/investors/corporate-governance>.

General Disclosure

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/events on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of Shares (Including Sweat Equity Shares) to employees of the Company under any scheme.
3. Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operation in future.
4. Voting rights which are not directly exercised by the employees in respect of shares for the subscription/purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under Section 67(3)(c) of the Act.
5. Change in the nature of business of your Company.
6. Application made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016.
7. One time settlement of loan obtained from the Banks or Financial Institutions.

Insurance

Your Company has taken appropriate insurance for all assets against foreseeable perils.

Statutory Auditors & Auditors' Report

Pursuant to the provisions of Section 139 of the Act read with rules made thereunder, as amended from time to time, the first term of M/s. Shah Dhandharia & Co. LLP, Chartered Accountants (Firm Registration No. 118707W/W100724), as the Statutory Auditors of the Company, expires at the conclusion of the ensuing AGM and they are eligible for re-appointment for a second term of 5 (five) years. Your Company has received letter from M/s. Shah Dhandharia & Co. LLP, Chartered Accountants, to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141 of the Act read with rules made thereunder and that they are not disqualified for such re-appointment.

Your Directors recommend the re-appointment of M/s. Shah Dhandharia & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 22nd AGM of the Company to be held in the calendar year 2027.

Representatives of the Statutory Auditors of the Company had attended the last AGM of the Company held on 12th July, 2021.

The Notes to the financial statements referred in the Auditors' Report are self-explanatory. There are

no qualifications or reservations, or adverse remarks or disclaimers given by Statutory Auditors of the Company and therefore do not call for any comments under Section 134 of the Act. The Auditors' Report is enclosed with the financial statements in this Annual Report.

Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Act, read with the rules made thereunder, the Board has reappointed Mr. Ashwin Shah, Practicing Company Secretary, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the FY 2021-22 is provided as **Annexure-B** of this report. There are no qualifications, reservation or adverse remarks or disclaimers in the said Secretarial Audit Report.

Cost Audit Report

Your Company has re-appointed M/s. N. D. Birla & Co., Practicing Cost Accountants, to conduct audit of cost records maintained for Petroleum Products of the Company for the year ended 31st March, 2023.

The Cost Audit Report for the FY 2020-21 was filed before the due date with the MCA.

The Company has maintained the cost accounts and records in accordance with Section 148 of the Act, and rules made thereunder.

Secretarial Standards

During the year under review, the Company has complied with all the applicable provisions of Secretarial Standard-1 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

Reporting of frauds by Auditors

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditor have not reported any instances of fraud committed against the Company by its officers or employees to the Audit Committee or the Board under Section 143(12) of the Act.

Particulars of Employees

The Company had 466 employees as of 31st March, 2022.

The percentage increase in remuneration, ratio of remuneration of each Director and Key Managerial Personnel (KMP) (as required under the Act) to the median of employees' remuneration, as required under Section 197 of the Act, read with rule 5(1) of the Companies (Appointment and Remuneration of

Managerial Personnel) Rules, 2014, are provided in **Annexure-C** of this report.

The statement containing particulars of employees as required under Section 197 of the Act, read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provide in a separate annexure forming part of this report. In terms of Section 136 of the Act, the Annual Report is being sent to the shareholders and others entitled thereto, excluding the said annexure which is available for inspection by the shareholders at the Registered Office of the Company during business hours on working days of the Company. If any shareholder is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

Prevention of Sexual Harassment at Workplace

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, your Company has constituted Internal Complaints Committees (ICs), at all relevant locations across India to consider and resolve the complaints related to sexual harassment. The ICs includes external members with relevant experience. The ICs, presided by a senior women, conduct the investigations and make decisions at the respective locations. Majority of the total members of the ICs are women. The ICs also work extensively on creating awareness on relevance of sexual harassment issues, including while working remotely.

During the year under review, the Company has not received any complaint pertaining to sexual harassment.

All new employees go through a detailed personal orientation on anti-sexual harassment policy adopted by the Company.

Vigil Mechanism

The Company has adopted a Whistle Blower Policy and has established the necessary Vigil Mechanism for Directors and employees in confirmation with Section 177 of the Act and Regulation 22 of SEBI Listing

Regulations, to facilitate reporting of the genuine concerns about unethical or improper activity, without fear of retaliation.

The Vigil Mechanism of the Company provides for adequate safeguards against victimization of Directors and employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

No person has been denied access to the Chairman of the Audit Committee. The said policy is uploaded on Company's website at <https://www.adanigas.com/investors/corporate-governance>

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of The Companies (Accounts) Rules, 2014, as amended is provided as **Annexure-D** of this this report.

Acknowledgment

Your Directors are highly grateful for all the guidance, support and assistance received from the Government of India, Governments of various states in India, concerned Government departments, Financial Institutions and Banks. Your Directors thank all the esteemed shareholders, customers, suppliers and business associates for their faith, trust and confidence reposed in the Company.

Your Directors wish to place on record their sincere appreciation for the dedicated efforts and consistent contribution made by the employees at all levels, to ensure that the Company continues to grow and excel.

For and on behalf of the Board of Directors

Gautam S. Adani
Chairman
(DIN: 00006273)

Date: 4th May, 2022

Annexure "A" to the Directors' Report

The details of the policies approved and adopted by the Board as required under the Act and SEBI Listing Regulations

Policy	Provision/ Regulation	Weblink
Vigil Mechanism / Whistle Blower Policy	Regulation 22 of SEBI Listing Regulations and as defined under Section 177 of the Act	https://www.adanigas.com/-/media/Project/AdaniGas/Investors/Investor-download/Policies/Whistle-Blower-Policy30032019.pdf?la=en&hash=6951C8BB1A823D1EE09658413625B0E4
Policy for procedure of inquiry in case of leak or suspected leak of unpublished price sensitive information	Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015	https://www.adanigas.com/-/media/Project/AdaniGas/Investors/Investor-download/Policies/Insider-Trading-Code_Jan21.pdf?la=en&hash=F42B69CD0B8AFF683F4B1EB638E4BAD
Code of Practices and Procedures for Fair disclosure of unpublished price sensitive information	Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015	https://www.adanigas.com/-/media/Project/AdaniGas/Investors/Investor-download/Policies/CodeforFairDisclosureofUPSI30032019.pdf?la=en&hash=C87B91E0B1E8CF59625868447078102D
Terms of Appointment of Independent Directors	Regulation 46 of SEBI Listing Regulations and Section 149 read with Schedule IV to the Act	https://www.adanigas.com/-/media/Project/AdaniGas/Investors/Investor-download/Policies/ID-Terms-and-Conditions-of-Appointment.pdf?la=en&hash=C433A9C0D8B4336BEEF79E8DB2C3C7F2
Familiarization Program	Regulations 25(7) and 46 of SEBI Listing Regulations	https://www.adanigas.com/-/media/Project/AdaniGas/Investors/Investor-download/Policies/Directors-Familiarization-Programs05022020.pdf?la=en&hash=3CFA8D54CEE48F36D0C439C0C334D7A5
Related Party Transaction	Regulation 23 of SEBI Listing Regulations and as defined under the Act	https://www.adanigas.com/-/media/Project/AdaniGas/Investors/Investor-download/Policies/Related-Party-Transaction-Policy_Feb20.pdf?la=en&hash=7AB2CC690A95597ED11F026D7669F8A1
Policy on Material Subsidiary	Regulation 24 of the SEBI Listing Regulations	https://www.adanigas.com/-/media/Project/AdaniGas/Investors/Investor-download/Policies/Policy-on-Material-Subsidiaries--Feb20.pdf?la=en&hash=05752511E366555689E0C4B9D1EFE474
Material Events Policy	Regulation 30 of SEBI Listing Regulations	https://www.adanigas.com/-/media/Project/AdaniGas/Investors/Investor-download/Policies/Material-Events-Policy30032019.pdf?la=en&hash=121291E3B13A944012C47FB06218D1CA
Website Content Archival Policy	SEBI Listing Regulations	https://www.adanigas.com/-/media/Project/AdaniGas/Investors/Investor-download/Policies/Website-Content-Archival-Policy30032019.pdf?la=en&hash=1A45422C523BA94EB9DC06215E61E925

Policy	Provision/ Regulation	Weblink
Policy on Preservation of Documents	Regulation 9 of SEBI Listing Regulations	https://www.adanigas.com/-/media/Project/AdaniGas/Investors/Investor-download/Policies/Policy-on-Preservation-of-Documents.pdf?la=en&hash=EACC66DB3D711B8FAB10D31A43CACB38
Nomination and Remuneration Policy of Directors, KMP and other Employees	Regulation 19 of the SEBI Listing Regulations and as defined under Section 178 of the Act	https://www.adanigas.com/-/media/Project/AdaniGas/Investors/Investor-download/Policies/Remuneration-Policy_Feb20.pdf?la=en&hash=895F5B0EA62D50BF69717FC2553E8D3C
CSR Policy	Section 135 of the Act	https://www.adanigas.com/-/media/Project/AdaniGas/Investors/Investor-download/Policies/CSRPolicy13022019.pdf?la=en&hash=3CE9FFCC5794C5A7B8CBD6ED142A9DCE
Dividend Distribution Policy	Regulation 43A of the SEBI Listing Regulations	https://www.adanigas.com/-/media/Project/AdaniGas/Investors/Investor-download/Policies/Dividend-Distribution-Policy.pdf?la=en&hash=A13B66D877B04D13A136EF28C8BB2927
Code of Conduct	Regulation 17 of the SEBI Listing Regulations	https://www.adanigas.com/-/media/Project/AdaniGas/Investors/Investor-download/Policies/Code-of-Conduct-for-Board-and-Sr-Management30032019.pdf?la=en&hash=0EAD3C576C8783C70FB03264E7F964D1
Policy on Board Diversity	Regulation 19 of the SEBI Listing Regulations	https://www.adanigas.com/-/media/Project/AdaniGas/Investors/Investor-download/Policies/AGL_Board-Diversity-Policy.pdf?la=en&hash=75F19E7C00AB71E1FB5FE0BD223342CE

Annexure "B" to the Directors' Report

Form No. MR-3 - Secretarial Audit Report

For the financial year ended 31st March, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014]

To
The Members
Adani Total Gas Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Adani Total Gas Limited (formerly known as Adani Gas Limited) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliance and expressing my opinion thereon.

Based on my verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives in the conduct of secretarial audit during the pandemic of COVID 19 situation across the country, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas

Direct Investment and External Commercial Borrowings;

- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not Applicable to the Company during the Audit Period**);
 - d. The Securities and Exchange Board of India (Share Based Employee Benefit) Regulation, 2014 (**Not Applicable to the Company during the Audit Period**);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not Applicable to the Company during the Audit Period**);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable to the Company during the Audit Period**); and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not**

Applicable to the Company during the Audit Period);

- vi) Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:

Legislation Name

1. The Air (Prevention & Control of pollution) Act, 1981 & Rule, 1982
2. The Environment (Protection) Act, 1986.
3. The Explosives Act, 1884.
4. The Gujarat State Disaster Management Act, 2003.
5. The Petroleum and Natural Gas Regulatory Board Act, 2006.
6. The Water (Prevention & Control of pollution) Act, 1974
7. The Hazardous Waste (Management & Handling) Rules, 2016
8. The Batteries (Management and Handling) Rules, 2001 as amended 2010
9. The E-waste (Management and Handling) Rules, 2016

I have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India.
- b. The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to filing of certain e-forms with additional fees.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

CS Ashwin Shah

Company Secretary

C. P. No. 1640

Quality Reviewed 2021

PRC:1930/2022

Date: 04.05.2022

Place: Ahmedabad

UDIN: F001640D000260173

Note: This report is to be read with our letter of even date which is annexed as 'Annexure-A' and forms an integral part of this report.

Annexure-A to Secretarial Audit Report

To
The Members
Adani Total Gas Limited

Our report of even date is to be read along with this letter

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 04.05.2022
Place: Ahmedabad
UDIN: F001640D000260173

CS Ashwin Shah
Company Secretary
C. P. No. 1640
Quality Reviewed 2021
PRC:1930/2022

Annexure "C" to the Directors' Report

[Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the FY 2021-22 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the FY 2021-22:

Name of Directors/ KMP	Ratio of remuneration to median remuneration of Employees	% increase in remuneration in the financial year
Non Executive, Non Independent		
Mr. Gautam S. Adani	-	-
Mr. Pranav V. Adani	-	-
Mr. Jose-Ignacio Sanz Saiz	-	-
Mr. Alexis Thelemaque ¹	-	-
Mr. Olivier Sabrie ²	-	-
Non Executive, Independent		
Mr. Maheswar Sahu ³	3.57 : 1	-
Mr. Naresh Kumar Nayyar ³	3.50 : 1	-
Mrs. Chandra Iyengar ³	3.50 : 1	-
Ms. Gauri Trivedi ³	3.41 : 1	-
Key Managerial Personnel		
Mr. Suresh P Manglani, CEO	62.71 : 1	44
Mr. Parag Parikh, CFO	35.13 : 1	14
Mr. Gunjan Taunk, CS	2.04 : 1	NA

1. Resigned as Director w.e.f. 31st October, 2021.

2. Appointed as an Additional Director w.e.f. 9th December, 2021.

3. Reflects sitting fees and commission.

- ii) The percentage increase in the median remuneration of employees in the financial year: (9%)
- iii) The number of permanent employees on the rolls of Company: 466 as on 31st March, 2022.
- iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
- Average increase in remuneration of employees excluding KMPs: 6.90%
 - Average increase in remuneration of KMPs: 29%
 - KMP salary increases are decided based on the Company's performance, individual performance, inflation, prevailing industry trends and benchmarks.
- v) **Affirmation that the remuneration is as per the Remuneration Policy of the Company:**
The Company affirms remuneration is as per the Remuneration Policy of the Company.

Annexure "D" to the Directors' Report

Conservation of energy, technology absorption and foreign exchange earnings and outgo

Information as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are set out as under:

(A) Conservation of Energy:

(i) Steps taken or impact on conservation of energy:

- a) Continuous efforts are put to maintain the electrical power factor at CNG stations at desired level to achieve efficient use of electric energy.
- b) Deployed Type 3 CNG cascades: Type 3 CNG cascades provide the most weight-efficient gas storage capacity. Your Company has deployed such cascades for CNG transportation, which has resulted in transporting more CNG per trip thereby reducing number of trips and resultant reduction in fuel required for transportation.
- c) Implemented Vehicle Tracking System for tracking and optimal utilisation of transport vehicles carrying CNG cascades to various CNG Daughter Booster Stations.
- d) Implementation of Automated Meter Reading (AMR) system for all its Industrial & Commercial customers has eliminated use of vehicles required by agencies for taking meter readings manually.
- e) Electrical Energy Audits have been carried out in 50 sites (Office, CGS & CNG Stations) of ATGL. Energy saving recommendations like occupancy sensor, Energy efficiency fans are being installed.

(ii) Steps taken by the Company for utilizing alternate sources of energy:

Rooftop Solar panels are installed in 32 sites (Office, CGS & CNG Stations) sites yielding 549KW with many more sites having installation progressing with an ambition of 1MW.

(iii) Capital investment on energy conservation equipment:

About ₹2.50 crore was committed for installation of solar panels which in turn reduces business's GHG (Green House Gas) Emission.

(B) Technology Absorption:

(i) the efforts made towards technology absorption;

1. **SCADA:** Company has sustained and enhanced its SCADA system across all City Gate Stations, CNG stations, DRS & Cathodic Protection Transformer Rectifier Units. Company has its plans in place for including all the upcoming new geographical areas under the ambit of SCADA.
2. **GIS:** The pipeline network laid are being mapped in GIS on an ongoing basis, contributing to monitoring and maintaining the pipeline network more proficiently. Data enhancement activities such as completeness of network mapping, land base updation, incorporating addresses of buildings, accuracy enhancements based on surveys etc. are being undertaken as continuous endeavours. Userspecific functions such as hyperlinking drawings/documents to features, layers visibility control, functionality to indicate on-going third-party activities and outage manager are being introduced in the GIS. The GIS also continues to provide useful information of pipeline network for regular monitoring, repair and maintenance as well as emergency handling.
3. **AMR system for I&C Customers:** To strengthen the safety of operations and provide improved services to customers in a more efficient manner, ATGL has implemented Automated Meter Reading (AMR) system for all its Industrial & Commercial customers.
4. **My Adani Gas:** ATGL has launched a mobile application named 'My AdaniGas'. A digital ecosystem/ platform which helps in collaborating with partners & stakeholders such as Customers, Vendors, Contractors and Employees. This facilitates PNG Domestic Customers to upload gas meter readings, identify meter readers, download forms like registration and name change forms, and for CNG customers to locate nearby CNG filling stations. This enables Field Sales Officer and Third-Party Inspector to complete the customer on boarding digitally. It provides the

full digital self-service channel of interaction for Customers from service request to account statement. It will provide the platform to collaborate with vendors, acquire new vendors, enable vendors/ contractors for service orders and track progress on service orders & manage their performance.

5. **ATGL - ERMS:** To manage the Emergency situation effectively and to reduce the response time with clear info of all such incidents, ATGL has implemented an app "ATGL - ERMS" which is effective & user friendly. This app can be used by any internal & external body includes employees, partners & public. Through this app, can register any kind of emergency like gas escape, leak, fire but not limited to. It also has feature of patrolling based on google map for allocation of route and end- to-end tracking of the event till its closure by AEO's (Area Emergency Officer), on-the-go mobile based app.
6. **A2D:** We have initiated the project to transform the manual operations to digitization & automation. The intent is to analyse the scope of digitization and automation, thorough various options, tools, and platforms and derive solutions to incorporate / implement for minimizing / avoiding the manual processing of information / data / reports. The output of this exercise is to implement the technology and automation for near zero manual operations with operational agility and workforce (employee) enablement through digitization shift towards culture and way of working.
7. **RRM to TRM:** We had introduced a concept of Touchless Revenue Management to enhance the capabilities on traditional Revenue Management. As a part of this initiative we have implemented eNACH (automatic clearing) of payment against invoice generation and Digitally signed invoices on Whatsapp. This is a part of our Go-Green Go-Digital initiative where in to help customer to avoid hassle in remembering due dates and save time and efforts. To add to move this project to ultimate goal of TRM, we are in process of implementing initiatives like Self-Billing, AI/ML based bot etc.
8. **Cloud adoption:** We have moved 90% of our IT applications including SAP and Oracle Fusion from Datacentres to Google Cloud. This has reduced downtime, enhanced security and

increased the scalability of applications. We have moved to a consumption-based pricing model with complete visibility on the utilization and performance of the systems.

9. **Data Lake:** We are creating a Data Lake that enables seamless integration of all the data in our applications. Real time reporting and Dashboards will be provided to all the business functions to ensure data driven decision making
 10. **Robotic Process Automation (RPA):** We have implemented an RPA solution to automate our Invoice processing, and this has reduced significant effort. We have identified other areas to automate and thereby increase the operational efficiency.
 11. **Dassault Integrated Projected Management Solution:** We are implementing this solution for seamless input-output across Projects, geographies, and functions. This would provide transparency of project status with real time visibility and early warning signs to take corrective actions.
 12. **Platform for EV:** We have launched a Electric Vehicles management platform to manage all our EV charging points. The platform has capability to onboard customers, integration to SAP, integration to payment gateway along with real time visibility of the nearest charging points with availability.
 13. **Facial Recognition System (FRS):** We have implemented a FRS system at various locations across the country and achieved 100% usage for attendance and tracking of employees.
 14. **Chatbot:** We have implemented a multi-lingual chatbot for self-service assistance to our customers using our website and mobile app. This has provided immediate support for many routine queries and reduced the number of calls to our support centre
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution;
- Your Company is continuously improving on technology front. Entire billing of CNG has been shifted from manual to SCADA software. Further in domestic segment, the Company has introduced SPOT billing mechanism. Migrated to Syclo system, which is linked to SAP ERP, to enable operator to

log, resolve, requisite all activates related to O&M, customer care from remote location.

Moving to SCADA software for billing will save man hours and will have accuracy in billing. By introducing SPOT billing, the cost of meter reading and collection will be reduced significantly. By implementing Syclo system manpower time is saved and efficiency can be improved.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

- (a) the details of technology imported: Not applicable
- (b) the year of import: Not applicable
- (c) whether the technology been fully absorbed: Not applicable

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not applicable

(iv) The expenditure incurred on Research and Development : Not applicable

(C) Foreign Exchange Earnings and Outgo:

The particulars relating to foreign exchange earnings and outgo during the year under review are as under:

Particulars	₹ in crore)	
	2021-22	2020-21
Foreign exchange earned	--	--
Foreign exchange outgo (including import of goods on CIF basis)	16.61	16.27

Annexure to the Directors' Report

Annual report on CSR activities for financial year ended on 31st March, 2022

1. Brief outline on CSR Policy of the Company.

The Company has framed Corporate Social Responsibility (CSR) Policy which encompasses its philosophy and guides its sustained efforts for undertaking and supporting socially useful programs for the welfare & sustainable development of the society.

The Company carried out/ implemented its CSR activities / projects mainly through Adani Foundation. The Company has identified Primary Education, Community Health, Sustainable Livelihood Development and Rural Infrastructure Development as the core sectors for CSR activities. The CSR Policy has been uploaded on Company's website at <https://www.adanigas.com/investors/corporate-governance>.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the tenure	Number of meetings of CSR Committee attended during the tenure
1	Mr. Maheswar Sahu	Chairman, Non-Executive & Independent	2	2
2	Mrs. Chandra Iyengar	Member, Non-Executive & Independent	2	2
3	Ms. Gauri Trivedi ¹	Member, Non-Executive & Independent	-	-
4	Mr. Pranav V. Adani	Member, Non-Executive Promoter	2	2
5	Mr. Jose-Ignacio Sanz Saiz	Member, Non-Executive & Non-Independent	2	2

1. Appointed as Member w.e.f. 28.10.2021

3.	Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company	https://www.adanigas.com/investors/corporate-governance
4.	Provide the details of Impact assessment of CSR projects carried out in Pursuance of Sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).	Not Applicable
5.	Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the Financial year, if any.	NIL
6.	Average net profit of the Company as per Section 135(5).	₹513.20 crore
7.	(a) Two percent of average net profit of the Company as per Section 135(5).	₹10.26 crore
	(b) Surplus arising out of the CSR projects or programmes or activities of the previous Financial years.	Nil
	(c) Amount required to be set off for the Financial Year, if any.	Nil
	(d) Total CSR obligation for the Financial year (7a + 7b - 7c).	₹10.26 crore

8. (a) CSR amount spent or unspent for the Financial year:

Total Amount Spent for the Financial Year (₹ in crore)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of Transfer
10.27	NA	NA	NA	NA	NA

(b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr No	Name of project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No)	Location of the project		Amount spent for the project (₹ In Cr)	Mode of implementation Direct (Yes/No)	Mode of implementation – Through implementing agency.	
				State	District			Name	CSR Registration number
1	Compressed Bio-Gas (CBG) Project	(iv)	Yes	Uttar Pradesh	Varanasi	10.27	No	Adani Foundation	CSR00000265
	Total					10.27			

(d)	Amount spent in Administrative Overheads	Nil
(e)	Amount spent on Impact Assessment, if applicable	Nil
(f)	Total amount spent for the Financial (8b + 8c + 8d + 8e)	₹10.27 crore

(g) Excess amount for set off, if any

Sr. No.	Particular	Amount (In ₹)
(i)	Two percent of average net profit of the Company as per Section 135(5)	₹10.26 crore
(ii)	Total amount spent for the financial Year	₹10.27 crore
(iii)	Excess amount spent for the financial year [(ii)-(i)]	₹0.01 Crore
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii) – (iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year. (asset-wise details)

(a)	Date of creation or acquisition of the capital asset(s)	Not Applicable
(b)	Amount of CSR spent for creation or acquisition of capital asset.	Not Applicable
(c)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Not Applicable
(d)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	Not Applicable

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profits as per Section 135(5): Not Applicable

Mr. Gautam S Adani
Chairman

Mr. Maheswar Sahu
Chairman – CSR Committee

Management Discussion & Analysis Report

Global Economic Overview

The global economy grew an estimated 6.1% in 2021 compared to a de-growth of 3.3% in 2020. This improvement was largely due to increased vaccination rollout the world over and a revival in economic activity based on catch-up consumption.

The global economy was affected by prohibitive shipping freight rates, a shortage of shipping containers and semiconductor chips in 2021, affecting global economic recovery. Inflation was at its highest since 2011, especially in the advanced economies, catalysed by a run up in commodity prices. Some emerging and developing economies were positioned to withdraw policy support to contain inflation even as the economic recovery was still incomplete.

The prominent feature of the global economic activity during the year under review was a sharp revival in commodity prices to record levels following the drop at the time of pandemic outbreak. The commodities that reported a sharp increase in prices comprised steel, coal, oil, copper, foodgrains, fertilisers and gold.

The global economy is projected to grow at a modest 2.6% in 2022 following the Russia-Ukraine crisis. A higher interest rate environment could affect emerging markets and developing economies with large foreign currency borrowings and external financing needs in 2022.

Regional growth (%)	2021	2020
World output	6.1	(3.3)
Advanced economies	5.0	(4.9)
Emerging and developing economies	6.3	(2.4)

(Source: IMF, World Bank, UNCTAD)

Performance of major Economies

United States: The country reported GDP growth of 5.7% in 2021 compared to a de-growth of 3.4% in 2020, following the government's investment of trillions of dollars in COVID relief.

China: The country's GDP grew 8.1% in 2021 compared to 2.3% in 2020 despite it being the novel coronavirus epicentre.

United Kingdom: The country's GDP grew 7.5% in 2021 compared to a 9.9% de-growth in 2020.

Japan: The country reported growth of 1.7% in 2021 following a contraction in the previous year.

Germany: The country reported a GDP growth of 2.9% in 2021 compared to a decline of 4.9% in 2020.

(Source: World Bank, IMF, Business Standard, Times of India)

Indian economic overview

The Indian economy reported an attractive recovery in 2021-22, its GDP rebounding from a de-growth of 7.3% in 2020-21 to a growth of 8.7% in 2021-22. By the close of 2021-22, India was among the six largest global economies, its economic growth rate was the fastest among major economies (save China), its market size at around 1.40 billion the second most populous in the world and its rural under-consumed population arguably the largest in the world.

Y-o-Y growth of the Indian Economy

	FY19	FY20	FY21	FY22
Real GDP growth (%)	6.1	4.2	(7.3)	8.7

Growth of the Indian Economy 2021-22

	Q1, FY22	Q2, FY22	Q3, FY22	Q4, FY22
Real GDP growth (%)	20.1	8.4	5.4	4.1

The Indian economy was affected by the second wave of the pandemic that affected economic growth towards the fag end of the previous financial year and across the first quarter of the financial year under review. The result is that after a growth of 1.6% in the last quarter of 2020-21, the Indian economy grew 20.1% in the first quarter of FY 2021-22 due to the relatively small economic base during the corresponding period of the previous year.

India's monsoon was abundant in 2021 as the country received 99.32% of a normal monsoon, lower though than in the previous year. The estimated production of rice and pulses recorded volumes of 127.93 million tonnes and 26.96 million tonnes respectively. The total oilseeds production of the country recorded a volume of 371.47 million tonnes. Moreover, based on the spatial and temporal distribution of the 2021 monsoon rainfall, the agricultural gross value added (GVA) growth in FY22 is anticipated to be 3-3.5%. The country's manufacturing sector grew an estimated 12.5%, the

agriculture sector 3.9%, mining and quarrying by 14.3%, construction by 10.7% and electricity, gas and water supply by 8.5% in FY 2021-22.

There were positive features of the Indian economy during the year under review.

Foreign direct investments (FDI) in India increased 15% to USD 74.01 billion in 2021 from USD 87 billion in 2020, a validation of global investing confidence in India's growth story. The government approved 100% FDI for insurance intermediaries and increased FDI limit in the insurance sector from 49% to 74% in Union Budget 2021-22.

India surpassed the ₹88,000 cr target set for asset monetisation in 2021-22, raising over ₹97,000 crore with roads, power, coal, mining and minerals accounting for a large chunk of the transactions.

The Indian government launched a four-year ₹6 lakh crore asset monetisation plan (roads and highways, pipelines, power transmission lines, telecom towers, railways station re-development, private trains, tracks, goods sheds, dedicated freight corridor, railways stadiums, airports, projects in major ports, coal mining projects, mineral mining blocks, national stadia, redevelopment of colonies and hospitality assets).

In 2021, India was the largest recipient of global remittances. The country received USD 87 billion during 2021, with the US being the largest source (20%). India's foreign exchange reserves stood at an all-time high of USD 642.45 billion as on September 3, 2021, crossing USD 600 billion in FOREX reserves for the first time.

India's currency weakened 3.59% from ₹73.28 to ₹75.91 to a US dollar through FY 22. The consumer price index (CPI) of India stood at an estimated 5.3% in FY 2021-22. India reported improving Goods and Services Tax (GST) collections month-on-month in the second half of 2021-22 following the relaxation of the lockdown, validating the consumption-driven improvement in the economy. The country recorded its all-time highest GST collections in March 2022 standing at ₹1.42 lakh crore, which is 15% higher than the corresponding period in 2021.

India ranked 62 in the 2020 World Bank's Ease of Doing Business ranking. The country received positive FPIs worth ₹51,000 crore in 2021 as the country ranked fifth among the world's top leading stock markets with a market capitalisation of USD 3.21 trillion in March 2022.

The fiscal deficit was estimated at ~₹15.91 trillion for the year ending 31st March, 2022 on account of a higher government expenditure during the year under review.

India's per capita income was estimated to have increased 16.28% from ₹1.29 lakh in 2020-21 to ₹1.50 lakh in 2021-22 following a relaxation in lockdowns and increased vaccine rollout.

India's tax collections increased to a record ₹27.07 lakh crore in FY 2021-22 compared with a budget estimate of ₹22.17 lakh crore. While direct taxes increased 49%, indirect tax collections increased 30%. The tax-to-GDP ratio jumped from 10.3% in FY21 to 11.7% in FY22, the highest since 1999.

Retail inflation in March at 6.95% was above the RBI's tolerance level of 6% but fuel prices played no part in this surge. Retail inflation spiked to a 17-month high in March 2022, above the upper limit of the RBI's tolerance band for the third straight month.

(Source: Economic Times, IMF, World Bank, EIU, Business Standard, McKinsey, SANDRP, Times of India, Livemint, InvestIndia.org, Indian Express, NDTV, Asian Development Bank)

Indian Economic Reforms and Budget 2022-23 provisions

The Budget 2022-23 seeks to lay the foundation of the Indian economy over the 'AmritKaal' period of the next 25 years leading to 100 years of independence in 2047. The government is emphasizing the role of PM Gati Shakti, Inclusive Development, Productivity Enhancement & Investment, Sunrise Opportunities, Energy Transition and Climate Action, as well as Financing of Investments.

The capital expenditure target of the Indian government expanded by 35.4% from ₹5.54 lakh crore to ₹7.50 lakh crore. The effective capital expenditure for FY23 is seen at ₹10.7 lakh crore. An outlay of ₹5.25 lakh crore was made to the Ministry of Defence, which is 13.31% of the total budget outlay. A boost was provided to India's electric vehicle policy 'Scheme for Faster Adoption and Manufacturing of (Hybrid and) Electric Vehicle in India'. An announcement of nearly ₹20,000 crore was made for the PM Gati Shakti National Master Plan to catalyse the infrastructure sector. An expansion of 25,000 km was initiated for 2022-23 for the national highways network. To boost the agricultural sector, an allocation of ₹2.37 lakh crore was made towards the procurement of wheat and paddy under MSP operations. An outlay of ₹1.97 lakh crore was announced for the Production Linked Incentive (PLI) schemes across 13 sectors.

Outlook

India's medium-term optimism is derived from the fact that three down cycles – long-term, medium-term and short-term – could well be reversing at the same time. The long-term downtrend, as a result of nonperforming assets, and overcapacity could be over; the medium-term downtrend that was caused by the crisis, select banks collapse and weakening NBFCs could well be over; the short-term downtrend on account of the pandemic has weakened following the acceleration of the vaccine rollout.

There is a possibility of each of these downtrends having played out, which could well lead to a multi-year revival in capital investments. Some USD 500 billion worth of investments are expected to be made in the wind and solar infrastructure, energy storage and grid expansion.

The Indian economy is projected to grow by 8% in FY23 (World Bank estimate), buoyed by tailwinds of consistent agricultural performance, flattening of the COVID-19 infection curve, increase in government spending, favourable reforms and an efficient roll-out of the vaccine leading to a revival in economic activity.

Across the next three years, capital expenditure in core sectors - cement, metal, oil refining and power - should be about ₹5 trillion. Besides, the government's production-linked incentives led capex should generate an incremental ₹1.4 trillion in sectors like consumer durables, pharmaceuticals and automobiles.

Global Natural Gas Industry Overview

In 2021, global natural gas consumption rebounded by 4.6%, growing more than double the contraction witnessed in 2020. The robust demand growth was fueled by the economic recovery post the previous year's lockdowns and by a series of severe weather events. In the second half of 2021, supply did not keep pace coupled with unexpected outages leading to tight markets and sharp growth in prices hindering demand growth. Record high spot prices in Europe and Asia were witnessed at the end of the year due to a tight supply of natural gas. Natural gas market growth is anticipated to be reduced by increased gas prices and subdued economic growth, while supply tensions may ease due to a gradual return in offline capacity.

Global gas trade (including LNG and long distance pipeline flows) increased by more than 9% (or over 85 bcm) in 2021. This is the largest year-on-year growth on record and was mainly catalyzed by robust demand recovery in major gas importing regions comprising Asia-Pacific, Europe and Central and South America.

US natural gas production reported a less than 2% y-o-y growth in 2021 in spite of the slower growth in domestic consumption, capacity outages during the cold spells in February, the Gulf Coast hurricanes in late Q3 and conservative spending by upstream companies. The growth is lower compared to the strong growth rates of 2018 and 2019 (up 13% and 10% respectively) but just adequate to counter balance last year's contraction and return to 2019's annual dry gas production level. The natural gas production in Eurasia increased by an estimated 10% (or 90 bcm) y-o-y in 2021, reporting the largest annual increase since the fall of the Soviet Union. This strong growth was on the back of growing domestic demand, restocking needs and reviving exports. (Source: IEA)

Indian Natural Gas Industry Overview

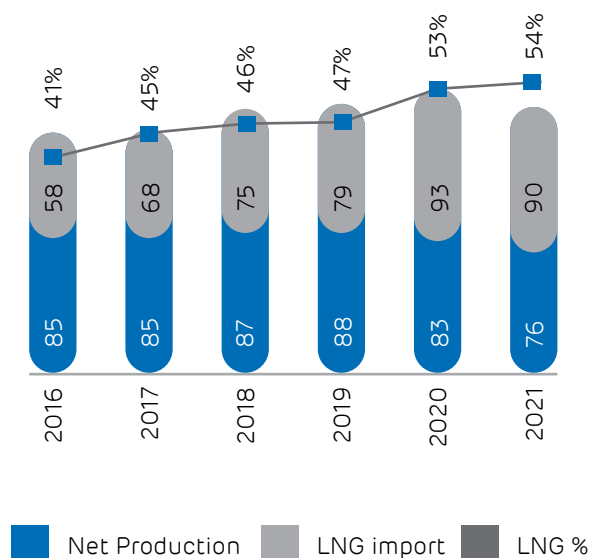
India's natural gas consumption is estimated to increase by 4.5% and reach 32,360 MSCM in 2021. Natural gas consumption is expected to grow from 58.10 million tonnes in 2018 to 143.08 million tonnes in 2040, growing at a CAGR of 4.18%. India intends to enhance its natural gas grid to 34,500 kms with the addition of another 17,000 km gas pipeline. The regasification capacity of the existing 42 MMT per annum will be enhanced to 61 MMT per year by 2022.

According to the International Energy Agency (IEA), India's medium-term outlook for natural gas consumption is robust on account of growing infrastructure and encouraging environment policies. Industrial consumers are anticipated to contribute ~40% of India's net demand growth. The demand is also expected to be catalysed by sectors like residential, transport and energy. As the user base expands with the addition of user industries, gas consumption is expected to grow from 174 million standard cubic meters per day to 550 million standard cubic meters per day, largely driven by fertilizer plants, city gas networks and power units. Out of this, 49% is expected to be met by domestic production and the remaining through imports in the form of Liquefied Natural Gas (LNG).

On the supply side, it is estimated that the country is expected to reach around 380 million standard cubic meters per day by 2029-30 with indigenous production and the import of LNG plus biogas contributing significantly. In the next eight years, demand from city gas distribution is expected to increase from 35 million standard cubic meters per day in 2021 to 140 million standard cubic meters per day whereas gas in refineries is expected to increase from 14 million standard cubic meters per day in 2021 to 58 million standard cubic meters per day.

According to the Department for Promotion of Industry and Internal Trade Policy (DPIIT), FDI inflows in India's petroleum and natural gas sector stood at USD 7.96 billion between April 2000 and June 2021. India requires investments worth ₹1.6 lakh over the next 5-8 years to enhance the use of natural gas, comprising building terminals and the setting up of pipelines. Major gas demand is expected to come from industries that utilize blast furnaces such as steel, oil refineries, long-haul transport, heating and cooling.

Review of natural gas consumption in India, 2016-2021



Source : MoPNG, PPAC

Outlook on gas demand

Natural gas demand looks encouraging as the Indian government is dedicated to increase the role of gas in India's energy mix from present 6% in 2021 to 15% by 2030.

A greater portion of demand growth is anticipated to be produced from the fertiliser units and city gas distribution network due to favourable governmental policies, financial help, better domestic gas supply and rapid development of gas infrastructure. Growing liquefaction terminals around the world with forthcoming regasification terminals in India are expected to increase market supply, reinforcing LNG demand.

Due to increased priority or affordability in allocation, sectors like CGD and fertilisers are expected to catalyse the demand for natural gas in the coming years.

City Gas Distribution segment in India

City Gas Distribution (CGD) market in India is forecast to witness a CAGR of 10% to grow from an estimated 9,223 MMSCM (Million Metric Standard Cubic Meter) in 2020 to 25,570 MMSCM by 2030. Growth in the market is anticipated on account of increasing natural gas demand from automotive, industrial, commercial as well as residential end user segments. With favorable CGD initiatives by the Government of India, a growing number of companies were authorized and granted licenses in bidding rounds nine, ten and eleven to operate in different geographies.

India enjoys a high demand prospect of gas across the decades; India is likely to emerge as one of the largest consumers of natural gas in the world. The pandemic resulted in an increased transition from the consumption of oil and coal to gas and renewables. The demand for natural gas in India is anticipated to expand attractively driven by environmental concerns, operationalisation of Indian gas exchange and growing infrastructure investments by domestic energy companies and the government's commitment to increase the share of gas in India's energy mix from 6% to 15%. Starting from 2009 onwards, authorisations were granted by the Indian gas regulator (PNGRB) to entities for functioning, laying and enhancing CGD infrastructure to entitle them to supply gas to end-users in identified authorized geographical areas (GAs). In 2020, PNGRB granted authorisations to entities to develop CGD infrastructure in ~228 geographical areas all over 10 rounds of competitive bidding auctions. Across the years, these auctions generated active participation from public and private players, expanding the CGD network to 228 GAs, covering an overall 70.86% of the cumulative population and 52.80% of the area of the country. As a result, a majority of Western India, Northern India and various parts along the coastal line in Southern and Eastern India was covered by the growing CGD infrastructure. It is estimated that upon the completion of work for the 11th bidding round, nearly 96% of India's population would have access to natural gas. In the last three years, the 136 GAs awarded were under progress which are expected to generate increased city gas volumes across the coming year.

During FY11-FY21, CGD gas consumption grew at a CAGR of 8%, reaching 25 million metric standard cubic metres per day (mmscmd). The current demand share of gas is 16% as against 9% in FY12. (Source: Livemint)

Industrial / Commercial PNG demand outlook

For the past couple of years in India, industrial PNG was the primary catalyst of CGD demand. This segment is anticipated to fortify CGD demand due to favourable regulations including an increasing gas network coverage, mainly after the CGD bidding rounds nine, ten and eleven. Increase in the number of industrial and commercial connections across India validates a growing thrust to convert into piped connections.

The total number of commercial PNG connections grew from 26,131 in 2016-17 to 32,339 in 2020-21. The National Green Tribunal (NGT) recognised ~100 industrial clusters with critical pollution levels that are expected to add to the overall gas consumption basket once the gas infrastructure is conceived in those location in the upcoming years. This appears encouraging for the sector, in view of the rigid norms recommended by the Indian government in executing the ban on pollution fuels. (Source:Indianinfrastructure.com)

CNG demand outlook

The consumption of natural gas (CNG) in India is expected to increase by 25 billion cubic metres (bcm) till 2024 at an average annual growth of 9%. By 2025, the government plans to have 1000 CNG stations around the country. This is expected to develop an ecosystem that will steer the demand for CNG. Over the medium term, vehicles using compressed natural gas (CNG) are expected to remain popular among commercial users especially in the three-wheeler segment.

India has a high potential of gas demand, expected to be one of the largest global consumers of natural gas. Although the target of a 15% gas share in the energy mix remains a top priority, Covid-19 accelerated energy transition from oil and coal to gas and renewables. The country's natural gas demand is set to grow at a CAGR of 8% and the Government of India is trying to increase access to gas to about 70% of the population by 2025. CNG vehicles penetration is expected to enhance owing to a lower cost of purchase, better refueling timelines besides being beneficial and the affordability of a total cost of ownership in the medium-term. Despite the huge potential of the gas sector in India, there are many concerns when it comes to CGD specifically related to infrastructure.

In spite of the high adoption of EVs in two and three-wheeler segments, a faster growth in CNG infrastructure and increasing reach of CGD could ensure a healthy

demand growth for natural gas offtake across the medium-to-long term. (Source: Financialexpress.com)

Domestic PNG demand outlook

Due to the Covid-19 pandemic, domestic gas consumption witnessed a slight moderation in 2020-21 and was estimated to grow by 9-11% in 2021-22. The Indian government's decision to restrict the use of subsidised LPG cylinders, combined with increasing gas infrastructure availability, could benefit domestic PNG demand.

The Indian government limited an increased penetration of household PNG connections in the past. India's annual subsidy burden on cooking gas is expected to remain within the Budgetary Estimate of ₹14,073.35 crore despite a surge in the international price of liquefied petroleum gas (LPG) in 2021-22. There is a possibility that the Indian government could make the annual income criteria more stringent to moderate the subsidy burden related to LPG segment that could accelerate the size of the PNG segment. Cumulative household PNG connections stood at 7,820,387 in 2020-21 as against 3,585,646 in 2016-17. This growth was due to deeper CGD penetration in new regions and the Indian government's commitment to enhance gas consumption. Gas consumption per connection could also increase due to growing disposable incomes and aspirations.

Investment Outlook

Till 2016-17, investments in various natural gas transmission pipelines, liquefied natural gas (LNG) terminals, and city gas distribution projects had remained subdued because of reducing domestic gas production and increasing LNG prices. From 2017-18 onwards, investments increased due to the Government of India's encouragement of infrastructure development and the use of cleaner fuel.

In the next five years, investment in the overall natural gas infrastructure is expected to be more than ₹4 Lakh Crore. The government's target is to achieve two-fold growth and increase the share of environment-friendly fuel in its energy basket to 15% by 2030. Due to improved domestic gas supply, healthy growth is also expected in the CGD investment. The government announced a domestic gas allotment to meet the entire demand from the CNG and PNG segments in February 2014. There is an expectation of the government assuring domestic gas supplies to CGD entities in new GAs as well; therefore, guaranteed domestic gas allocation

could significantly improve project investment economics. Covering districts in Central, Eastern and Southern India, the PNGRB proposed 65 new GAs for the 11th round of CGD bidding. In Eastern states, the Pradhan Mantri Urja Ganga Yojana is expected to increase gas consumption, generating the revival of gas supply to industrial units, gas-based urea plants and the development of CGD infrastructure addressing the growing needs of industrial, CNG and domestic PNG consumers.

Benefits of PNG

Cost: Natural gas has consistently been a superior energy option marked by affordability.

Comfortable: The natural gas water heaters recover twice as fast and have more hot water available than an electric model.

Clean: Natural gas is a clean burning fuel with meagre effects on the environment. Geo-thermal heat pumps are less environment friendly compared to high-efficiency natural gas furnaces. Natural gas fireplaces can moderate up to 99% pollutants and particles emitted into the air than wood.

Useful: Gas is continuously fed into the system, removing hassles of handling, refilling and changing of cylinders; resulting in safe, easy and secure handling without any storage. PNG is directly distributed through pipelines to the consumption point.

Cost-effective: Gas produces higher savings compared to conventional fuel. Pipeline delivery helps beat an inflation in transportation costs.

Safe: Natural gas appliances possess a safety record with the auto shut-off function. The absence of the need to store at the customer's place enables consumer safety. Being lighter than air, PNG increases the probability of leaked gas to disperse and reduce flammability.

Benefits of CNG

Moderated fuel cost: Almost 40%-60% savings over conventional fuels like petrol and diesel is offered by Compressed Natural Gas (CNG)

Environment friendly: CNG is among the cleanest burning transportation fuels. Because of its lower carbon content, CNG burns cleaner than petroleum-based products. CNG generates the less emissions compared to all fuels and possesses remarkably low pollutants. If we compare with petroleum products, CNG generates 20-30% fewer greenhouse gas emissions and 95% fewer tailpipe emissions as against petroleum

products. CNG vehicles generate no evaporative emissions as CNG fuel systems are completely sealed.

Reduced maintenance cost: CNG does not contain lead, so spark plug life is expanded due to lower fouling. In CNG, there is no dilution or contamination in crankcase oil. As a result, the time frame between oil changes and tune-ups is enhanced.

Performance advantages: As natural gas has a high octane rating compared to alternative fuels, CNG is superior to petroleum-based products. Since natural gas is already in a gaseous state, CNG vehicles experience less knocking and no vapor locking. Even under severe cold or hot weather conditions, CNG vehicles enjoy a superior start.

Safety: Compressed natural gas (CNG) storage tanks are secured and robust compared to gasoline or diesel tanks, moderating the chances of accidental release. CNG spreads quickly into the air instead of on the ground, moderating the risk of fire or ground contamination during release. Additionally, CNG generates negligible to zero emissions during refuelling.

Growth Drivers

Growing GDP: The economic growth in FY2022 is driven largely by government capital spending. India's GDP is expected to grow by 8.2% in FY23.

Per capita income: India's per capita income is expected to reach around USD 1850 in 2022 and USD 1920 in 2023.

Urbanisation: India is poised to become the most populated country in the world, surpassing China by 2027. This is expected to result in a 70% increase of population in urban India, reinforcing the natural gas demand.

Automotive industry: The Indian automotive industry is driving into 2022 with a positive mindset in its quest to reach pre-pandemic sales, having built a solid foundation in 2021 amid semiconductor shortage hampering production. The USD 118 billion auto industry is expected to become USD 300 billion by 2026, driving the demand for natural gas

Petroleum substitute: Consistent increase in petrol prices in FY2021-22 drive the popularity of comparatively low-priced CNG demand.

LPG price hike: The growing price hikes in LPG cylinders is expected to boost the demand for LNG. (Source: Trading Economics, The wire, Economic Times, Business Standard, IBEF, times of India)

Regulatory and policy support

As per the Ministry of Petroleum and Natural Gas, the Government aims to increase the share of natural gas in the primary energy mix from the current 6.7% to 15% in 2030. In this endeavor, the government has taken major steps that includes an expansion of the national gas grid pipeline, expansion of the City Gas Distribution (CGD) network, establishment of Liquefied Natural Gas (LNG) terminals, etc. On the Policy front, the government ushered an enabling policy environment by way of granting pricing and marketing freedom to domestic gas, providing ceiling prices for high temperature and high pressure cases, providing financial assistance to identified gas pipeline projects, giving the highest priority for the allocation of domestic gas to compressed natural gas (transport) / piped natural gas (domestic) CNG(T)/PNG(D), SATAT scheme for bio-gas etc. which are aligned with the GOI is vision to increase gas usage in the country. The downstream regulator PNGRB recently concluded the 11th bidding round for CGD networks under which 67 geographical areas (including 11A round) were offered. The bidding round met with keen interest and active participation from industry participants. With 11th round, 88% of the area would have authorization and 98% of country's population with would have access to gas infrastructure.

Considering our country's agrarian backdrop, the government outlined a vision to develop multiple Compressed Bio-Gas (CBG) production plants across States to augment CBG supplies for which the government established an offtake agreement for the CBG under SATAT scheme. This enabling environment will encourage a superior use of agricultural cattle dung, residue and municipal solid waste, which could increase farmer revenues. The Ministry of Petroleum and Natural Gas allocated ₹8,940 Crore for 2022-23, 1% increase from the revised estimates of the 2021-22. LPG subsidy that stands as the largest component with around 65% of the total allocation.

(Source: Money control, prsindia.org, pngrb.gov.in, Business Standard)

Company overview

Adani Total Gas is engaged in the city gas distribution business, supplying PNG to industrial, commercial and residential segments and CNG to the automotive segment. Adani Total Gas enjoyed a footprint in 33 geographical areas, including States like Madhya Pradesh, Gujarat, Haryana, Uttar Pradesh, Chattisgarh, Karnataka, Tamil Nadu, Odisha and Rajasthan at the close of the year under review.

Adani Total Gas enjoys a joint venture (50:50) with Indian Oil Corporation (Indian Oil-Adani Gas Private Limited) with a presence in 19 geographic areas comprising the Union Territory of Daman and States of Punjab, Haryana, Kerala, Karnataka, Uttarakhand, Goa, Bihar, West Bengal and Uttar Pradesh.

Financial Overview

Financial and Operational Performance

The annual sales volume stood at 696.71 MMSCM in FY22 as against 515.13 MMSCM in FY21 with 35% YoY volume growth.

The Company's revenue stood at ₹3206.36 Crore as on 31st March 2022 as against ₹1,784.47 Crore in 2020-21. The EBITDA grew by 8.8 % from ₹748.68 Crore to ₹814.50 Crore while the PAT grew by 6.9% from ₹471.95 Crore in 2020-21 to ₹504.66 Crore in 2021-22. Profitability improved mainly due to volume growth in the existing and new geographical areas.

Infrastructure and operations update

- Total CNG stations increased to 334 following the addition of 117 new CNG stations in FY 2021-22
- Cumulative steel pipeline network stood at 1072 Km, with 367 kms laid in FY 2021-22
- Number of domestic customers stood at 0.56 Million, with 84610 customers added in FY 2021-22
- Number of Industrial and Commercial Customers stood at 5667, with 701 customers added in FY 2021-22
- Started two CGS in new GAs in FY 2021-22

Key financial ratios and Return on Net Worth

The key financial ratios compared to the last financial year are as under:

Particulars	Current FY ended 31 st March, 2022	Previous FY ended 31 st March, 2021	Changes between current FY and previous FY	Reason For change
Debtors' Turnover	20.93	20.57	2%	
Inventory Turnover	297.56	509.68	-42%	Natural gas prices increased significantly over the previous year and a majority of the gas cost increased in the last quarter of the financial year, which resulted in higher input cost in the Closing Stock of inventory and increased gas cost, which resulted in a higher cost of goods sold.
Interest Coverage Ratio	13.88	16.96	-18%	
Current Ratio	0.25	0.28	-11%	
Debt-Equity Ratio	0.41	0.25	64%	The Company incurred a majority of capex towards newly allotted geographical areas that were under development. The capex was partially funded through debt to leverage the Balance Sheet.
Operating Profit Margin (%)	24.1%	39.5%	-39%	Due to severe onslaught of the Covid-19 pandemic across India during first quarter of last financial year and also challenging global circumstances with gas prices at an all-time high and local constraints on the supply of R-LNG and shortfall in APM gas our Gross Margin has decreased resulted into lower Operating margin.
Net Profit Margin (%) or sector-specific equivalent ratios, as applicable	15.5%	25.8%	-40%	Net Profit ratio reduced mainly due to lower Gross Margins as, during the year natural gas costs increased significantly over the previous year. Sales value increased significantly mainly due to higher sales volume coupled with higher sales prices.
Return on Net Worth (%)	23.0%	27.5%	-16%	

Notes:

- a. Above ratios were based on the Standalone Financial Statements of the Company.
- b. Definitions of ratios:
 1. Debtors' turnover: Average trade receivable by revenue from operations (Excluding Excise Duty) for the year.
 2. Inventory turnover: Average inventory(Excluding Stores and spares) by Cost of Goods Sold for the year.
 3. Interest coverage ratio: Total EBIT by finance cost for the year.
 4. Current ratio: all types of Finance and Non Finance Current assets by all types of finance and Non finance current liabilities.
 5. Debt equity ratio: Current and Non current Borrowing by total equity at the end of the year.
 6. Operating profit margin: Operating EBIDTA by revenue from operation for the year.
 7. Net profit margin: Profit for the year by total income for the year.
 8. Return on net worth: Profit for the year by average Total Equity

Financial and operational performance highlights of the joint venture company Indian Oil Adani Gas Private Limited (IOAGPL)

Indian Oil-Adani Gas Pvt. Ltd. (IOAGPL) is a joint venture company of Indian Oil Corporation Limited (IOC) and Adani TOTAL Gas Ltd. (ATGL).

IOAGPL was commissioned to develop City Gas Distribution projects across the country through a network of underground pipelines for the distribution of environment friendly fuel (natural gas). IOAGPL has authorisations for 19 GAs across India. The revenue from operations grew by 145.2 % YoY to ₹868.68 Crore in FY 2021-22 from ₹354.28 Crore in FY 2020-21.

EBITDA grew 65% YoY from ₹74 Crore in FY 2020-21 to ₹122 Crore in FY 2021-22. The sales volume grew 84.9 % from 111.38 MMSCM in FY 2020-21 to 205.91 MMSCM in FY 2021-22

Financial and operational performance highlights of the joint venture company Smartmeters Technologies Private Limited (SMTPL)

Smartmeters Technologies Private Limited is a joint venture company of Adani TOTAL Gas Ltd. (ATGL) and GSEC Limited. ATGL infuse its first equity in SMTPL on 8th October, 2021.

SMTPL was incorporated on October, 2019 with the objective to manufacture smart meter and other gas meters. The revenue from operations grew by 99% YoY to ₹9.64 Crore in 2021-22 from ₹4.83 Crore in 2020-21. The sales volume grew by 108% to 1.04 lacs unit from 0.5 lacs unit. EBITDA for 2021-22 was ₹0.18 Crore

SWOT analysis

Strengths

- Experienced player with eight years of marketing exclusivity and 25 years of network exclusivity
- Member and equity shareholder of the Indian Gas Exchange
- The Company possesses an experienced senior management and leadership team
- Robust support of dedicated promoters in Adani and TOTAL Energies
- Robust customer orientation along with initiatives in digitisation
- The number of transactions and the portion of digital payments by value are high
- The Company's operations are marked by a safety-first culture
- The Company's growth has been validated through superior financials

Weaknesses

- The Company's operations are limited to specific geographical locations
- Probable delays in project implementation due to the lack of a single window clearance or permission delays.

Opportunities

- India is expected to witness rapid growth in energy demand across the next decade.
- Open access permits to foray into metro cities with vast possibilities
- Indian Gas Exchange will facilitate market-driven natural gas pricing
- The government offers increased focus to develop a gas-based Indian economy
- The entire national coastline is expected to be covered by the construction of LNG terminals
- Increased opportunity to diversify into unregulated allied businesses
- The Company will derive advantages from the dealer owned-dealer operated and company owned-dealer operated network for fuel retail after the revised fuel retail policy is implemented
- Chance of sectorial consolidation
- Positive momentum in sales growth
- Increased population and changes in consumption preference will augment natural gas demand

Threats

- Shift in the gas allocation policy by the Government for CNG and PNG (domestic) segment could affect margins
- The Company's existing geographic areas could have open access leading to the end of marketing exclusivity
- Volatility in RLNG prices could hamper prospects
- Changes in regulations which might be unfavourable for natural gas import
- Increased competition from alternative fuel sources

'Safety first' culture at ATGL

Adani Total Gas Limited is dedicated to a consistency in natural gas safety, supply and dependence of services to customers and exhibit consistent improvements in Quality, Safety & Environmental (QHSE) management and Occupational Health.

'Safety first in everything we do at ATGL' is integral to our culture. The Company undertook measures to prevent illnesses, injuries and incidents.

The Company focused on its responsibility to organize operations with an increased emphasis on environment and health and safety of all those involved in its operations and the public at large. ATGL installed its integrated management system (IMS) and was accredited for the ISO 9001:2015 Quality Management System, ISO 14001:2015 Environmental Management System and ISO 45001:2018 Occupational Health & Safety management system. The Company conducted periodic internal and external audits to evaluate the effectiveness of system and processes. ATGL provided resources required for the execution, development and maintenance of the QHSE Management System through process charts, QHSE system procedure and the management program as required.

The Company followed the Adani Group's Occupational Health & Safety Procedures. ATGL adopted 10 'Life Saving Safety Rules' on the basis of business related risks and track record of incidents.

Rules were formulated to target and strengthen critical behaviour and processes that ascertained safety performance. The Company provided awareness of life-saving rules through audio visual training to all employees and contractors.

ATGL organized HAZOP and QRA studies through PNGRB-approved third parties for its CGD business. The Company took proactive actions to identify and mitigate risks. The Company prepared a structured training programme for various stakeholders. The safety induction training and safety, technical and operation competency (STOC) training was provided to all employees and contractors.

Training and competence development represent a key focus area for ATGL. The Company provided 55,000+ person hours of training during the year. Besides basic safety induction & Safety Technical & Operational competency (STOC) training, job-specific training like PETZL rope access system training to plumbers engaged in high-risk jobs at heights, lock out tagout training for maintenance team were provided during the year. Awakening – leadership in safety training was imparted to employees. Fire safety practical training, Emergency response training, Permit to work training etc. were also imparted during the year.

The ATGL set up, maintained and executed processes required to prepare and mitigate possible emergency situations comprising actions to address opportunities and risks. The Company set up an Emergency Response and Disaster Management Plan (ERDMP) for all geographical areas. Emergency response drill was organized regularly to ensure that employees learnt

a lesson in corrective action. Each GA was an ERDMP plan accredited as per PNGRB ERDMP requirements. ATGL set up procedures to ascertain that there was a suitable response to accidental and unexpected incidents. Area Emergency Offices worked round the clock with the customer care team. The Emergency Response Management System app was launched to enhance digitisation and emergency preparedness.

ATGL launched 'Samarthan' program to enhance safety performance of its Business Partners. Under this programme, efforts were made for continual improvement through a series of coaching and self-assessment mobile app.

ATGL encouraged stakeholders and employees through a mobile/ web based incident reporting system to register safety concerns, hazards, near-misses and other incidents. All accidents were reported with transparency. The Company ensured the prevention of similar incidents by circulating the past lessons learnt with all contractors and employees.

ATGL delivered secured and reliable asset performance through risk-based inspections, surveillance, monitoring of the network 24x7 and compliance with respect to PNGRB IMS and T4S regulations. Integrity Management System (IMS) was set up for all geographical locations. The Company established a comprehensive IMS manual aligned with PNGRB regulations.

The Company prepared an asset integrity blueprint to ensure that ATGL assets offered business consistency without compromising safety. ATGL celebrated National Safety Week, Road Safety Week, Environment Day, Fire Safety Week to increase safety awareness among employees, contractors and stakeholders. By organising industrial safety awareness programmes, ATGL increased the safety awareness of customers by organizing industrial safety awareness programme. Special awareness drives were conducted through the social media and radio.

Development plans for new Geographic Areas

ATGL initiated infrastructural networks in the 13 awarded GAs during the 9th bidding round and two GAs awarded in the 10th bidding round. Despite the ambitious commitment, ATGL mitigated GA-wise project breakdown and prepared an overall strategy to accelerate roll-out. The Company's multi-pronged strategy for ensuring a successful implement action plan included the following:

Focus in advancing market plan: Although the Minimum Work Programme extends across eight years, ground work has been developed to prepare a launch pad in just three years, a foundation to establish the required infrastructure within the stipulated time. The Company aims to develop a steel pipeline infrastructure to serve the technically feasible demand centres in the first three years.

Focus on demand center: ATGL will enhance its penetration of the commercial, domestic, CNG and industrial markets following the groundwork to create the launch pad. To enable GA gasification, simultaneous pockets for domestic connection and potential industrial/commercial connections will be identified. The Company developed MDPE networks in these recognized pockets for realising and monetising piped gas consumers.

LCNG/LPNG route: The GA dynamics changed from cities to clusters of multiple districts across a single state or multi states following the ninth and tenth bidding rounds. Several instances of long-distance tap-off availability of demand centres were witnessed in various GAs that were far from the entry point of GAs. This led to a greater time and capex to reach demand centres and respective charge areas.

ATGL prudently chose to develop a virtual pipeline network, which can be feasibly fed from the LNG terminals by establishing small LNG stations to serve CNG and PNG needs through faster and economical methods, overcoming obstacles due to a lack of connectivity.

CNG rollout: During the early CNG rollouts, ATGL initiated agreements with the respective OMCs for establishing COLO CNG stations coupled with the floating of EOIs for establishing a dealer station network across all GAs. The network supply capacity was reinforced by establishing mother stations at suitable CGS locations/LCNG locations. This is expected to improve the operations of CNG stations till the time required for reaching the pipeline network.

Early monetisation: Even though MWP has its inherent importance, it will be driven by financial acumen. This strategy will concentrate on early monetisation, optimising costs and nurturing the market environment. The project roll-out and related activities were strategized to achieve improved financials as soon as possible from the start of CGS and downstream operations. The early monetisation strategy will concentrate on encashing monetary gains from the existing market and eco-system to produce early revenues.

Manpower hiring: Timely manpower requirement will be vital to our ambitious MWP roll out strategy. The Company started business around 15 years ago and is well placed as it possesses experienced manpower from a CGD background. An HR strategy was prepared for meeting requirements across multiple functions to address new resource requirements. ATGL placed experienced team members to capitalise on the new GAs, which resulted in timely roll-out in all GAs and organized pre-project work in a schedule manner.

Regional structures: ATGL covered all the Geographical Areas in three regions from a city gas distribution background. The GA clusters were led by senior executives. To facilitate smooth project execution, an area-based structure with focused efforts was developed to accelerate decision making and reduce project risks.

Corporate strengthening: Three key functions were identified from a project execution point of view that hampered MWP achievement at the corporate level that included project management office, techno commercial, center of excellence (technical), translating in timely project execution.

Automation and Technology

With a focus on ATGL 2.0, the Company began its digital journey, ensuring the following digitalisation initiatives:

SCADA: The Company increased its SCADA system, CNG stations, DRS and Cathodic Protection Transformer Rectifier units across all City Gate stations. ATGL will operate all new GAs on SCADA from inception. ATGL is reinforcing the SCADA architecture & development of ATGNC (Adani Total Gas Nerve Centre), which will act as the central command & monitoring centre for all 19 GAs.

Geographic Information System: A GIS is a computer system that analyzes and displays geographically referenced information. GIS creates, manages, analyzes and maps all data. Data enhancement activities such as land base updation, completeness of network mapping, accuracy enhancements based on surveys, incorporating addresses of buildings etc. were undertaken. User specific functions like hyperlinking documents/drawings to features, layers visibility control, outage manager and functionality to indicate on-going third-party activities were introduced. The GIS consistently provided useful information of the pipeline network for periodical evaluation, repair and maintenance coupled with emergency handling.

AMR system for I&C customers: ATGL implemented Automated Meter Reading (AMR) system for all

industrial and commercial customers to reinforce safety and offer improved service.

My Adani Gas: ATGL launched a mobile application in the name of My Adani Gas, a digital platform that helped collaborate with partners and stakeholders like vendors, customers, employees and contractors. This helps onboard PNG consumers using eKYC, track progress, upload gas meter readings, online Billing, digital Payments, drive loyalty programs, and provide customer care. This will also provide a platform to collaborate with new vendors/contractors and enable them for getting service orders, manage their performance and track progress on service orders.

Emergency Response Management System (ERMS): ATGL developed an app called ATGL – ERMS to manage emergencies such as gas escape, leak or fire effectively and moderate the response time with detailed information of all such incidents. This app is used by internal and external bodies comprising employees, public and partners.

Touchless Revenue Management: ATGL introduced Touchless Revenue Management (TRM) to improve capabilities. ATGL implemented eNACH (automatic clearing) of payment against invoice generation and digitally signed invoices on Whatsapp. This is a part of the Company's Go-Green Go-Digital initiative.

ATGL intends to emerge as a smart and digital utility company. The Company intends to automate processes and operation by increasing operational efficiency. ATGL's Nerve Centre includes a Central Digital Command Centre for superior monitoring, operational control and faster decision-making.

Human Resource Management

ATGL is a rapidly evolving organization that has become the largest CGD company in India in terms of geographical footprint. The Company created a culture driven by high performance by identifying and appreciating top performers. The Company ensures sustainable development encompassing people and environment, aligned with ATGL's philosophy of courage, dedication and trust.

ATGL creates a sense of ownership, inclusiveness, respect and pride in employees to enhance their engagement and motivation. The comprehensive workforce of Adani Total Gas displays a one-team spirit and operates collectively to cater to organisational goals.

The Company developed world-class practices and adopted an effective operating model that assisted

to collate competencies in performance effectiveness, organisation development, learning, development, talent acquisition and talent management.

Talent acquisition: ATGL's talent acquisition strategy is aligned with its organisational objective and focusses on a proficient workforce environment, collaborative capability and entrepreneurial attitude.

Learning culture: The Company invested in strict planning along with technical and behavioural skills of employees. The Company managed to progressively inculcated a learning culture among employees through various e-learning platforms.

Talent management: ATGL has a defined area of responsibility and organisational goal for each employee, on the basis of which the performance is evaluated. The entire process is defined, strong and transparent, increasing fairness. The process commences with a goal setting exercise at the beginning of the financial year and completes with appraisal during the end of the year.

Risks and Concerns

Regulatory regime: The CGD business is administered by the regulatory control set up by the Petroleum and Natural Gas Regulatory Board (PNGRB). The Petroleum and Natural Gas Regulatory Board (PNGRB) has drafted various regulations related with the technical, business aspects and safety, that the Company is required to follow at all times. Non-compliance with the regulatory stipulations can have long-term impacts coupled with continuous operations and authorisations of the CGD entity. The regulatory regime keeps changing on the basis of changes in regulations and market dynamics. When changes in these regulations are effected, it can impact the Company.

Non-availability of natural gas: With the New Domestic Natural Gas Pricing Guidelines 2014 (Pricing Guidelines), our natural gas supply requirements for CNG and domestic are fulfilled by the allocation of domestic natural gas from the MoPNG at a price determined in accordance. Increase in the cost price of natural gas or any moderation in allocation amount of domestic natural gas can have an adverse effect on our business, cash flows and results.

Foreign currency risk: The purchase price of domestic natural gas and the RLNG is denominated in United States dollars, while the selling price is denominated in Indian Rupees. Our business results and cash flows could be impacted as we may be unable to pass on the cost of devaluation of the Indian Rupee to our customers on a timely basis.

Competition from alternative fuels: ATGL's customers have a substitute to move towards other fuels with a cost advantage. If such a scenario arises, it would affect the Company's business. Around 45% of the total sales volume of the Company is accounted by CNG due to its competitiveness, compared to alternative fuels like diesel and petrol. The vast scale acceptance of electric vehicles or hydrogen are examples of innovative and alternative fuels that could hamper our business.

Safety risk: The City Gas distribution network and system were prepared in line with the T4S (Technical Standards and specifications including Safety Standards) regulations formulated by PNGRB. All the existing networks were compliant with the Emergency Response and Disaster Management Plan of PNGRB. Risk evaluation, strong integrated management systems, work permit system and regular audits will ensure the creation of adequate controls to reduce risks in the construction and operation phases to As Low As Reasonably Practicable (ALARP).

Internal Control Systems

ATGL has robust internal control procedures compatible with size and operations. The Company's internal audit system is defined and is done through an internal auditor that includes professionally qualified accountants, engineers and SAP experienced an executive that conducts extensive audit over the years. After conducting audits across all functional areas, the audit report is submitted to the Management and Audit Committee about the compliance with internal controls and efficiency of operations and major process risks. Some elements of the Company's internal controls system include:

- Preparation and supervision of annual budgets for all operating and service functions
- Substantial documentation of policies and guidelines
- Scope of internal audit with the frequency of audit being decided each year for a prompt coverage of different areas and functions. The audit plan was given a formal approval by the Audit Committee of the Board
- The Company possesses a robust compliance management system
- The Company has a defined delegation of power with authority limits for approving revenue and capex expenditure, which is evaluated and suitable changes are made annually
- The Company possesses ERP system (SAP) to record data for accounting, consolidation and management information purposes and links to different locations for efficient exchange of information
- Internal Audit was conducted according to auditing standards to evaluate design effectiveness of internal control system & procedures to manage risks, operation of monitoring control, compliance with relevant policies & procedure and suggest improvement in processes and procedure
- Despite having all policies, procedures and internal audit mechanism in place, the Company regularly engages with outside experts to conduct an independent review of the effectiveness of numerous business processes

The Audit Committee of the Board of Director's consistently reviews implementation of audit plan, efficiency & scope of the internal audit systems and supervises an implementation of the internal audit recommendations along with those related to reinforcing of Company's risk management policies & systems. The internal control system of the Company's is planned to ensure management efficiency, verifiability, measurability and reliability of accounting and management information in compliance with all applicable laws and regulations and protection of Company's assets. This is to recognize and manage risks at the right time (compliance-related, operational, financial and economic).

Cautionary statement

Statements on the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations and others may constitute 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results may differ from those expressed or implied. Several factors that could significantly impact the Company's operations include economic conditions affecting demand, supply and price conditions in the domestic and overseas markets, changes in the Government regulations, tax laws and other statutes, climatic conditions and such incidental factors over which the Company does not have any direct control. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Corporate Governance Report

1. Company's philosophy on corporate governance

Corporate Governance is about meeting our strategic goals responsibly and transparently, while being accountable to our stakeholders. The Company is equipped with a robust framework of corporate governance that considers the long-term interest of every stakeholder as we operate with a commitment to integrity, fairness, equity, transparency, accountability and commitment to values. The framework lays down procedures and mechanisms for enhancing leadership for smooth administration and productive collaboration among employees, value chain, community, investors and the Government.

Courage, Trust and Commitment are the main tenants of our Corporate Governance Philosophy -

Courage: We shall embrace new ideas and businesses.

Trust: We shall believe in our employees and other stakeholders.

Commitment: We shall stand by our promises and adhere to high standards of business.

The Company believes that sustainable and long-term growth of every stakeholder depends upon the judicious and effective use of available resources and consistent endeavor to achieve excellence in business along with active participation in the growth of society, building of environmental balances and significant contribution in economic growth.

The Company is in compliance with the conditions of corporate governance as required under the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable.

2. Board of Directors ("Board")

The Board, being the trustee of the Company, responsible for the establishment of cultural, ethical and accountable growth of the Company, is constituted with a high level of integrated, knowledgeable and committed professionals. The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary

responsibilities. The Board also provides direction and exercises appropriate control to ensure that the Company is managed in a manner that fulfils stakeholder's aspirations and societal expectations.

Composition of the Board

The Company has a balanced board with optimum combination of Executive and Non-Executive Directors, including independent professionals, which plays a crucial role in Board processes and provides independent judgment on issues of strategy and performance.

The Board currently comprises of 8 (Eight) Directors out of which 4 (Four) Directors are Non-Executive, Non-Independent and remaining 4 (Four) are Independent Directors. Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations as amended from time to time.

The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under regulation 16(1)(b) of the SEBI Listing Regulations as amended from time to time and Section 149 of the Act. The present strength of the Board reflects judicious mix of professionalism, competence and sound knowledge which enables the Board to provide effective leadership to the Company.

The Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

No Director is related to each other.

In compliance with Regulation 26 of the SEBI Listing Regulations, none of the Directors is a Director in more than 10 public limited companies or acts as an independent director in more than 7 (seven) listed companies. Further, none of the Directors on the Company's Board is a member of more than 10 (ten) committees and chairman of more than 5 (five) committees (committees being, audit committee and stakeholders' relationship committee) across all the companies in which he/she is a Director. All the

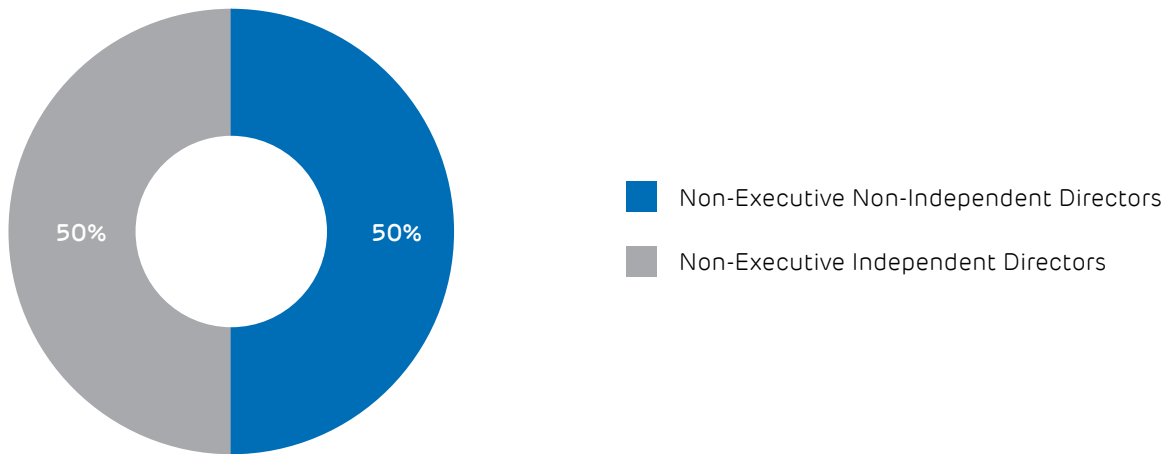
Directors have made necessary disclosures regarding Committee positions held by them in other companies.

The composition of the Board is in conformity with the Regulation 17 of the SEBI Listing Regulations, which

requires that for a company with a chairman, who is a promoter, at least half of the board shall consist of independent directors and the board of directors of the top 1,000 listed companies, effective 1st April, 2020, shall have at least one independent woman director.

The composition of Board as on 31st March, 2022.

Board Composition



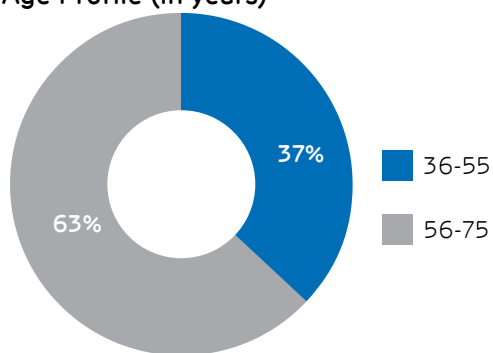
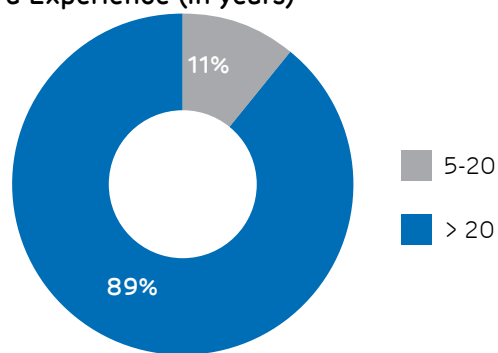
The composition of the Board and the number of Directorships and Committee positions held by the Directors as on 31st March, 2022 are as under:

Name, Designation & DIN of Director	Age & Date of Appointment	Category of Directorship	No. of other Directorships held ¹ (Other than ATGL)	Details of Committees ² (other than ATGL)	
				Chairman	Member
Mr. Gautam S. Adani Chairman DIN: 00006273	59 years, 22-10-2018	Promoter & Non-Executive	5	-	-
Mr. Pranav Adani Director DIN: 00008457	43 years, 08-08-2009	Promoter & Non-Executive	7	1	2
Mr. Jose-Ignacio Sanz Saiz Director DIN: 08705604	53 years, 05-08-2020	Non-Executive & Non-Independent	2	-	1
Mr. Alexis Thelemaque³ Director DIN: 00165062	53 years, 13-01-2020	Non-Executive & Non-Independent	-	-	-
Mr. Olivier Marc Sabrie⁴ Additional Director DIN: 09375006	52 years, 09-12-2021	Non-Executive & Non-Independent	-	-	-
Mr. Maheswar Sahu Director DIN: 00034051	68 years, 22-10-2018	Non-Executive (Independent)	7	-	3
Mr. Naresh Kumar Nayyar Director DIN: 00045395	70 years, 22-10-2018	Non-Executive (Independent)	-	-	-

Name, Designation & DIN of Director	Age & Date of Appointment	Category of Directorship	No. of other Directorships held ¹ (Other than ATGL)	Details of Committees ² (other than ATGL)	
				Chairman	Member
Mrs. Chandra Iyengar Director DIN: 02821294	72 years, 22-10-2018	Non-Executive (Independent)	4	1	3
Ms. Gauri Trivedi Director DIN: 06502788	61 years, 05-08-2020	Non-Executive (Independent)	7	1	4

Notes:

1. Excluding private limited companies, which are not the subsidiaries of public limited companies, foreign companies, Section 8 companies and alternate directorships.
2. Includes only audit committee and stakeholders' relationship committee.
3. Resigned as Director of the Company w.e.f. 31st October, 2021.
4. Appointed as an Additional Director of the Company w.e.f. 9th December, 2021.

Board Age profile and Board Experience is as under:-**Board Age Profile (In years)****Board Experience (In years)**

Profiles of the Directors is available on the website of the Company at <https://www.adanigas.com/about-us/board-of-directors>

Details of name of other listed entities where Directors of the Company are Directors and the category of Directorship as on 31st March, 2022 are as under:

Name of Director	Name of other Listed entities in which the concerned Director is a Director	Category of Directorship
Mr. Gautam S. Adani DIN: 00006273	Adani Enterprises Limited Adani Ports and Special Economic Zone Ltd. Adani Transmission Ltd. Adani Power Ltd. Adani Green Energy Ltd.	Promoter & Executive Promoter & Executive Promoter & Executive Promoter & Non-Executive Promoter & Non-Executive
Mr. Pranav V. Adani DIN: 00008457	Adani Enterprises Limited Adani Wilmar Limited	Promoter & Executive Non-Executive & Non-Independent
Mr. Jose-Ignacio Sanz Saiz DIN: 08705604	Adani Green Energy Limited	Nominee
Mr. Olivier Marc Sabrie DIN: 09375006	-	-

Name of Director	Name of other Listed entities in which the concerned Director is a Director	Category of Directorship
Mr. Maheswar Sahu DIN: 00034051	Maruti Suzuki India Limited	Non-Executive & Independent
Mr. Naresh Kumar Nayyar DIN: 00045395	-	-
Mrs. Chandra Iyengar DIN: 02821294	Arihant Superstructure Limited	Non-Executive & Independent
Ms. Gauri Trivedi DIN: 06502788	Adani Power Limited	Non-Executive & Independent
	Denis Chem Lab Limited	Non-Executive & Independent
	The Sandesh Limited	Non-Executive & Independent
	Nikhil Adhesives Limited	Non-Executive & Independent

Board Meetings and Procedure

The internal guidelines for Board / Committee meetings facilitate the decision making process at the meetings of the Board/Committees in an informed and efficient manner.

Board Meetings are governed by structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Company Secretary in consultation with the Senior Management prepares the detailed agenda for the meetings.

Agenda papers and Notes on Agenda are circulated to the Directors, in advance, in the defined Agenda format. All material information are circulated along with Agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the Agenda, the same is tabled before the meeting with specific reference to this effect in the Agenda. In special and exceptional circumstances, additional or supplementary item(s) on the Agenda are permitted. In order to transact some urgent business, which may come up after circulation agenda papers, the same is placed before the Board by way of Table Agenda or Chairman's Agenda. Frequent and detailed deliberation on the agenda provides the strategic roadmap for the future growth of the Company.

Minimum 4 (four) pre-scheduled Board meetings are held every year. Apart from the above, additional Board meetings are convened by giving appropriate notice to address the specific needs of the Company. In case of business exigencies or urgency of matters, resolutions are also passed by way of circulation.

Detailed presentations are made at the Board / Committee meetings covering Finance, major business

segments and operations of the Company, terms of reference of the Committees, global business environment, all business areas of the Company including business opportunities, business strategy and the risk management practices before taking on record the quarterly / half yearly / annual financial results of the Company.

The required information as enumerated in Part A of Schedule II to SEBI Listing Regulations is made available to the Board for discussions and consideration at every Board Meetings. The Board periodically reviews compliance reports of all laws applicable to the Company as required under Regulation 17(3) of the SEBI Listing Regulations.

The important decisions taken at the Board / Committee meetings are communicated to departments concerned promptly. Action taken report on the decisions taken at the Meeting(s) is placed at the immediately succeeding meeting of the Board / Committee for noting by the Board / Committee.

Due to the exceptional circumstances caused by the COVID-19 pandemic and consequent relaxations granted, all the Board/ Committee meetings in FY 2021-22 were held through video conferencing.

During the year under review, Board met six times i.e on 4th May, 2021, 12th July, 2021, 4th August, 2021, 28th October, 2021, 13th December, 2021 and 2nd February, 2022.

The Board meets at least once in every quarter to review the Company's operations and financial performance. The maximum time gap between any two meetings is not more than 120 days. The necessary quorum was present in all the meetings.

The details of attendance of Directors at the Board Meetings and at the AGM held on 12th July, 2021, are as under:

Name of Director(s)	No. of Meetings		Attended AGM	% of attendance
	Held during the tenure	Attended		
Mr. Gautam S. Adani	6	5	Yes	83
Mr. Pranav Adani	6	6	Yes	100
Mr. Jose-Ignacio Sanz Saiz	6	6	Yes	100
Mr. Alexis Thelemaque ¹	4	4	Yes	100
Mr. Olivier Marc Sabrie ²	2	2	N.A.	100
Mr. Maheswar Sahu	6	6	Yes	100
Mr. Naresh Kumar Nayyar	6	6	Yes	100
Mrs. Chandra Iyengar	6	6	Yes	100
Ms. Gauri Trivedi	6	6	Yes	100

1. Resigned as Director of the Company w.e.f. 31st October, 2021.
2. Appointed as an Additional Director of the Company w.e.f. 9th December, 2021.

During the year, the Board of Directors accepted all recommendations of the Committees of the Board, which were statutory in nature and required to be recommended by the Committee and approved by the Board of Directors. Hence, the Company is in compliance of condition of clause 10 (j) of Schedule V of the SEBI Listing Regulations.

Skills / expertise competencies of the Board of Directors:

The following is the list of core skills / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available within the Board Members :

Business Leadership	Leadership experience including in areas of business development, strategic planning, succession planning, driving change and long-term growth and guiding the Company and its senior management towards its vision and values.
Financial Expertise	Knowledge and skills in accounting, finance, treasury management, tax and financial management of large corporations with understanding of capital allocation, funding and financial reporting processes
Risk Management	Ability to understand and assess the key risks to the organization, legal compliances and ensure that appropriate policies and procedures are in place to effectively manage risk.
Global Experience	Global mindset and staying updated on global market opportunities, competition experience in driving business success around the world with an understanding of diverse business environments, economic conditions and regulatory frameworks.
Merger & Acquisition	Ability to assess 'build or buy' & timing of decisions, analyze the fit of a target with the company's strategy and evaluate operational integration plans.
Corporate Governance & ESG	Experience in implementing good corporate governance practices, reviewing compliance and governance practices for a sustainable growth of the Company and protecting stakeholders interest.
Technology & Innovations	Experience or knowledge of emerging areas of technology such as digital, artificial intelligence, cyber security, data centre, data security etc.

In the table below, the specific areas of focus or expertise of individual board members have been highlighted.

Name of Director	Areas of Skills/ Expertise						
	Business Leadership	Financial Expertise	Risk Management	Global Experience	Corporate Governance & ESG	Merger & Acquisition	Technology & Innovation
Mr. Gautam S. Adani	✓	✓	✓	✓	✓	✓	✓
Mr. Pranav V Adani	✓	✓	✓	✓	✓	✓	✓
Mr. Jose-Ignacio Sanz Saiz	✓	✓	✓	✓	✓	✓	✓
Mr. Olivier Marc Sabrie	✓	✓	✓	✓	✓	✓	✓
Mr. Maheswar Sahu	✓	✓	✓	✓	✓	-	✓
Mr. Naresh Kumar Nayyar	✓	✓	✓	✓	✓	✓	✓
Mrs. Chandra Iyengar	✓	-	✓	-	✓	-	-
Ms. Gauri Trivedi	✓	✓	✓	-	✓	-	-

Note - Each Director may possess varied combinations of skills/ expertise within the described set of parameters and it is not necessary that all Directors possess all skills/ expertise listed therein.

Directors' selection, appointment, induction and familiarisation:

As per the delegation given by the Board to the Nomination and Remuneration Committee (NRC) of the Company, consisting exclusively of Independent Directors, the NRC screens and selects the suitable candidates, based on the defined criteria and makes recommendations to the Board on the induction of new directors. The Board appoints the director, subject to the shareholders' approval.

All new directors are taken through a detailed induction and familiarization program when they join the Board of the Company. The induction program is an exhaustive one that covers the history and culture of ATGL, background of the Company and its growth, various milestones in the Company's existence since its incorporation, the present structure and an overview of the businesses and functions.

Deep dives and immersion sessions are conducted by senior executives on their respective functions. Key aspects that are covered in these sessions include:

- Industry / market trends
- Company's operations including those of major subsidiaries
- Growth Strategy
- ESG Strategy and performance

Meeting of Independent Directors:

The Independent Directors met on 30th March 2022, without the attendance of Non- Independent Directors

and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairman of the Company, taking into account the views of Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Confirmation as regards independence of Independent Directors

In the opinion of the Board, both the existing Independent Directors and those who are proposed to be re-appointed at the AGM, fulfil the conditions specified in the SEBI Listing Regulations and are independent of the Management.

Remuneration Policy

The Remuneration Policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Company endeavors to attract, retain, develop and motivate the high-caliber executives and to incentivize them to develop and implement the Group's Strategy, there by enhancing the business value and maintain a high performance workforce. The policy ensures that the level and composition of remuneration of the Directors is optimum.

i) Remuneration to Non-Executive Directors

The Members at the AGM held on 6th August, 2019 approved the payment of remuneration by way of

commission to the non-executive directors of the Company, of a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of the Act for a period of 5 years commencing from 22nd October, 2018. Pursuant to this, the remuneration by way of commission to the Non-Executive Directors is decided by the Board. In addition to commission, the Non-Executive Directors are paid sitting fees of ₹50,000 for attending Board and Audit Committee meetings and ₹25,000 for attending other committees along with actual reimbursement of expenses, incurred for attending each meeting of the Board and Committees.

The Company has taken a Directors' & Officers' Liability Insurance Policy.

ii) Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

Details of Remuneration:

i) Non-Executive Directors:

The details of sitting fees and commission paid to Non-Executive Directors during the FY 2021-22 are as under:

(₹ In lakh)

Name of the Directors	Commission	Sitting Fees	Total
Mr. Maheswar Sahu	20.00	8.50	28.50
Mr. Naresh Kumar Nayyar	20.00	8.00	28.00
Mrs. Chandra Iyengar	20.00	8.00	28.00
Ms. Gauri Trivesi	20.00	7.25	27.25

During the period under review, no remuneration was paid to Mr. Gautam S. Adani, Mr. Pranav V. Adani, Mr. Alexis Thelemaque, Mr. Jose-Ignacio Sanz Saiz and Mr. Olivier Marc Sabrie as Directors of the Company and also they are not being paid sitting fees for attending meetings of the Board of Directors and its Committee.

Other than sitting fees and commission paid to Non-Executive Directors, there were no pecuniary relationships or transactions by the Company with any of the Non-Executive Directors of the Company. The Company has not granted stock options to Non-Executive Directors.

ii) Details of shares of the Company held by Directors as on 31st March, 2022 are as under:

Name	No. of shares held
Mr. Gautam S. Adani *	1

*Mr. Gautam S. Adani and Mr. Rajesh S. Adani (on behalf of S.B. Adani Family Trust) and Mr. Gautam S. Adani and Mrs. Priti G. Adani (on behalf of Gautam S. Adani Family Trust) hold 40,22,94,988 and 88,36,750 Equity Shares of the Company, respectively. Mr. Gautam S. Adani hold 1 (one) Equity Share of the Company in his individual capacity.

Except above, none of Directors of the Company holds equity shares of the Company in their individual

capacity. The Company does not have any Employees' Stock Option Scheme and there is no separate provision for payment of Severance Fees.

Notes on Directors appointment / re-appointment

Mr. Jose-Ignacio Sanz Saiz, Director is retiring at the ensuing AGM and being eligible, offers himself for re-appointment.

The Board has appointed Mr. Shashi Shanker as an Independent Director (Non-Executive) for a first term of three years upto 3rd May, 2025, subject to approval of the shareholders, at the ensuing AGM.

The brief resume and other information required to be disclosed under this section is provided in the Notice convening the ensuing AGM.

Code of Conduct:

The Board has laid down a Code of Business Conduct and Ethics (the "Code") for all the Board Members and Senior Management of the Company. The Code is available on the website of the Company at <https://www.adanigas.com/investors/corporate-governance>. All Board Members and Senior Management Personnel have affirmed compliance of the Code. A declaration signed by the Chief Executive Officer to this effect, is attached to this report.

The Board has also adopted separate code of conduct with respect to duties of Independent Directors, as per the provisions of the Act.

3. Committees of the Board

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of the diverse matters. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles under which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all the Committees are placed before the Board for review.

As on 31st March, 2022, the Board has established the following Committees/ Sub-Committees:

I. Statutory Committees

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Stakeholders' Relationship Committee
- D. Corporate Social Responsibility Committee
- E. Risk Management Committee ("RMC")

II. Non-Statutory Committees

With an objective of further strengthen the governance standards so as to match with internationally accepted better practices, the Board has constituted following additional Committees / Sub-committees -

- F. Corporate Responsibility Committee
- G. Public Consumer Committee
- H. Information Technology & Data Security
- I. Mergers & Acquisitions Committee (Sub-committee of RMC)
- J. Legal, Regulatory & Tax Committee (Sub-committee of RMC)
- K. Commodity Price Risk Committee (Sub-Committee of RMC)
- L. Reputation Risk Committee (Sub-Committee of RMC)

A. Audit Committee

The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company. The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report. A detailed charter of the Audit Committee is available on the website of the Company at <https://www.adanigas.com/investors/board-and-committee-charters>

As on 31st March, 2022, the Audit Committee comprise solely of Independent Directors to enable independent and transparent review of financial reporting process and internal control mechanism with an objective to further strengthen the confidence of all stakeholders.

Terms of reference:

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under SEBI Listing Regulations and Section 177 of the Act. The brief terms of reference of Audit Committee are as under:

Terms of Reference	Frequency
• To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible	Q
• To recommend for appointment, remuneration and terms of appointment of statutory and internal auditors of the Company	P
• To approve availing of the permitted non-audit services rendered by the Statutory Auditors and payment of fees thereof	A
• To review, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to: <ul style="list-style-type: none"> ♦ Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act, 2013 ♦ Changes, if any, in accounting policies and practices and reasons for the same ♦ Major accounting entries involving estimates based on the exercise of judgment by the management ♦ Significant adjustments made in the financial statements arising out of audit findings ♦ Compliance with listing and other legal requirements relating to financial statements 	A Q Q Q Q

Terms of Reference	Frequency
• Disclosure of any related party transactions	Q
• Modified opinion(s) in the draft audit report	A
• To review, with the management, the quarterly financial statements before submission to the board for approval	Q
• To review, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice and the report submitted by the monitoring agency, monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter	P
• To review and monitor the Auditor's independence and performance, and effectiveness of audit process	Q
• To approve or any subsequent modification of transactions of the Company with related parties	P
• To scrutinise inter-corporate loans and investments	Q
• To undertake valuation of undertakings or assets of the Company, wherever it is necessary	P
• To evaluate internal financial controls and risk management systems	Q
• To review, with the management, the performance of statutory and internal auditors, adequacy of the internal control systems	Q
• To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit	A
• To discuss with internal auditors of any significant findings and follow up there on	Q
• To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board	Q
• To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern	Q
• To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors	Q
• To review the functioning of the Whistle Blower mechanism	Q
• To approve appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate	P
• To review financial statements, in particular the investments made by the Company's unlisted subsidiaries	Q
• To review compliance with the provisions of SEBI Insider Trading Regulations and verify that the systems for internal control are adequate and are operation effectively	Q
• To review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments	Q
• To oversee the Company's disclosures and compliance risks, including those related to climate	Q
• To consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders	P
• To review key significant issues, tax and regulatory / legal report which is likely to have significant impact on financial statements and management's report on actions taken thereon	P

Terms of Reference	Frequency
• To discuss with the management regarding pending technical and regulatory matters that could affect the financial statements and updates on management's plans to implement new technical or regulatory guidelines	Q
• To review and recommend to the Board for approval – Business plan, Budget for the year and revised estimates	A
• To review Company's financial policies, strategies and capital structure, working capital and cash flow management	H
• To ensure the Internal Auditor has direct access to the Committee chair, providing independence from the executive and accountability to the committee	-
• To review the treasury policy & performance of the Company, including investment of surplus funds and foreign currency operations	A
• To review management discussion and analysis of financial condition and results of operations	A
• To review, examine and deliberate on all the concerns raised by an out-going auditors and to provide views to the Management and Auditors	P
• To carry out any other function mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable	P

Frequency **A** Annually **Q** Quarterly **H** Half yearly **P** Periodically

Meetings, Attendance & Composition of the Audit Committee

During the year under review, Audit Committee met five times i.e. on 4th May, 2021, 4th August, 2021, 28th October, 2021, 13th December, 2021 and 2nd February, 2022. The intervening gap between two meetings did not exceed 120 days.

The composition of Audit Committee and details of attendance of the Members during FY 2021-22 are given below:

Name and Designation	Category	No. of meetings		% of attendance
		Held during the tenure	Attended	
Mr. Maheswar Sahu, Chairman	Non-Executive & Independent	5	5	100
Mr. Naresh Kumar Nayyar, Member	Non-Executive & Independent	5	5	100
Mrs. Chandra Iyengar, Member	Non-Executive & Independent	5	5	100
Ms. Gauri Trivedi, Member	Non-Executive & Independent	5	5	100

All members of the Audit Committee have accounting and financial management knowledge and expertise / exposure. The Audit Committee meeting is attended by the Chief Executive Officer, Chief Financial Officer, representative of Internal Auditors & Statutory Auditors, and head of Accounts.

The minutes of the Audit Committee Meetings are reviewed by the Board at its subsequent meetings.

Mr. Gunjan Taunk, Company Secretary and Compliance Officer act as a Secretary of the Committee.

The Chairman of the Audit Committee attended the last AGM held on 12th July, 2021 to answer the shareholders' queries.

B. Nomination and Remuneration Committee

As on 31st March, 2022, all the members of the Nomination and Remuneration Committee (NRC) were Independent Director. A detailed charter of the NRC is available on the website of the Company at <https://www.adanigas.com/investors/board-and-committee-charters>.

Terms of reference:

The powers, role and terms of reference of Committee covers the areas as contemplated under the SEBI Listing Regulations and Section 178 of the Act. The brief terms of reference of NRC are as under:

Terms of Reference	Frequency
• To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees	A
• To formulate criteria for & mechanism of evaluation of Independent Directors and the Board of directors	A
• To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance	A
• To devise a policy on diversity of Board of Directors	P
• To Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal	P
• To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors	A
• To review and recommend remuneration of the Managing Director(s) / Whole-time Director(s) based on their performance	A
• To recommend to the Board, all remuneration, in whatever form, payable to senior management	A
• To review, amend and approve all Human Resources related policies	P
• To ensure that the management has in place appropriate programs to achieve maximum leverage from leadership, employee engagement, change management, training & development, performance management and supporting system	A
• To oversee workplace safety goals, risks related to workforce and compensation practices	A
• To oversee employee diversity programs	A
• To oversee HR philosophy, people strategy and efficacy of HR practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, KMP and Senior Management)	A
• To oversee familiarisation programme for Directors	A
• To recommend the appointment of one of the Independent Directors of the Company on the Board of its Material Subsidiary	P
• 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	P

Frequency **A** Annually **P** Periodically

Meeting, Attendance & Composition of the NRC

During the year under review, NRC met two times i.e on 4th August, 2021 and 28th October, 2021.

The details of the NRC meetings attended by its members during FY 2021-22, are given below:

Name and Designation	Category	No. of meetings		% of attendance
		Held during the tenure	Attended	
Mr. Maheswar Sahu, Chairman	Non-Executive & Independent	2	2	100
Mr. Naresh Kumar Nayyar, Member	Non-Executive & Independent	2	2	100
Mrs. Chandra Iyengar ¹ , Member	Non-Executive & Independent	2	2	100
Mr. Pranav V. Adani ¹ , Member	Non-Executive Promoter	2	2	100
Mr. Jose-Ignacio Sanz Saiz ¹ , Member	Non-Executive & Non-Independent	2	2	100
Ms. Gauri Trivedi ² , Member	Non-Executive & Independent	-	-	-

¹ Ceased as member w.e.f 28.10.2021

² Appointed as member w.e.f. 28.10.2021

The minutes of NRC Meetings are reviewed by the Board at its subsequent meetings.

Mr. Gunjan Taunk, Company Secretary and Compliance Officer act as a Secretary of the Committee.

C. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee (SRC) comprise of four members, with half of Independent Directors. A detailed charter of the SRC Committee is available on the website of the Company at <https://www.adanigas.com/investors/board-and-committee-charters>

Terms of Reference:

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

Terms of Reference	Frequency
• To look into various aspects of interest of shareholders, debenture holders and other security holders including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.	Q
• To review the measures taken for effective exercise of voting rights by shareholders	A
• To review adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent	A
• To review various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company	Q
• To review engagement programs with investors, proxy advisors, etc. and to oversee investors movement (share register)	Q
• To review engagement with rating agencies (Financial, ESG etc.)	H
• To oversee statutory compliance relating to all the securities issued, including but not limited to dividend payments, transfer of unclaimed dividend amounts / unclaimed shares to the IEPF	A
• To suggest and drive implementation of various investor-friendly initiatives	H
• To approve and register transfer and / or transmission of securities, issuance of duplicate security certificates, issuance of certificate on rematerialization and to carry out other related activities	P
• 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	P

Frequency **A** Annually **Q** Quarterly **H** Half yearly **P** Periodically

Meetings, Attendance & Composition of the SRC

During the year under review, the SRC met four times i.e on 4th May, 2021, 4th August, 2021, 28th October, 2021 and 2nd February, 2022.

The details of SRC Meetings attended by its members during FY 2021-22 are given below:

Name and Designation	Category	No. of meetings		% of attendance
		Held during the tenure	Attended	
Mr. Maheswar Sahu, Chairman	Non-Executive & Independent	4	4	100
Mr. Naresh Kumar Nayyar, Member	Non-Executive & Independent	4	4	100
Mr. Pranav V. Adani, Member	Non-Executive Promoter	4	4	100
Mr. Jose-Ignacio Sanz Saiz, Member	Non-Executive & Non-Independent	4	4	100

The minutes of the SRC are reviewed by the Board at its subsequent meetings.

Mr. Gunjan Taunk, Company Secretary and Compliance Officer act as Secretary of the Committee.

Redressal of Investor Grievances:

The Company and its R&T Agent address all complaints, suggestions and grievances expeditiously and replies are sent usually within 7-10 days except in case of dispute over facts or other legal impediments and procedural issues. The Company endeavors to implement suggestions as and when received from the investors.

During the year under review, two complaints were received. There was no unattended or pending investor grievance as on 31st March, 2022.

D. Corporate Social Responsibility Committee

During the year the has approved the revised terms of reference of CSR Committee. As on 31st March, 2022, the Corporate Social Responsibility (CSR) Committee comprise of five members, with a majority of Independent Directors. A detailed charter of the CSR Committee is available on the website of the Company at <https://www.adanigas.com/investors/board-and-committee-charters>

Terms of reference:

The powers, role and terms of reference of CSR Committee covers the areas as contemplated under Section 135 of the Act. The brief terms of reference of CSR Committee are as under:

Terms of Reference	Frequency
• 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	A
• To formulate and recommend to the Board, an annual action plan in pursuance to CSR Policy	A
• To recommend to the Board the amount of expenditure to be incurred on the CSR activities	A
• To monitor the implementation of framework of CSR Policy	A
• To review the performance of the Company in the areas of CSR	H
• To institute a transparent monitoring mechanism for implementation of CSR projects/activities undertaken by the Company	H
• To recommend extension of duration of existing project and classify it as on-going project or other than on-going project	A
• To submit annual report of CSR activities to the Board	A
• To consider and recommend appointment of agency / consultant for carrying out impact assessment for CSR projects, as applicable, to the Board	A
• To review and monitor all CSR projects and impact assessment report	A
• 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	P

Frequency **A** Annually **H** Half yearly **P** Periodically

Meetings, Attendance & Composition of the CSR Committee

During the year under review, CSR Committee met two times i.e. on 4th May, 2021 and 28th October, 2021.

The details of CSR Committee meetings attended by its members during FY 2021-22 are given below:

Name and Designation	Category	No. of meetings		% of attendance
		Held during the tenure	Attended	
Mr. Maheswar Sahu, Chairman	Non-Executive & Independent	2	2	100
Mrs. Chandra Iyengar, Member	Non-Executive & Independent	2	2	100
Mr. Pranav V. Adani, Member	Non-Executive Promoter	2	2	100
Mr. Jose-Ignacio Sanz Saiz, Member	Non-Executive & Non-Independent	2	2	100
Ms. Gauri Trivedi ¹ , Member	Non-Executive & Independent	-	-	-

1. appointed as Member w.e.f. 29.10.2021

The minutes of the CSR Committee Meetings are reviewed by the Board at its subsequent meetings.

Mr. Gunjan Taunk, Company Secretary and Compliance Officer act as a Secretary of the Committee.

E. Risk Management Committee:

As on 31st March, 2022, the Risk Management Committee ("RMC") comprise of seven members, with a majority of Independent Directors. A detailed charter of the RMC is available on the website of the Company at <https://www.adanigas.com/investors/board-and-committee-charters>

The Board of Directors of the Company at its meeting held on 28th October, 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
- Commodity Price 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	A
• To review and approve the Enterprise Risk Management ('ERM') framework	A
• To formulate a detailed risk management policy which shall include: <ol 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 	A

Terms of Reference	Frequency
• 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	H
• To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems	H
• To review compliance with enterprise risk management policy, monitor breaches / trigger trips of risk tolerance limits and direct action	H
• To periodically review the risk management policy, at least once in a year, including by considering the changing industry dynamics and evolving complexity	A
• To consider appointment and removal of the Chief Risk Officer, if any, and review his terms of remuneration	P
• To review and approve Company's risk appetite and tolerance with respect to line of business	H
• 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	A
• To review and recommend to the Board various business proposals for their corresponding risks and opportunities	P
• To obtain reasonable assurance from management that all known and emerging risks has been identified and mitigated and managed	H
• To form and delegate authority to subcommittee(s), when appropriate, such as: <ul style="list-style-type: none"> - Mergers & Acquisition Committee; - Legal, Regulatory & Tax Committee; - Commodity Price Risk Committee; - Reputation Risk Committee; and - Other Committee(s) as the committee may think appropriate 	P
• To oversee suppliers' diversity	A
• 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	P

Frequency **A** Annually **H** Half yearly **P** Periodically

Meetings, Attendance & Composition of the RMC

During the year under review, RMC met two times i.e on 28th October, 2021 and 2nd February, 2022.

The details of RMC meetings attended by its members during FY 2021-22 are given below:

Name	Category	No. of meetings		% of attendance
		Held during the tenure	Attended	
Mr. Maheswar Sahu ¹ Chairman	Non-Executive & Independent	1	1	100
Mr. Naresh Kumar Nayyar ¹ Member	Non-Executive & Independent	1	1	100
Mrs. Chandra Iyengar ¹ Member	Non-Executive & Independent	1	1	100
Ms. Gauri Trivedi Member	Non-Executive & Independent	2	2	100
Mr. Pranav V. Adani Member	Non-Executive Promoter	2	2	100
Mr. Jose-Ignacio Sanz Saiz Member	Non-Executive & Non-Independent	2	2	100
Mr. Suresh P Manglani Member	Executive & Non-Independent	2	2	100

¹ Appointed as member w.e.f, 28.10.2021

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

The minutes of the RMC are reviewed by the Board at its subsequent meetings.

Mr. Gunjan Taunk, Company Secretary and Compliance Officer act as a Secretary of the Committee.

Non-Statutory Committees

F. Corporate Responsibility Committee

The Board at its meeting held on 28th October, 2021, constituted the Corporate Responsibility Committee (CRC). As on 31st March, 2022, all the members of the CRC comprise of Independent Directors. A detailed charter of the CRC is available on the website of the Company at <https://www.adanigas.com/investors/board-and-committee-charters>

The brief terms of reference of the CRC are as under:

Terms of Reference	Frequency
• To define the Company's corporate and social obligations as a responsible citizen and oversee its conduct in the context of those obligations	A
• To approve a strategy for discharging the Company's corporate and social responsibilities in such a way as to provide an assurance to the Board and stakeholders	Q
• To oversee the creation of appropriate policies and supporting measures (including Public disclosure policy, Anti-money Laundering policy, Anti Bribery, Fraud & Corruption policies etc.) and map them to UNSDG and GRI disclosure standards	A
• To identify and monitor those external developments which are likely to have a significant influence on Company's reputation and/or its ability to conduct its business appropriately as a good citizen and review how best to protect that reputation or that ability	Q
• To review the Company's stakeholder engagement plan (including vendors / supply chain)	A
• To ensure that appropriate communications policies are in place and working effectively to build and protect the Company's reputation both internally and externally	A
• To review the Integrated Annual Report of the Company	A
• To review and direct for alignment of actions / initiatives of the Company with United Nations Sustainable Development Goals 2030 (UNSDG):	
1. No poverty	
2. Zero hunger	
3. Good health & well being	
4. Quality education	
5. Gender equality	
6. Clean water and sanitation	
7. Affordance and clean energy	
8. Decent work and economic growth	
9. Industry, Innovation and Infrastructure	A
10. Reduced inequalities	
11. Sustainable cities and communities	
12. Responsible consumption and production	
13. Climate action	
14. Life below water	
15. Life on land	
16. Peace and justice strong intuitions	
17. Partnerships for goals	
• To review sustainability and / or ESG and / or Climate reports or other disclosures such as ethical governance, environmental stewardship, safety performance, water and energy use etc. and similar communications to stakeholders on ESG initiatives and activities by the Company and ensure mapping of the same to GRI disclosure standards	A
• To oversee strategies, activities and policies regarding sustainable organisation including environment, social, governance, health and safety, human talent management and related material issue and indicators in the global context and evolving statutory framework	A
• To oversee ethical leadership, compliance with the Company's sustainability policy, sustainability actions and proposals and their tie-in with the Strategic Plan, interaction with different stakeholders and compliance with the ethics code	H
• To oversee Company's initiatives to support innovation, technology, and sustainability	A

Terms of Reference	Frequency
• To oversee sustainability risks related to supply chain, climate disruption and public policy	H
• To monitor Company's ESG ratings / scores from ESG rating agencies and improvement plan	H
• To approve appointment of Chief Sustainability Officer after assessing the qualification, experience and background etc. of the candidate	P
• To oversee the Company's:	
a. Vendor development and engagement programs;	
b. program for ESG guidance (including Climate) to stakeholders and to seek feedback on the same and make further improvement programs	Q
• To provide assurance to Board in relation to various responsibilities being discharged by the Committee	H

Frequency **A** Annually **Q** Quarterly **H** Half yearly **P** Periodically

Meetings, Attendance & Composition of the CRC Committee

During the year under review, CRC Committee met one time i.e on 2nd February, 2022.

The details of CRC meeting attended by its members during FY 2021-22 are given below:

Name and Designation	Category	No. of meetings		% of attendance
		Held during the tenure	Attended	
Mrs. Chandra Iyengar, Chairperson	Non-Executive & Independent	1	1	100
Mr. Naresh Kumar Nayyar, Member	Non-Executive & Independent	1	1	100
Ms. Gauri Trivedi, Member	Non-Executive & Independent	1	1	100

The minutes of CRC Meetings are reviewed by the Board at its subsequent meetings

Mr. Gunjan Taunk, Company Secretary and Compliance Officer act as a Secretary of the Committee.

G. Public Consumer Committee

The Board at its meeting held on 28th October, 2021, constituted the Public Consumer Committee (PCC). As on 31st March, 2022, the PCC comprise of three members, with a majority of Independent Directors. A detailed charter of the PCC is available on the website of the Company at <https://www.adanigas.com/investors/board-and-committee-charters>

The brief terms of reference of the PCC are as under:

Terms of Reference	Frequency
• To devise a policy on consumer services	A
• To oversee consumer relationships management (approach, attitude and fair treatment) including the Company's policies, practices and services offered	H
• To review the actions taken for building and strengthening consumer service orientation and providing suggestion for simplifying processes for improvement in consumer service levels	H
• To discuss service updates, ongoing projects specifically targeted towards improvement of consumer service and appropriate actions arising from discussions	H
• To examine the possible methods of leveraging technology for better consumer services with proper safeguards and recommend measures to enhance consumer ease	H
• To seek / provide feedback on quality of services rendered by the Company to its consumers	H
• To examine the grievance redressal mechanism, its structure, framework, efficacy and recommend changes / improvements required in the system, procedures and processes to make it more effective and responsive	H

Terms of Reference	Frequency
• To review the status of grievances received, redressed and pending for redressal	H
• To review the working of Alternate Dispute Redressal (ADR) Mechanism, if established by the Company	H
• To approve appointment of Chief Consumer Officer after assessing the qualifications, experience and background, etc. of the candidate and to oversee his performance	P
• To oversee policies and processes relating to advertising and compliance with consumer protection laws	P
• To review consumer engagement plan, consumer survey / consumer satisfaction trends and to suggest directives for improvements	P

Frequency **A** Annually **H** Half yearly **P** Periodically

Meetings, Attendance & Composition of the PCC

During the year under review, PCC one time i.e on 2nd February, 2022.

The details of PCC meeting attended by its members during FY 2021-22 are given below:

Name and Designation	Category	No. of meetings		% of attendance
		Held during the tenure	Attended	
Mrs. Chandra Iyengar, Chairperson	Non-Executive & Independent	1	1	100
Mr. Maheswar Sahu, Member	Non-Executive & Independent	1	1	100
Ms. Gauri Trivedi, Member	Non-Executive Promoter	1	1	100

The minutes of PCC Committee Meetings are reviewed by the Board at its subsequent meetings.

Mr. Gunjan Taunk, Company Secretary and Compliance Officer act as a Secretary of the Committee.

H. Information Technology & Data Security Committee

The Board at its meeting held on 28th October, 2021, constituted the Information Technology & Data Security (IT&DC) Committee. As on 31st March, 2022, the IT & DS Committee comprise of three members, with a majority of Independent Directors A detailed charter of the IT&DS Committee is available on the website of the Company at <https://www.adanigas.com/investors/board-and-committee-charters>

The brief terms of reference of the IT&DS Committee are as under:

Terms of Reference	Frequency
• 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	P
• 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	A
• To oversee the current cyber risk exposure of the Company and future cyber risk strategy	P
• To review at least annually the Company's cyber security breach response and crisis management plan	A
• To review reports on any cyber security incidents and the adequacy of proposed action	P
• To assess the adequacy of resources and suggest additional measures to be undertaken by the Company	A
• To regularly review the cyber risk posed by third parties including outsourced IT and other partners	A
• To annually assess the adequacy of the Group's cyber insurance cover	A

Frequency **A** Annually **P** Periodically

Meetings, Attendance & Composition of the IT&DS Committee

During the year under review, no meeting of IT&DS Committee was held.

The details of the IT&DS Committee composition are given below:

Name and Designation	Category
Mr. Maheswar Sahu, Chairman	Non-Executive & Independent
Mrs. Chandra Iyengar, Member	Non-Executive & Independent
Mr. Naresh Kumar Nayyar, Member	Non-Executive & Independent

The minutes of IT&DS Committee Meetings are reviewed by the Board at its subsequent meetings.

Mr. Gunjan Taunk, Company Secretary and Compliance Officer act as a Secretary of the Committee.

I. Merger & Amalgamation Committee

The Board at its meeting held on 28th October, 2021, constituted the Merger & Amalgamation (M&A) Committee as Sub-committee of RMC. As on 31st March, 2022, the M&A Committee comprise of five members, which consist majority of Independent Directors. A detailed charter of the M&A Committee is available on the website of the Company at <https://www.adanigas.com/investors/board-and-committee-charters>

The brief terms of reference of the M&A Committee are as under:

Terms of Reference	Frequency
• To review acquisition strategies with the management	P
• To review proposals relating to merger, acquisition, investment or divestment ("Transaction/s") that are presented to the Committee (including how such transaction fits with the Company's strategic plans and acquisition strategy, Transaction timing, important Transaction milestones, financing, key risks (including cyber security) and opportunities, , risk appetite, tolerance and the integration plan) and if thought fit, to recommend relevant opportunities to the Audit Committee / Board as appropriate	P
• To oversee due diligence process with respect to proposed Transaction(s) and review the reports prepared by internal teams or independent external advisors, if appointed	P
• To evaluate execution / completion, integration of Transaction(s) consummated, including information presented by management in correlation with the Transaction approval parameters and the Company's strategic objectives	P
• To periodically review the performance of completed Transaction(s)	A
• To review the highlights good practices and learnings from Transaction and utilize them for future Transactions	P
• To review the tax treatment of Transactions and ascertain their effects upon the financial statements of the Company and seek external advice on the tax treatment of these items, where appropriate	P

Frequency **A** Annually **P** Periodically

Meetings, Attendance & Composition of the M&A Committee

During the year under review, no meeting of M&A Committee was held.

The details of composition of M&A Committee are given below:

Name and Designation	Category
Mr. Naresh Nayyar, Chairman	Non-Executive & Independent
Mrs. Chandra Iyengar, Member	Non-Executive & Independent
Mr. Pranav V. Adani, Member	Non-Executive Promoter
Mr. Jose-Ignacio Sanz Saiz, Member	Non-Executive & Non-Independent
Mr. Suresh P Manglani, Member	Chief Executive Officer

The minutes of M&A Committee Meetings are reviewed by the Board at its subsequent meetings.

Mr. Gunjan Taunk, Company Secretary and Compliance Officer act as a Secretary of the Committee

J. Legal, Regulatory & Tax Committee

The Board at its meeting held on 28th October, 2021, constituted the Legal, Regulatory & Tax (LRT) Committee as sub-committee of RMC. As on 31st March, 2022, the LRT Committee comprise, with majority of Independent Directors. A detailed charter of the LRT Committee is available on the website of the Company at <https://www.adanigas.com/investors/board-and-committee-charters>

The brief terms of reference of the LRT Committee are as under:

Terms of Reference	Frequency
• To exercise oversight with respect to the structure, operation and efficacy of the Company's compliance program	A
• To review legal, tax and regulatory matters that may have a material impact on the Company's financial statements and disclosures, reputational risk or business continuity risk	A
• To review compliance with applicable laws and regulations	A
• To approve the compliance audit plan for the year and review of such audits to be performed by the internal audit department of the Company	A
• To review significant inquiries received from, and reviews by, regulators or government agencies, including, without limitation, issues pertaining to compliance with various laws or regulations or enforcement or other actions brought or threatened to be brought against the Company by regulators or government authorities / bodies / agencies	P
• To review, oversee and approve the tax strategy and tax governance framework and consider and action tax risk management issues that are brought to the attention of the Committee	A

Frequency **A** Annually **P** Periodically

Meetings, Attendance & Composition of the LRT Committee

During the year under review, LRT Committee met one time i.e on 2nd February, 2022.

The details of LRT Committee meeting attended by its members during FY 2021-22 are given below:

Name and Designation	Category	No. of meetings		% of attendance
		Held during the tenure	Attended	
Mrs. Chandra Iyengar, Chairperson	Non-Executive & Independent	1	1	100
Ms. Gauri Trivedi, Member	Non-Executive Promoter	1	1	100
Mr. Suresh P Manglani, Member	Chief Executive Officer	1	1	100

The minutes of LRT Committee Meetings are reviewed by the Board at its subsequent meetings.

Mr. Gunjan Taunk, Company Secretary and Compliance Officer act as a Secretary of the Committee.

K. Commodity Price Risk Committee

The Board at its meeting held on 28th October, 2021, constituted the Commodity Price Risk (CPR) Committee as sub-committee of RMC. As on 31st March, 2022, the CPR Committee comprise, with majority of Independent Directors. A detailed charter of the CPR Committee is available on the website of the Company at <https://www.adanigas.com/investors/board-and-committee-charters>. The brief terms of reference of the CPR Committee are as under:

Terms of Reference	Frequency
• To monitor commodity price exposures of the Company	H
• To oversee procedures for identifying, assessing, monitoring and mitigating commodity price risks	A
• To devise Commodity Price Risk Management (CPRM) Policy and to monitor implementation of the same	A

Terms of Reference	Frequency
• To review strategy for hedging in relation to volume, tenure and choice of the hedging instruments and to approve /ratify of any deviations in transactions vis-a-vis the CPRM Policy	A
• To review MIS, documentation, outstanding positions including MTM of transactions and internal control mechanisms	H
• To review internal audit reports in relation to the CPRM Policy	A
• To review and amend the CPRM Policy, if market conditions dictate from time to time	A

Frequency **A** Annually **H** Half-yearly

Meetings, Attendance & Composition of the CPR Committee

During the year under review, no CPR Committee meeting was held.

The details of composition of CPR Committee are given below:

Name	Category
Mr. Naresh Nayyar, Chairman	Non-Executive & Independent
Mr. Maheswar Sahu, Member	Non-Executive & Independent
Mr. Suresh P Manglani, Member	Chief Executive Officer

The minutes of CPR Committee Meetings are reviewed by the Board at its subsequent meetings.

Mr. Gunjan Taunk, Company Secretary and Compliance Officer act as a Secretary of the Committee.

L. Reputation Risk Committee

The Board at its meeting held on 28th October, 2021, constituted the Reputation Risk (RR) Committee as Sub-committee of RMC. As on 31st March, 2022, the RR Committee comprise of five members, with a majority of Independent Directors. A detailed charter of the RR Committee is available on the website of the Company at <https://www.adanigas.com/investors/board-and-committee-charters>

The brief terms of reference of the RR Committee are as under:

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

Frequency **A** Annually **P** Periodically

Meetings, Attendance & Composition of the RR Committee

During the year under review, no RR Committee Meeting was held.

The details of RR Committee meeting attended by its members during FY 2021-22 are given below:

Name and Designation	Category
Mr. Pranav V. Adani, Chairman	Non-Executive Promoter
Mr. Jose-Ignacio Sanz Saiz, Member	Non-Executive & Non-Independent
Mr. Maheswar Sahu, Member	Non-Executive & Independent
Mrs. Chandra Iyengar, Member	Non-Executive & Independent
Ms. Gauri Trivedi, Member	Non-Executive & Independent

The minutes of RR Committee Meetings are reviewed by the Board at its subsequent meetings.

Mr. Gunjan Taunk, Company Secretary and Compliance Officer act as a Secretary of the Committee.

4. Subsidiary Companies

The Company does not have any subsidiary.

5. Whistle Blower Policy:

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical or improper activities and financial irregularities. No person has been denied access to the chairman of the Audit Committee. The said policy is uploaded on the website of the Company at <https://www.adanigas.com/investors/corporate-governance>. During the year under review, there were no cases of whistle blower Reported. The Audit Committee monitors and reviews the investigations of the whistle blower complaints.

6. General Body Meetings

A) Annual General Meetings

The date, time and location of the AGM held during the preceding 3 years and special resolutions passed thereat are as follows:

Financial Year	Day & Date	Location of Meeting	Time	No. of Special resolutions passed
2018-19	Tuesday, 6 th August, 2019	H. T. Parekh Hall, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015	11.30 a.m.	2
2019-20	Friday, 26 th June, 2020	Through Video Conferencing / Other Audio Visual Means	11.30 a.m.	1
2020-21	Monday, 12 th July, 2021	Through Video Conferencing / Other Audio Visual Means	11.00 a.m.	-

All the resolutions proposed by the Directors to shareholders in last three years are approved by shareholders with requisite majority.

Transcript of the last AGM is available on the website of the Company at: <https://www.adanigas.com/investors/corporate-governance>

Voting results of the last AGM is available on the website of the Company at <https://www.adanigas.com/investors/corporate-governance>

B) Whether special resolutions were put through postal ballot last year, details of voting pattern:

There were no special resolutions passed through postal ballot process during FY 2021-22.

C) Whether any resolutions are proposed to be conducted through postal ballot:

There is no immediate proposal for passing any resolution through Postal Ballot. None of the businesses proposed to be transacted at the ensuing AGM require passing a resolution through Postal Ballot.

D) Prescribed procedure for postal ballot:

Prescribed procedure for postal ballot as per the provisions contained in this behalf in the Act read with rules made there under as amended from time to time shall be complied with, whenever necessary.

7. Means of Communication

a) Financial Results:

The quarterly/half-yearly and annual results of the Company are normally published in the Indian Express

(English) and Financial Express (a regional daily published from Gujarat).

The quarterly/half-yearly and annual results and other official news releases are displayed on the website of the Company at <https://www.adanigas.com/investors/investor-downloads> shortly after its submission to the Stock Exchanges.

b) Intimation to Stock Exchanges:

The Company also regularly intimates to the Stock Exchanges all price sensitive and other information which are material and relevant to the investors.

c) Earnings Calls and Presentations to Analysts:

At the end of each quarter, the Company organizes meetings / conference call with analysts and investors and the presentations made to analysts and transcripts of earnings calls are uploaded on the website thereafter.

The Company has maintained consistent communication with investors at various forums organized by investment bankers.

8. General Shareholder Information

A. Company Registration Details:

The Company is registered in the State of Gujarat, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L40100GJ2005PLC046553.

B. Annual General Meeting:

Day and Date	Time	Venue
Tuesday, 26 th July, 2022	12.00 noon	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

C. Registered Office:

"Adani Corporate House", Shantigram, Near Vaishno Devi Circle, S G Highway, Khodiyar, Ahmedabad – 382 421, Gujarat.

D. Financial Calendar for 2022-23:

Financial year is 1st April to 31st March and financial results will be declared as per the following schedule.

Particulars	Tentative Schedule
Quarter ending on 30 th June, 2022	: 1 st week of August, 2022
Quarter ending on 30 th September, 2022	: 1 st week of November, 2022
Quarter ending on 31 st December, 2022	: 1 st week of February, 2023
Annual Result of 2022-23	: 1 st week of May, 2023

E. Date of Book Closure:

The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 19th July, 2022 to Tuesday, 26th July, 2022 (both days inclusive) for the purpose of 17th AGM.

F. Dividend Distribution Policy

As per Regulation 43A of the Listing Regulations, the top 500 listed companies shall formulate a dividend distribution policy. Accordingly, the policy was adopt-

ed to set out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its shareholders and/or retaining profits earned by the Company. The Dividend Distribution Policy of the Company is available on the website of the Company at <https://www.adanigas.com/investors/corporate-governance>

Dividend History since listing

Financial year	Type	Face value (In ₹)	Dividend (% of face value)	Dividend amount per share (In ₹)
2018-19	Final	1	25	0.25
2019-20	Final	1	25	0.25
2020-21	Final	1	25	0.25
2021-22	Final	1	25	0.25

G. Listing on Stock Exchanges:

(a) The Company's shares are listed on the following stock exchanges:

Name of Stock Exchange	Address	Code
BSE Limited (BSE)	Floor 25, P. J Towers, Dalal Street, Mumbai - 400001	542066
National Stock Exchange of India Limited (NSE)	Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400051	ATGL

(b) Depositories:

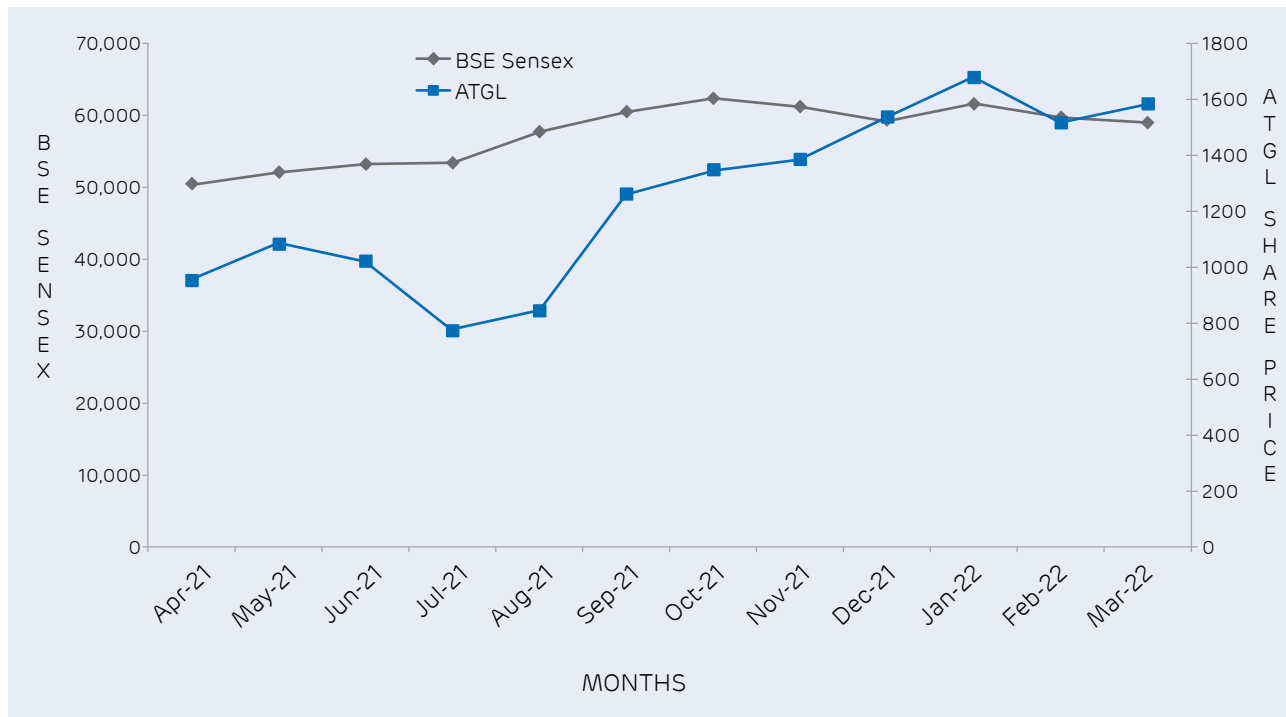
1. National Securities Depository Limited (NSDL) Trade World, 4thFloor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.
2. Central Depository Services (India) Limited (CDSL) Phiroze Jeejeebhoy Towers, 28thFloor, Dalal Street, Mumbai- 400 023.

Annual listing fees for the year 2022-23 have been paid by the Company to BSE and NSE.

H. Market Price Data:

Month	BSE			NSE		
	High (H)	Low (H)	Volume (No. of shares)	High (H)	Low (H)	Volume (No. of shares)
April, 2021	1,248.00	950.40	49,45,729	1,249.95	950.00	5,03,96,678
May, 2021	1,399.50	1,080.00	32,11,417	1,400.00	1,120.20	75,60,6725
June, 2021	1,680.00	1,019.75	17,91,843	1,679.00	1,019.85	2,03,56,968
July, 2021	968.8	772.95	12,83,633	968.90	774.95	77,46,662
August, 2021	1,447.05	843.05	4,28,343	1,452.55	843.00	55,25,564
September, 2021	1,519.40	1,260.45	6,65,551	1,525.10	1,267.55	92,49,026
October, 2021	1,480.00	1,345.00	9,84,605	1,483.70	1,345.00	80,34,430
November, 2021	1,715.00	1,383.00	1,95,419	1,715.00	1,374.55	89,43,590
December, 2021	1,987.00	1,535.05	1,53,741	1,987.10	1,513.15	44,52,880
January, 2022	1,890.00	1,676.00	90,804	1,890.00	1,685.05	39,10,994
February, 2022	1,899.00	1,513.00	1,08,916	1,880.00	1,510.30	35,20,884
March, 2022	2,241.40	1,581.10	4,57,538	2,242.90	2,242.90	56,78,050

[Source: This information is compiled from the data available from the websites of BSE and NSE]

I. Performance in comparison to broad-based indices such as BSE Sensex.

J. Registrar and Transfer Agents:

M/s. Link Intime India Private Limited are appointed as Registrar and Transfer (R&T) Agents of the Company for both Physical and Demat Shares. The address is given below:

C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400083

Tel: +91-22-4918 6270 | Fax: +91-22-4918 6060

E-mail: rnt.helpdesk@linkintime.co.in |

Website: www.linkintime.co.in

The Shareholders are requested to correspond directly with the R&T Agent for transfer/transmission of shares, change of address, queries pertaining to their shares, dividend etc.

K. Share Transfer System:

The Company's shares are compulsorily traded in the demat segment on stock exchanges, bulk of the transfers take place in the electronic form. The share transfers received in physical form are processed through R & T Agent, within thirty days from the date

of receipt, subject to the documents being valid and complete in all respects. The Board has delegated the authority for review transfer, transmission, issue of duplicate share certificate, dematerialization etc. to the Stakeholders' Relationship Committee.

During the year under review, the Company obtained following certificate(s) from a Practising Company Secretary and submitted the same to the stock exchanges within stipulated time:

1. Certificate confirming due compliance of share transfer formalities by the Company pursuant to Regulation 40(9) of the Listing Regulations for the year ended 31st March, 2022 with the Stock Exchanges; and
2. Certificate regarding reconciliation of the share capital audit of the Company on quarterly basis.

All share transfer and other communication regarding share certificates, change of address, dividend etc. should be addressed to R & T Agents of the Company at the address given above.

L. Shareholding as on 31st March 2022:**a. Distribution of Shareholding as on 31st March, 2022 :**

Number of shares	Equity Shares held in each category		Number of shareholders	
	Total Shares	% of Total	Holders	% of Total
1 to 500	65,39,766	0.59	1,27,598	95.70
501 to 1000	20,33,578	0.18	2,606	1.95
1001 to 2000	19,30,356	0.18	1,287	0.97
2001 to 3000	11,71,075	0.11	465	0.35
3001 to 4000	9,04,065	0.08	251	0.19
4001 to 5000	7,01,485	0.06	152	0.11
5001 to 10000	28,25,966	0.26	389	0.29
Above 10000	1,08,37,03,792	98.54	585	0.44
TOTAL	1,09,98,10,083	100.00	1,33,333	100.00

b. Category wise Shareholding Pattern as on 31st March, 2022 :

Category	Total No. of Shares	% of holding
Promoters and Promoter Group	82,26,63,480	74.80
FPI / Institutional Investors / Alternative Investment Fund	19,61,49,589	17.84
Mutual Funds, FIs/ Banks / Insurance Companies	59,14,505	5.18
N.R.I., Foreign National and Foreign Bodies	6,57,940	0.06
Private Bodies Corporate / NBFC	6,99,156	0.06
Indian Public and others	2,16,68,022	1.97
Clearing Members (Shares in Transit)	97,494	0.01
IEPF Authority	44,524	0.00
Total	1,09,98,10,083	100.00

M. Dematerialization of Shares and Liquidity:

The Equity Shares of the Company are tradable in compulsory dematerialized segment of the Stock Exchanges and are available in depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The demat security (ISIN) code for the Equity Share is INE399L01023.

As on 31st March, 2022, 109,95,98,805 (constituting 99.98%) were in dematerialized form.

The Company's Equity Shares are frequently traded on the BSE Limited and National Stock Exchange of India Limited.

N. Listing of Debt Securities:

As on March 31, 2022, no Rated, Listed, Taxable, Secured, Redeemable, Non-Convertible Debentures were outstanding on the Wholesale Debt Market Segment of BSE Limited.

O. Debenture Trustees (for privately placed debentures):

None

S. Address for correspondence:

Mr. Gunjan Taunk,
Company Secretary & Compliance Officer
"Adani Corporate House", Shantigram, Near Vaishno Devi
Circle, S. G. Highway, Khodiyar, Ahmedabad – 382421.
Tel.: +91-79-2656 5555
Fax: +91-79-2656 5500
E-mail: investor.agl@adani.com

T. Credit Rating:

Rating Agency	Facility	Rating/Outlook
ICRA Limited	Long Term Loan	ICRA AA- (Stable)
	Short Term Loan	ICRA A1+

Non-mandatory Requirements:

The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

1. The Board:

The Non-Executive Chairman was not reimbursed any expenses during the financial year 2021-22 for maintenance of the Chairman's office or performance of his duties.

P. Outstanding GDRs/ADRs/Warrants or any convertible instruments conversion date and likely impact on equity :

There were no outstanding GDRs/ADRs/Warrants or any convertible instruments as at 31st March, 2022.

Q. Commodity Price Risk/Foreign Exchange Risk and Hedging:

In the ordinary course of business, the Company is exposed to risks resulting from exchange rate fluctuation and interest rate movements. The Company's risk management activities are subject to the guidance and direction of Management of the Company from time to time, under the framework of Risk Management Policy as approved by the Board of Directors of the Company. The Company's Treasury Team ensures appropriate financial risk governance framework for the Company through appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken.

R. Plant Locations: Not Applicable

For transfer/dematerialization of shares, change of address of members and other queries.

Link Intime India Pvt. Ltd.
C-101, 247 Park, L B S Marg, Vikhroli West,
Mumbai - 400083
Tel.: +91-22-4918 6270
Fax.: +91-22-4918 6060
E-mail: rnt.helpdesk@linkintime.co.in

2. Shareholders Right:

The quarterly, half-yearly and annual financial results of your Company are published in newspapers and posted on Company's website www.adaniengas.com. The same are also available on the sites of stock exchanges where the shares of the Company are listed i.e. www.bseindia.com and www.nseindia.com.

3. Modified opinion(s) audit report:

The Company already has a regime of un-qualified financial statements. Auditors have raised no qualification on the financial statements.

4. Separate posts of Chairperson and CEO:

Mr. Gautam S. Adani is the Chairman and Mr. Suresh P. Manglani is Chief Executive Officer of the Company.

5. Reporting of Internal Auditor:

The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meeting and regularly attends the Meeting for reporting their findings of the internal audit to the Audit Committee Members.

9. OTHER DISCLOSURES

a) Disclosure on materially significant related party transactions:

The details of materially significant related party transactions entered by the Company during the FY 2021-22 are as per notice calling AGM of the Company. The details of Related Party Transactions are disclosed in the financial section of this Annual Report. The Company has developed a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions.

The Company has developed a Related Party Transaction Policy which is uploaded on the website of the Company at <https://www.adanigas.com/investors/corporate-governance>

b) In the preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Accounting Standards.

c) Details of compliance

The Company has complied with all the requirements of the Stock Exchanges as well as the regulations and guidelines prescribed by the Securities and Exchange Board of India (SEBI). There were no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

d) CEO / CFO Certificate

The CEO and CFO have certified to the board with regard to the financial statements and other matters as required by the SEBI Listing Regulations. The certificate is appended as an Annexure to this annual report.

They have also provided quarterly certificates on financial results while placing the same before the Board pursuant to Regulation 33 of the SEBI Listing Regulations.

f) Proceeds from public issues, rights issues, preferential issues etc.

The Company discloses to the Audit Committee, the uses / application of proceeds / funds raised from Rights Issue, Preferential Issue as part of the quarterly review of financial results.

g) The designated Senior Management Personnel of the Company have disclosed to the Board that no material, financial and commercial transactions have been made during the year under review in which they have personal interest, which may have a potential conflict with the interest of the Company at large.

h) The Company has also adopted Material Events Policy, Website Content Archival Policy and Policy on Preservation of Documents which is uploaded on the website of the Company at <https://www.adanigas.com/investors/corporate-governance>

i) Details of the familiarization programmes imparted to the independent directors are available on the website of the Company at <https://www.adanigas.com/investors/corporate-governance>

j) With a view to regulate trading in securities by the Directors and Designated Employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading (Code). The Code also covers the policy and procedures for inquiry in case of leak of Unpublished Price Sensitive Information (UPSI) or suspected leak of UPSI. The Code is available on the website of the Company at <https://www.adanigas.com/investors/corporate-governance>

k) The Company has put in place succession plan for appointment to the Board and to senior management.

l) The Company complies with all applicable Secretarial Standard.

m) The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the SEBI Listing Regulations. It has obtained a certificate affirming the compliances from M/s. Chirag Shah & Associates, Practising Company Secretary, and the same is attached to this annual report.

n) As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking re-appointment at the forthcoming AGM are given herein and in the Annexure to the Notice of the 17th AGM to be held on Tuesday, 26th July, 2022.

o) The Company has obtained certificate from M/s. Chirag Shah & Associates, confirming that none of the Directors of the Company is debarred or disqualified by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such authority from being appointed or continuing as Director of the Company and the same is also attached to this annual report.

p) **Payment to Statutory Auditors**

Total fees for all services paid by the Company on a consolidated basis, to the statutory auditors and all entities in the network firm / network entity of which the statutory auditor is a part, is given below:

M/s. Shah Dhandharia & Co. LLP	
	(₹ In Lakhs)
Payment to Statutory Auditors	FY 2021-22
Audit Fees	14.75
Other Services	2.12
Total	16.87

q) A qualified Practicing Company Secretary carried out a reconciliation of Share Capital Audit to

reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Secretarial Audit confirms that the total issued / paid-up capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

r) As a part of good governance practice, the Company has also constituted several policies from ESG perspective and the same are available on Company's website at <https://www.adanigas.com/investors/corporate-governance>

Declaration

I, Suresh P Manglani, Chief Executive Officer of Adani Total Gas Limited hereby declare that as of 31st March, 2022, all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct and Ethics for Board of Directors and Senior Management Personnel laid down by the Company.

For **Adani Total Gas Limited**

Date : 4th May, 2022
Place : Ahmedabad

Suresh P Manglani
Chief Executive Officer

Certification by Chief Executive Officer (CEO) and Chief Financial Officer (CFO)

We have reviewed the financial statements and the cash flow statements for the year ended 31st March, 2022 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2022 which are fraudulent, illegal or violation of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal control system and that we have evaluated the effectiveness of the internal control system of the Company and we have disclosed to the auditors and the Audit Committee, efficiencies in the design or operation of internal control system, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that we have indicated to the auditors and the Audit Committee:
 - a) There have been no significant changes in internal control system during the year;
 - b) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) There have been no instances of significant fraud of which we have become aware, involving management or an employee having a significant role in the Company's internal control system.

Date : 4th May, 2022
Place : Ahmedabad

Suresh P Manglani
Chief Executive Officer

Parag Parikh
Chief Financial Officer

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Adani Total Gas Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Adani Total Gas Limited (formerly known as Adani Gas Limited) having CIN L40100GJ2005PLC046553 and having registered office at "Adani Corporate House", Shantigram, Near Vaishno Devi Circle, S G Highway, Khodiyar, Ahmedabad 382421 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Gautam S. Adani	00006273	22/10/2018
2.	Mr. Pranav V. Adani	00008457	08/08/2009
3.	Mr. Jose-Ignacio Sanz Saiz	08705604	05/08/2020
4.	Mr. Olivier Marc Sabrie	09375006	09/12/2021
5.	Mr. Maheswar Sahu	00034051	22/10/2018
6.	Mr. Naresh Kumar Nayyar	00045395	22/10/2018
7.	Mrs. Chandra Iyenger	02821294	22/10/2018
8.	Ms. Gauri Trivedi	06502788	05/08/2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Chirag Shah and Associates

Chirag Shah

Partner

FCS No.: 5545

CP No.: 3498

UDIN : F005545D000275276

Peer Review Certi. No. 704/2020

Date: 4th May, 2022

Place: Ahmedabad

Compliance Certificate on Corporate Governance

To,
The Members of
Adani Total Gas Limited

We have examined the compliance of condition of Corporate Governance by Adani Total Gas Limited ("the Company") for the year ended 31st March, 2022 as stipulated in applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, pursuant to the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementations thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Chirag Shah and Associates

Chirag Shah
Partner

FCS No.: 5545

CP No.: 3498

UDIN: FO05545D000528848

Date: 4th May, 2022

Place: Ahmedabad

Business Responsibility Sustainability Report

SECTION A: GENERAL DISCLOSURE

I. Details of the listed Entity

1	Corporate Identity Number (CIN) of the Listed Entity	L40100GJ2005PLC046553
2	Name of the Listed Entity	Adani Total Gas Limited (ATGL / Company)
3	Year of incorporation	2005
4	Registered office address	"Adani Corporate House", Shantigram, Near VaishnoDevi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382421, Gujarat, India.
5	Corporate address	"Adani Corporate House", Shantigram, Near VaishnoDevi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382421, Gujarat, India.
6	E-mail	investor.agl@adani.com
7	Telephone	+91 79 6624 3027
8	Website	www.adanigas.com
9	Financial year for which reporting is being done	Financial Year 2021-22
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
11	Paid-up Capital	₹109.98 crore
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Name: Mr. Suresh P Manglani Designation: Chief Executive Officer Telephone No.: +91 79 6624 3027 Email Id: investor.agl@adani.com
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Disclosures under this report are made on a Standalone basis.

II. Products and Services

14. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Distribution of gaseous fuels through mains	Sale of Piped Natural Gas (PNG) /Compressed Natural Gas (CNG) to Domestic, Commercial, Industrial and transport sector customers.	98.53%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Piped Natural Gas (PNG) / Compressed Natural Gas (CNG)	3520	98.53%

III. Operations**16. Number of locations where plants and/or operations/offices of the entity are situated**

Location	Number of plants	Number of offices	Total
National	357*	49	406
International	Nil	Nil	Nil

*This includes 18 Nos. of City Gas Stations, 334 Nos. CNG Stations and 5 Nos. L-CNG Stations.

17. Markets served by the entity:

a. Locations	Number
National (No. of States)	12
International (No. of Countries)	Nil

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Nil

c. A brief on types of customers:

Adani Total Gas is developing City Gas Distribution (CGD) Networks to supply Piped Natural Gas (PNG) to the Industrial, Commercial, Domestic (residential) and Compressed Natural Gas (CNG) to the transport sector.

IV. Employees**18. Details as at the end of Financial Year****1. Employees (including differently abled):**

Particulars	Total (A)	Male		Female	
		No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES					
Permanent (D)	420	413	98.33%	7	1.66%
Other than Permanent (E)	2	2	100.00%	-	-
Total Employees (D+E)	422	415	98.34%	7	1.66%
WORKERS					
Permanent (F)	46	43	93.4%	3	6.5%
Other than Permanent (G)	102	102	100%	-	-
Total Workers (F+G)	148	145	97.97%	3	2.03%

2. Differently abled Employees and workers:

Particulars	Total (A)	Male		Female	
		No. (B)	% (B/A)	No. (C)	% (C/A)
DIFFERENTLY ABLED EMPLOYEES					
Permanent (D)	-	-	-	-	-
Other than Permanent (E)	-	-	-	-	-
Total Differently abled employees (D+E)	-	-	-	-	-
DIFFERENTLY ABLED WORKERS					
Permanent (F)	-	-	-	-	-
Other than Permanent (G)	-	-	-	-	-
Total differently abled Workers (F+G)	-	-	-	-	-

19. Participation/Inclusion/Representation of women

Particulars	Total (A)	Number (B)	Percentage of Females % (B/A)
Board of Directors	8	2	25%
Key Management Personnel	3	-	-

20. Turnover rate for permanent employees and workers: (Disclose trends for the past 3 years)

Particulars	Turnover Rate in FY 2021-22			Turnover Rate in FY 2020-21			Turnover Rate in FY 2019-20		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	16.19%	0.00%	15.90%	7.10%	0.00%	6.96%	7.31%	14.29%	7.49%
Permanent Workers	0.00%	0.00%	0.00%	1.75%	0.00%	1.67%	0.00%	0.00%	0.00%

V. Holding, Subsidiary and Associate Companies (including joint ventures)**21. Names of holding / subsidiary / associate companies / joint ventures**

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Indian Oil - Adani Gas Private Limited	Joint Venture	50%	No
2	Smartmeters Technologies Pvt Ltd	Joint Venture	50%	No

VI. CSR Details

Particulars	Response
22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)	Yes
(ii) Turnover (in ₹)	₹3,206 crore
(iii) Net worth (in ₹)	₹2,284 crore
(iv) CSR Obligation for FY 21-22	₹10.26 crore
(v) CSR contribution made for FY 21-22	₹10.27 crore

VII. Transparency and Disclosures Compliances**23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct.**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	Current Financial Year 21-22			Previous Financial Year 20-21		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	Nil	Nil	Nil	Nil	Nil	Nil
Investors (other than shareholders)	Yes	Nil	Nil	Nil	Nil	Nil	Nil
Shareholders	Yes	2	-	Nil	4	-	Nil
Employees and workers	Yes	Nil	Nil	Nil	Nil	Nil	Nil
Customers	Yes	84,305	2,191	Nil	53,486	1,303	Nil
Value Chain Partners	Yes	Nil	Nil	Nil	Nil	Nil	Nil
Other (please specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note: Some of the policies guiding ATGL's conduct with all its stakeholders, including grievance mechanisms are placed on the Company's website. In addition, there are internal policies placed on the intranet.

24. Overview of the entity's material responsible business conduct issues

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate the positive/negative implications)
1	Risk Management	Risk	Developing effective risk mitigation strategies is critical to the Company's ability to capitalise on opportunities, remain ahead of the curve, and minimise business disruptions.	Board's Risk Committee has adopted a Risk Policy. Risks, including ESG risks, are identified periodically, and a systematic approach to controlling them is defined. Accordingly, appropriate mitigation plans are set up.	The process of identifying and quantifying the financial implications of the identified risks and opportunities is currently underway.
2	Grievance Redressal Mechanisms	Opportunity	Presence of a robust grievance redressal framework helps our stakeholders to reach out to us with their concerns. It provides us with an opportunity to understand their expectations. The concerns and expectations of our stakeholders acts as an important input for our business decisions and strategy. With customers being one of our key stakeholders, effective grievance redressal helps us enhance the brand value as well as structure our services in a better manner.	N/A	The process of identifying and quantifying the financial implications of the identified risks and opportunities is currently underway.
3	Human Rights	Risk	We are committed to uphold human rights of our employees, communities and other stakeholders.	ATGL and its promoters group level have a policy on Human Rights, based on international standards and frameworks, ensures the wellbeing of its stakeholders.	The process of identifying and quantifying the financial implications of the identified risks and opportunities is currently underway.
4	Product Availability/ Access to Gas	Risk / Opportunity	Our business operations are build on the accessibility of Natural Gas (NG). Delays in the transportation can impact the entire value chain. Opportunity for ATGL is set to surge as NG demand would go up from 6% to 15% in fuel basket by 2030	The Company has a robust channel of distribution which ensures minimal impact across the value chain in occurrence of emergencies.	Potential for impact on sales volume and customer dissatisfaction Would be able to serve an enhanced universe of consumers which could yield higher sales and revenue. The process of identifying and quantifying the financial implications of the identified risks and opportunities is currently underway.

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate the positive/negative implications)
5	Training and Development	Opportunity	Equipping ATGL's workforce with the requisite technical and behavioural skills, through regular trainings, helps the Company raise the bar on quality of its offerings and become increasingly future-ready.	N/A	The process of identifying and quantifying the financial implications of the identified risks and opportunities is currently underway.
6	Talent Attraction and retention	Opportunity	Recruiting and retaining the best talent helps ATGL deliver value to its customers and helps in maintaining its market leadership.	N/A	The process of identifying and quantifying the financial implications of the identified risks and opportunities is currently underway.
7	Labor Practices	Risk	By upholding human rights and ensuring sound labor practices, the Company avoids disciplinary actions, avoids penalties, and empowers its employees.	The Company adheres to all the laws of the land, related to human rights and labour practices. No child, forced or compulsory labour is deployed by ATGL, and its policy framework nurtures a diverse, safe and empowered workforce.	The process of identifying and quantifying the financial implications of the identified risks and opportunities is currently underway.
8	Community Development	Opportunity	In ATGL's quest to grow responsibly, the Company empowers the communities they operate in to make them self-reliant and self-dependent.	N/A	The process of identifying and quantifying the financial implications of the identified risks and opportunities is currently underway.
9	Data Privacy and Security	Risk	Safeguarding the security of the data and the entire value chain, particularly customers is important for its business operations.	Safeguarding the security of the data and the entire value chain through cyber risk assessment and implementation of business continuity plan for IT platforms.	The process of identifying and quantifying the financial implications of the identified risks and opportunities is currently underway.

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate the positive/negative implications)
10	Climate change adaption and mitigation	Risk/ Opportunity	<p>Risk Climate risk can pose challenge to our installation, infrastructure due to harsh climatic condition (flood, cyclone etc.) Due of climate change issue, emerging and potential regulations the public can move towards cleaner energy source i.e. EVs, Hydrogen etc. can reduce the consumption of NG</p> <p>Opportunity: Climate adaptation and mitigation are key to building a future-ready organisation. They can also reduce operational costs and drive greater efficiencies for the business. The replacement of conventional sources of fuel with NG is our effort towards building a cleaner future.</p>	The Company is in the process of developing the climate vulnerability risk strategy	<p>Making the business more sustainable and taking initiatives towards reduction of carbon emission would gain higher ESG scores.</p> <p>The process of identifying and quantifying the financial implications of the identified risks and opportunities is currently underway.</p>
11	Diversity and Inclusion	Opportunity	Developing a diverse and inclusive work culture enables an organisation's position as an employer of choice.	N/A	The process of identifying and quantifying the financial implications of the identified risks and opportunities is currently underway.
12	Employee Health, Safety and well-being	Risk	The employees are the greatest assets and their safety and well being is of paramount importance. This is achieved by assessing and controlling health and safety risks across our operations	Comprehensive Quality, health, safety & environment policy & procedure has been instituted by ATGL which emphasises on safety as a pre-condition for employment.	<p>Increase in injuries and low employee morale and business's reputation.</p> <p>The process of identifying and quantifying the financial implications of the identified risks and opportunities is currently underway.</p>

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate the positive/negative implications)
13	Energy and Emissions Management	Risk	Minimizing business's energy consumption and Carbon footprint is crucial to mitigate climate change.	ATGL's aligning its business with India's goal to become net zero by reducing its emissions through initiatives like installation of Solar panels , Methane leak detection , Energy conservation audits and Decarbonization of fleets and is exploring, Bio gas and EVs charging	Will increase business's scope emissions and impact investor's confidence. The process of identifying and quantifying the financial implications of the identified risks and opportunities is currently underway.
14	Water Management	Risk	Water is a shared resource, making it important for businesses to use it responsibly. Ensuring responsible consumption is key to the business' social license to operate and a sustainable planet for all.	The Company is working to reduce its water consumption through Water management studies, Water meters and Rainwater Harvesting.	Will increase the business's water consumption which may impact natural resources as water is scarce. The process of identifying and quantifying the financial implications of the identified risks and opportunities is currently underway.

SECTION B : MANAGEMENT AND PROCESS DISCLOSURES

Sr. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes										
1	a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c. Web Link of the Policies, if available	https://www.adanigas.com/investors/corporate-governance								
2	Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Do the enlisted policies extend to your value chain partners? (Yes/ No)	Yes. The suppliers are required to comply with all the Company's policies including ESG as stated in Suppliers Code of Conduct.								

Sr. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
4	Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.									
5	Specific commitments, goals and targets set by the entity with defined timelines, if any.									
6	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.									

- ISO 9001:2015 Quality Management System
- ISO 14001:2015 Environmental Management System
- IISO 45001:2018 Occupational Health and Safety Management System.
- GRI Standard ASME B31.8
- GRI Standard ASME B31.8S
- GRI Standard NACE, PNGRB,T4S/IMS/ERDMP Regulations. OISD etc.

- ATGL has aligned its business with UN Sustainability Development Goals
ATGL has rolled out several ESG initiatives which includes :
- a) Installation of solar panels in all feasible locations including CNG CGS Offices and LCNG sites summing up to 1Mw in FY23
 - b) Conducting Energy efficiency Audit for 50 Locations (CGS , CNG Stations and Offices)
 - c) 100% Conversion of HSD LCVs into CNG powered by FY23
 - d) All ATGL offices to be certified as Single use plastic free by FY23
 - e) 100% employees to be trained on Health Safety
 - f) Lost Time Injury Frequency to be maintained less than 0.5
 - g) Roll out Low Carbon Society (Greenmosphere) enabling community involvement to mitigate climate change
 - h) Roll Out Compressive Compliance Policies and ensure that 100% employees and stakeholders are trained

- a) Installation of solar panels in 32 sites yielding 550kw has been installed in FY22
- b) 100% Energy Audits (50 Sites) were completed in FY 22
- c) 100% Conversion of HSD LCVs into CNG powered, 50% (155 out of 322) Conversion already done in FY22
- d) 5 ATGL offices in Ahmedabad were certified Single Use Plastic Free by CII in FY22
- e) 100% employees were trained on Health safety during the FY22
- f) Lost time injury frequency was maintained as Zero in FY22
- g) Launched Greenmosphere working on 3 broad streams (Plantation, Green Millennials, Energy Audit) 540 students were educated on Climate Change and more than 55,000 saplings were planted under this program
- h) Rolled Out Compressive Compliance Policies and trained all the on-roll employees

Sr. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Governance, leadership and oversight										
7	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements	<p>ATGL is joint venture company of Adani Group, India and Total Energies, France. ATGL strongly believes that embedding Environmental, Social, and Governance (ESG) principles in its business operations is not only a responsibility but an essential part of our DNA. Adherence to these principles helps build resilience, transform culture and long-term value creation to systematically identify opportunities, manage risks, and secure the interest of all our stakeholders.</p> <p>ATGL is developing City Gas Distribution (CGD) Networks to supply the Piped Natural Gas (PNG) to Industrial, Commercial, Domestic (residential) and Compressed Natural Gas (CNG) to the transport sector. NG is a convenient, reliable and environment friendly fuel that allows consumers to enjoy a high level of safety, convenience and economic efficiency.</p> <p>At ATGL, corporate governance comprises rules, practices, processes and policies by which the Company is managed. The spirit of governance balances the interests of all stakeholders (shareholders, management, customers, suppliers, financiers, government and community). The result is that governance is not incidental but integral to the existence of the organization.</p> <p>Being at the centre of ATGL's corporate governance practice, our Board possess a prudent balance of skills, knowledge and experience and mix & match of male and female compositions. The Company's governance practice is supported by committees (statutory committee and as well as non-statutory committees) to which certain Board responsibilities are delegated and these committees report to the Board. .</p> <p>ATGL has mapped all their GHG emissions and is continuously working to minimize it. Methane leak detection survey and repair has been conducted for all its MDPE network to reduce fugitive emissions of methane. ATGL has initiated Solarization putting rooftop solar plant of all office/CGS/store and set target of 1 MW by FY23. Energy efficiency audits have been conducted across all offices/ CGS/CNG stations and energy saving proposals are being implemented. All these efforts would help to reduce GHG emission (both scope 1 & 2) significantly.</p> <p>An unique green initiative has been launched by ATGL involving the community through mass plantation (i.e. Miyawaki technique) and educating students on climate change & sustainability. A Biodiversity park (ATGL Forest) is being developed at Gota, Ahmedabad covering 10 acres of land, which would accommodate around 2.5 Lakh trees.</p> <p>Considering the climate change factor, ATGL has been working towards low carbon gas retail and initiated Bio gas , Electric vehicle charging, Green Hydrogen pilot studies for future proofing its bussiness.</p> <p>ATGL aspires to be a distinguished Leaderin ESG space among all CGD in India.</p>								

Sr. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
8	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The Board of the Company has constituted a Corporate Responsibility Committee comprising solely of the Independent Directors to oversee strategies, activities and policies including environment, social, sustainability, governance, health and safety, human talent management and related material issue and indicators in the global context and evolving statutory framework.								
9	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Corporate Responsibility Committee (a subcommittee of the Board) with 100% Independent Directors). The Committee meets on a quarterly basis.								

10. Details of Review of each NGRBCs by the Company

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other - pls specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action Compliance with statutory requirements of relevance to the principles and, rectification of any non-compliances.	Y	Y	Y	Y	Y	Y	Y	Y	Y									Quarterly
	P1	P2	P3	P4	P5	P6	P7	P8	P9									
	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes									Yes
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9									
	No	No	No	No	No	No	No	No	No									No

Note: Some of the policies guiding ATGLs conduct with all its stakeholders, including grievance mechanisms are placed on the Company's website. In addition, there are internal policies placed on the intranet.

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURES

Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

1. Percentage coverage by training and awareness programs on any of the Principles during the financial year:

Segment	Total number of training and awareness programs held	Topics / principles covered under the training and its impact	Percentage of persons in respective category covered by the awareness programs
Board of Directors	1	<ul style="list-style-type: none"> • ATGL's ethical and sustainable & safe Practices 	100
Key Managerial Personnel	8	<ul style="list-style-type: none"> • ATGL's ethical and sustainable & safe Practices • Code of Conduct Policy awareness • Third Party Due Diligence Policy Awareness. • Prevention of Anti-Competitive Practices Compliance Policy. • Human Resource Guidelines • Interaction with Government & Public Officials • Human Rights Policy. • Prevention of sexual harassment 	100
Employees other than BoD and KMPs	7	<ul style="list-style-type: none"> • Code of Conduct Policy awareness • Third Party Due Diligence Policy Awareness. • Prevention of Anti-Competitive Practices Compliance Policy. • Human Resource Guidelines • Interaction with Government & Public Officials • Human Rights Policy. • Prevention of sexual harassment 	80
Workers	7	<ul style="list-style-type: none"> • Code of Conduct Policy awareness • Third Party Due Diligence Policy Awareness. • Prevention of Anti-Competitive Practices Compliance Policy. • Human Resource Guidelines • Interaction with Government & Public Officials • Human Rights Policy. • Prevention of sexual harassment 	80

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format:

Monetary

Particulars	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred? (Yes / No)
Fine	Nil	Nil	Nil	Nil	Nil
Penalty	Nil	Nil	Nil	Nil	Nil
Settlement	Nil	Nil	Nil	Nil	Nil
Compounding Fees	Nil	Nil	Nil	Nil	Nil

Non-Monetary

Particulars	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes / No)
Imprisonment	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NA	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The Company has adopted the following Board-approved anti-corruption policies:

- Conflicts of Interest Policy
- Donations, Social Funds, Contributions, Sponsorships and Corporate Social Responsibility
- Gifts and Hospitality Policy
- Human Resources Guidelines
- Interaction with Government and Public Officials
- Third-Party Due Diligence Policy
- Training and Communication Policy

Weblink:<https://www.adanigas.com/investors/corporate-governance>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Particulars	FY 2021-22 (Current Financial Year)	FY 2020-21 (Previous Financial Year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

Particulars	FY 2021-22 (Current Financial Year)		FY 2020-21 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
	Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	NA	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	NA	Nil	NA

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe.**1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

Particulars	Current FY 2021-22	Previous FY 2020-21	Details of improvements in environmental and social impacts
R&D	Nil	Nil	NA
Capex	0.23%*	Nil	Installation of solar panels reduces the amount of purchased electricity by the business which minimizes the Scope 2 GHG emission.

Note : ₹2.15 crore

2. Does the entity have procedures in place for sustainable sourcing? (Yes/No) If yes, what percentage of inputs were sourced sustainably?

The Company has a Suppliers' Code of Conduct stating specific expectations for engaging with suppliers. Here, "supplier" refers to material suppliers/service providers/vendors/traders/agents/ consultants/ contractors/third parties including their employees, agents and other representatives, who have a business relationship with and provide, sell, seek to sell, any kinds of goods or services to the Company or any of its subsidiaries and associated entities.

The Suppliers' Code of Conduct facilitates collaboration with our suppliers in the promotion of professional and fair business practices that integrates respect of human rights, business ethics and environment. Our objective is to ensure that we minimize our potential impacts on people and on the environment, and that we manage business and reputation risks while capitalizing on opportunities. For example, we make efforts to source supplies and services from local sources where possible. We also organize various capacity building programs for our value chain partners.

We also encourage our suppliers to be compliant with social and environmental standards such as SA8000, ISO 14001, and ISO 45001. All our suppliers are expected to apply the Suppliers' Code of Conduct or more stringent standards in a manner that is appropriate and proportional to the nature and scale of their activities, the goods that they supply and the services that they perform.

ESG related specific clauses is mentioned in our General Term and Condition (GTC) in every supplier's contract.

Apart from Supplier Code of Conduct, we have also implemented internal system for vendor registration which includes supplier screening based on ESG criteria. This system helps to ensure that the vendor onboarded meets all the sustainability criteria defined by the system.

However at present, percentage of inputs sources sustainably is not currently mapped for ATGL.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

All our wastes are identified for recycling/disposing as per Pollution Control Board Norms.

The Company has defined processes for managing waste at each of its sites/locations. The hazardous wastes are handled, segregated, stored and transported in accordance with applicable regulatory requirements and best industry practices.

The hazardous waste is disposed of in an environmentally sound manner through authorized vendors for recycling as required by regulation.

Apart from hazardous waste, the most significant types of non-hazardous waste streams scrap metal, packaging waste, wood waste, glass, tires, e-waste, cardboard, and paper. Our strategic intent is to eliminate or reduce the generation of waste to divert waste from disposal through reuse and recycling wherever possible. We all are working towards achieving Zero waste to landfill certification wherever feasible.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Owing to the nature of the Company's product/service offerings, EPR is not applicable to the Company.

Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

1. a. Details of measures for the well-being of employees:

Our people form an integral part of our journey towards transformational, responsible and sustainable change. Our people policies are designed to provide an excellent work environment which is safe, conducive, harmonious and support all round development of our employees. Our efforts to nurture our Human Capital are in alignment with our ESG commitment.

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	413	413	100%	413	100%	-	-	413	100%	-	-
Female	7	7	100%	7	100%	7	100%			-	-
Total	420	420	100%	420	100%	7	100%	413	100%	-	-
Other than Permanent Employees											
Male											
Female											
Total											

b. Details of measures for the well-being of workers:

In order to ensure safety and well-being at workplace, we conduct various trainings for all our employees as well as contractual workers. We focus on making the trainings relevant and practical by engaging our workforce in different modules. We also conduct various awareness and health promotion activities for our employees and contractual workers.

Company carry out periodical medical examination for employees as well as contractual workers, in compliance to the applicable regulations.

We also have specific health standards and undertake first aid and health emergency management and have employed qualified medical practitioner at each of our business locations. To protect our employees and contractual workers, appropriate personal protective equipment's (PPEs) are also provided.

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	43	43	100%	43	100%	-	-	43	100%	-	-
Female	3	3	100%	3	100%	3	100%	-	-	-	-
Total	46	46	100%	46	100%	3	100%	46	100%	-	-
Other than Permanent workers											
Male	102	102	100%	102	100%	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	102	102	100%	102	100%	-	-	-	-	-	-

2. Details of retirement benefits, for Current FY and Previous FY.

Benefits	FY 2021-22 Current Financial Year			FY 2020-21 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted & deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted & deposited with the authority (Y/N/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
ESI*	100%	100%	100%	100%	100%	100%
Others – Pls specify	Nil	Nil	Nil	Nil	Nil	Nil

Note: All eligible employees and workers are covered under ESI. For the business location, which don't come under purvirw of ESI, the workforce is covered works man compensation act, 1923

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

At our corporate office, we have made special provisions for differently abled employees and workers in accordance with Rights of Persons with Disabilities Act, 2016, such as ramps at entry locations and lobbies to facilitate wheelchairs. We have dedicated toilets for differently abled employees. We have elevators with Braille signs, designed for blind people or visually impaired people.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

The organization believes in equal opportunity and for the same the policy is in the review stage and will be published soon.

Weblink : Not applicable

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	100%	100%
Female	-	-	-	-
Total	100%	100%	100%	100%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief. (If Yes, then give details of the mechanism in brief)

Permanent Workers	Yes. The Company has put in place an internal grievance handling system called as Adani Grievance Management Tool. Employees can raise their grievances through the portal. The Grievance Redressal Committee (GRC). GRC Secretary receives and acknowledges the grievance. After review, the grievance is assigned to the investigator. The investigator conducts the investigation and records his/ her findings which are sent back to the GRC Secretary. GRC Secretary tables the findings before GRC Committee to arrive at a resolution of the grievance and responds to the user with details and resolution of the grievance.
Other than Permanent Workers	Yes. Workers who are engaged on contractual basis can report their grievances to their respective contractor representative or the Company supervisor. The contractor is expected to take the required action to address the worker grievances, and if required, can raise the grievance to HR and respective functional heads.
Permanent Employees	Yes. Same as for permanent workers, detailed in earlier response.
Other than Permanent Employees	Yes. People engaged on a project / periodic basis are governed by the terms & conditions of the contract. Grievances if any, can be raised with concerned HR Business Partners and respective functional heads.

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

The Company does not have any employee association. However, we recognize the right to freedom of association and does not discourage collective bargaining.

Category	FY 2021-22 Current Financial Year			FY 2020-21 Previous Financial Year		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)
Total Permanent Employees	Nil	Nil	Nil	Nil	Nil	Nil
- Male	Nil	Nil	Nil	Nil	Nil	Nil
- Female	Nil	Nil	Nil	Nil	Nil	Nil
Total Permanent Workers	Nil	Nil	Nil	Nil	Nil	Nil
- Male	Nil	Nil	Nil	Nil	Nil	Nil
- Female	Nil	Nil	Nil	Nil	Nil	Nil

8. Details of training given to employees and workers:

Category	FY 2021-22 Current Financial Year					FY 2020-21 Previous Financial Year				
	Total (A)	On Health & safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No.(B)	%(B/A)	No.(C)	%(C/A)		No.(E)	%(E/D)	No.(F)	%(F/D)
Employees										
Male	413	413	100%	347	84%	361	361	100%	343	95%
Female	7	7	100%	7	100%	7	7	100%	7	100%
Total	420	420	100%	354	84%	368	368	100%	350	95%
Workers										
Male	43	43	100%	43	100%	54	54	100%	54	100%
Female	3	3	100%	3	100%	3	3	100%	3	100%
Total	46	46	100%	46	100%	57	57	100%	57	100%

9. Details of performance and career development reviews of employees and worker:

Category	FY 2021-22 Current Financial Year			FY 2020-21 Previous Financial Year		
	Total (A)	No.(B)	%(B/A)	Total (C)	No.(D)	%(D/C)
Employees						
Male	413	323	78%*	361	292	81%*
Female	7	7	100%	7	7	100%
Total	420	330	79%	368	299	81%
Workers						
Male	43	41	95%*	54	54	100%
Female	3	3	100%	3	3	100%
Total	46	44	96%	57	57	100%

Note: * The balance employees were not eligible for PMS, considering their tenure in the Company

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes, we have obtained the integrated management system ("IMS") certification comprising Quality Management System, Environmental Management System and Occupational Health and Safety Management system as per ISO standard.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

ATGL has established and aligned globally recognized high level Safety Intervention and Risk Assessment programs such as Safety Interaction (SI), Vulnerability Safety Risks (VSR), Site Risk Field Audits (SRFA), Process Hazard Analysis (PHA), and Pre-Startup Safety Review (PSSR) with Business specific Integrated Management System based Hazard Identification and Risk Assessment Process, e.g., HIRA and JSA. The Company has adopted this framework and the reporting businesses have developed an ecosystem of participative and consultative approach for engaging concerned stakeholders, including, employees, associates, and contract workmen.

The Company recognizes that the dynamic risks need to be managed and mitigated as per Hierarchy of Control to protect its stakeholders and achieve objective of Zero Harm with enablement of Sustainable Growth.

Risks and opportunities are identified by each department with respect to HSE. We carry out routine risk-based inspections, surveillance and monitoring of our City Gas Distribution network on a 24/7 basis. vulnerability safety risk, Hazard operability (HAZOP), Hazard Identification & Risk Assessment (HIRA) and Quantitative Risk Assessment (QRA) studies to identify hazards and high-risk areas and action plans are reviewed regularly to further prevent and mitigate the risks.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, the Company uses the Adani Group's well established Incident Management and Investigation System for fair and transparent reporting of work-related hazards and risks as unsafe acts/ unsafe conditions, near misses, injuries and illness and serious incidents. This is followed by a comprehensive Root Cause Failure Analysis (Investigation), formulation of corrective actions as per Hierarchy of Controls, its tracking and monitoring and subsequent closure. The outcome and learnings from these events and incidents are deployed horizontally across the Group through a systemic process of 'Critical Vulnerable Factor' (CVF) as a part of Group Safety Governance Process. The progress on CVF is reviewed during Adani Apex Group Safety Steering Council Meetings as well as during their Business Safety Council Meetings.

To facilitate this, an advanced digital platform on OH&S Reporting has been deployed by Adani Group. The Company access this platform through its machines as well as native and lite Mobile App version.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, the employee/workers undergo periodic health checkups and use health care services provided on online platform for telemedicine consultation, yoga and other health care services.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	Current FY (2021-22)	Previous FY (2020-21)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers	-	0.45
Total recordable work-related injuries	Employees	1	-
	Workers	4	3
No. of fatalities	Employees	-	-
	Workers	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

We place great emphasis on safety and continue to maintain a good record of safe operations. We have established a dedicated Quality, Health, Safety & Environment (QHSE) management department to oversee QHSE issues for our CGD network and adopted a comprehensive QHSE management system and policy which is applicable to our employees and contractors. We also have Petroleum and Explosives Safety Organisation ("PESO") & Petroleum & Natural Gas Regulatory Board (PNGRB) certification for all our assets.

Further, we have obtained the integrated management system ("IMS") certification comprising ISO 9001 Quality Management System, ISO 140001 Environmental Management System and ISO 45001 Occupational Health and Safety Management system.

Our leaders demonstrate felt leadership by frequent engagement with site team through "Suraksha Samwaad – Safety interaction process". HSE Governance framework is in place with one Business level safety committee & 05 Safety task forces. All committees have their own charter, KPI's & meet on a monthly basis to enhance safety management system on continual basis

HSE assurance audits are conducted both external as well as internal covering PNGRB Regulations, workplace safety standards, asset integrity & contractor safety.

We encourage our employees and stakeholders to perform daily monitoring and report any potential dangers, safety concerns, hazards and other incidents through our mobile and web-based incident reporting system. Employees at all levels are engaged through Suraksha Samwaad/Safety interaction & Safety Risk field audit (SRFA).

Risk & opportunities are identified by each department with respect to HSE. We carry out routine risk-based inspections, surveillance and monitoring of our CGD network on a 24/7 basis. vulnerability safety risk, HAZOP, HIRA and QRA studies to identify hazards and high-risk areas and action plans are reviewed regularly to further prevent and mitigate the risks.

We have ATGL HSE /ISO procedures in place addressing safety requirements for all our processes.

We also provide safety induction training to our employees and contractors and safety, technical and operations competency training to all contractor employees, which includes training on critical HSE procedures. Besides this Training Need Identification (TNI) based training is also imparted.

Contractor safety six step process is in place starting from contractor pre-qualification to post contract evaluation. Frequent engagement sessions, training & audits are carried out to enhance contractor safety performance. Yearly third-party assessment is carried out for all contractors under "ATGL Green Cap Program".

Logistic Safety is one of our key risks. We have dedicated Logistic safety task force & central logistic control center to monitor logistic safety performance. Structured defensive driving program is in place for all our fleet drivers. We have vehicle tracking system installed in all our vehicles. Journey risk management is carried out for all our routes.

We have a well-established emergency response and disaster management plan for all authorized GAs in compliance with the requirements set out by the PNGRB. We comply with various technical standards and specifications applicable to our industry, including the safety standards issued by PNGRB. We have also set up a centralized master control to report any emergencies and manage any unexpected or accidental incidents.

13. Number of Complaints on the following made by employees and workers:

Category	Current FY (2021-22)			Previous FY (2020-21)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	NA	Nil	Nil	NA
Health & Safety	Nil	Nil	NA	Nil	Nil	NA

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	All our sites are assessed on Health & Safety parameters. As below frequency - ISO audits Half yearly - PNGRB statutory audit (3 yearly/5 yearly) - 3 rd party contractor assessment yearly - 3 rd party HSE assurance audit yearly - 3 rd party asset Integrity audit yearly
Working Conditions	

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

ATGL has deployed system of Critical Vulnerable Factor (CVF) through which corrective action arising out of any incidents is deployed horizontally across all locations

We also conduct Vulnerability Safety Risk (VSR) assessment to proactively identify significant risk related to asset and processes. VSR assessment-based actions are taken on top priority and are monitored for closure in our Business Safety Council meeting.

Few corrective actions implemented based on safety related incidents and HSE assessments are:

- o Vehicle tracking system implemented in all logistics vehicles
- o Central Logistic control room set up to continuously monitor our cascade vehicle operations
- o Several actions taken to reduce risk of overhead electrical lines near our assets such as making it underground/increasing its height with help of utility companies, installation of goal post, canopy installation over DRS etc.
- o Modular fire extinguisher installed in our remote DRS (District Regulating stations) to mitigate any emergency
- o Several other VSR assessment based corrective actions taken to minimize risk
- o Emergency Response Management System (ERMS) mobile based application was launched to improve emergency response in terms of reporting, managing the emergency and its analysis
- o Mobile based platform provided to our business partners for reporting of hazards, accessing training content and closing safety assessment observations.

Other HSE initiatives include as below

1. Safety Training

Basic safety induction, defensive driving training to drivers and Safety Technical & Operational Competency (STOC) training for Filler man, workers, labors are mandatory trainings. Training needs identification (TNI) is carried out for all employees as well as contractors. TNI based training is imparted. Safety training is also imparted to handle emergency situations effectively.

2. Reporting of Hazards

Any Near Miss incidents, unsafe acts/unsafe conditions observed in the workplace are being reported by the employees in the Gensuite application platform. Corrective actions and mitigation plan for the reported incident are taken accordingly. HSE safety alerts are shared with the employees to inform them about the cause of the incident along with safety guidelines to be followed to prevent recurrence of such incidents in future.

3. Learning from Incident

An incident reporting system is a key element in any system for learning lessons. Learning from incident ensures that lessons are learned from previous incidents so that similar incidents are prevented from occurring at work sites. Findings of incident is carried out by a process of incident investigation that ensures that underlying immediate cause and root cause of the incident is analyzed and concerned actions are taken for the same. Critical vulnerability factors of each site are listed down and follow-up actions are taken to reduce the safety risks.

4. Safety Audits

Safety Assurance audit are conducted internally for evaluating the effectiveness of occupational health and safety programs. The primary purpose is to identify health and safety hazards, assess the effectiveness of the measures in place to control those hazards. HAZOP, Environment & Social Impact Assessment and QRA study are carried out for various operation related to CGD. Corrective actions are taken for recommendation and observations found in the audit

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

1. Describe the processes for identifying key stakeholder groups of the entity.

At ATGL, any individual or group who can influence or are impacted by its business are considered stakeholders. The Company identified its important stakeholders by compiling a preliminary list of interested parties, taking into account historical issues and relationships, and holding discussions as needed. The list of key stakeholders include employees, suppliers, customers, business partners, regulatory agencies and local communities around its sites of operations.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Key identified stakeholders	Whether identified as Vulnerable and marginalized group(Yes/No)	Channel of communication	Frequency of engagement	Purpose and scope of engagement
Local Community	Yes	Community meetings through NGO implementation partners.	As per requirement.	Understanding needs and concerns of the community.
Employees	No	Newsletters, townhall meetings, intranet portal.	Continuous	Understanding any concerns of employees and communicating about key aspects related to employee wellbeing.
Suppliers	No	Supplier meets, meetings	Continuous	Understanding concerns of suppliers.
Customers	No	Website, and emails	Continuous	Understanding customer service requirements and any concerns.
Regulatory Agencies	No	Website, and emails	As per requirement.	Understanding concerns of regulatory.

Principle 5: Businesses should respect and promote human rights

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2021-22 Current Financial Year			FY 2020-21 Previous Financial Year		
	Total (A)	No. employees of workers covered(B)	%(B/A)	Total(C)	No. employees of workers covered(D)	%(D/C)
Employees						
Permanent	420	420	100%	368	0	0%
Other than permanent	2	2	100%	2	0	0%
Total Employees	422	422	100%	370	0	0%
Workers						
Permanent	46	46	100%	57	0	0%
Other than permanent						

Our approach to human rights is guided by our Group's policy on Human Rights which is aligned to relevant national and international standards/protocols. We also have robust internal controls and procedures in place to ensure compliance with applicable labour laws including human rights.

The said Human rights policy extends to our business partners who are responsible to ensure compliance with the same and make sure that the workforce employed at different adani businesses are provided with relevant trainings to make them aware about their rights and obligations.

The Company also has a Supplier Code of Conduct (SCC) that covers various human rights aspects; all procurement agreements of the Company with critical suppliers include conditions pertaining to labour standards and occupational health and safety.

Although ATGL at present does not have a structured system of monitoring the training hours for the contract manpower, however, they are trained and sensitized about human rights through initiatives on labour practices and CSR activities.

We are also working on to further strengthen our existing approach to human rights training and engagement including setting up a digital platform for better tracking and recording of hours of trainings conducted on ESG including human rights for different category of employees including workers.

Note : As a part of our learning and development strategy we ensure that all the employees have access to Human Rights training and there are e-modules on the relevant topics in the learning management tools. The onboarding exercise for all new employees includes Human Rights awareness as part of their induction session. This induction session is held on monthly basis and focuses on aspects of Prevention of Sexual Harassment (POSH) and Code of Conduct.

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2021-22 Current Financial Year					FY 2020-21 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No.(B)	%(B/A)	No.(C)	%(C/A)		No.(E)	%(E/D)	No.(F)	%(F/D)
Workers										
Permanent	420	-	-	420	100%	368	-	-	368	100%
Male	413	-	-	413	100%	361	-	-	361	100%
Female	7	-	-	7	100%	7	-	-	7	100%
Other than Permanent	2	-	2	2	100%	-	-	-	2	100%

Category	FY 2021-22 Current Financial Year					FY 2020-21 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No.(B)	%(B/A)	No.(C)	%(C/A)		No.(E)	%(E/D)	No.(F)	%(F/D)
Male	2	-	-	2	100%	2	-	-	2	100%
Female	-	-	-	-	100%	-	-	-	-	0%
Workers										
Permanent	46	-	-	46	100%	57	-	-	57	100%
Male	43	-	-	43	100%	54	-	-	54	100%
Female	3	-	-	3	100%	3	-	-	3	100%
Other than Permanent	102	-	102	100%	-	-	-	-	86	100%
Male	102	-	-	102	100%	86	-	-	86	100%
Female	-	-	-	-	-	-	-	-	-	0%

3. Details of remuneration/salary/wages, in the following format:

Particulars	Male		Female	
	Number	Median remuneration/salary/wages of respective category	Number	Median remuneration/salary/wages of respective category
Board of Directors (BoD)	6	NA	2	NA
Key Managerial Personnel	3	₹2.89 crore	0	NA
Employees other than BoD and KMP	410	₹0.09 crore	7	₹0.09 crore
Workers	43	₹0.06 crore	3	₹0.04 crore

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes. We have a Grievance Redressal Committee, as outline in next response.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

We have a grievance redressal mechanism which operates using an online tool known as Adani Grievance Management Tool. Employees can raise their grievances through the portal. The Grievance Redressal Committee (GRC). GRC Secretary receives and acknowledges the grievance. After review, the grievance is assigned to the investigator. The investigator conducts the investigation and records his/ her findings which are sent back to the GRC Secretary. GRC Secretary tables the findings before GRC Committee to arrive at a resolution of the grievance and responds to the user with details and resolution of the grievance.

6. Number of Complaints on the following made by employees and workers:

Category	FY 2021-22 Current Financial Year			FY 2020-21 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	Nil	Nil	Nil	Nil	Nil
Discrimination at workplace	Nil	Nil	Nil	Nil	Nil	Nil
Child Labour	Nil	Nil	Nil	Nil	Nil	Nil
Forced Labour / Involuntary Labour	Nil	Nil	Nil	Nil	Nil	Nil
Wages	Nil	Nil	Nil	Nil	Nil	Nil
Other human rights related issues	Nil	Nil	Nil	Nil	Nil	Nil

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The POSH policy has the mechanism for addressing complaints pertaining to sexual harassment. All complaints related to sexual harassment are taken up by the Internal Complaint Committees (ICCs), which are governed under strict confidentiality and there are defined procedures to protect complainant from any retaliatory actions.

The employee can also raise any other grievances through the online grievance portal. The system is designed to redress the grievance within a defined timeline of 14 working days. The grievances are resolved in fair and time bound manner maintaining utmost confidentiality. However, no such cases of harassment and discrimination were reported during the financial year 2021-22. Employee Grievance Management Policy is made available on the website of ATGL, at following link: <https://www.adanigas.com/investors/corporate-governance>

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, the Human rights related requirements are covered as a part of the vendor onboarding process through ARIBA portal.

9. Assessments for the year:

We have defined systems for ensuring compliance with regulatory requirements. There is a Code of Conduct for employees and Suppliers' Code of Conduct to ensure conformity with business ethics and human rights requirements. Also, the human rights criteria are screened through online ARIBA portal during vendor onboarding process.

In addition, we review compliance with these requirements during contract execution. In all our business units, it is mandatory to check the age proof documents at the time of recruitment to prevent employment of child labour and during the induction session essential business ethics and human rights related aspects are covered for creating awareness among employees.

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced / involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others—please specify	100%

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not Applicable.

Principle 6: Businesses should respect and make efforts to protect and restore the environment.**1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format#**

Parameter	FY 2021-22 Current Financial Year	FY 2020-21 Previous Financial Year
Total electricity consumption (A) in GJ	1,02,793	76,318
Total fuel consumption (B) in GJ	2,65,977	1,56,622
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C) in GJ	3,68,770	2,32,940
Energy intensity per rupee of turnover (Total energy consumption/ turn over in rupees) in GJ per crore	115	131
Energy intensity (optional) – the relevant metric may be selected by the entity in GJ per SCM gas Sale	5.3 x10 ⁻²	4.02 x10 ⁻²

At several locations root top solar panel has been installed in FY 21-22. The energy generation from solar panel is having net-metered of main electricity meter, hence total electricity consumption is net of grid electricity consumption

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, this data has been subject to independent assurance by Intertek India Pvt. Ltd. and its report shall form part of this Integrated Annual Report.

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

No. The PAT scheme is not applicable to the Company's business.

3. **Provide details of the following disclosures related to water, in the following format#**

Parameter	FY 2021-22 Current Financial Year	FY 2020-21 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	Nil	Nil
(ii) Ground water	9,833	6,803
(iii) Third party water	17,878	15,954
(iv) Sea water / desalinated water	Nil	Nil
(v) Others	Nil	Nil
Total volume of water withdrawal (in kilo litres) (i+ii+iii+iv+v)	27,711	22,757
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover (Water consumed, KL / turnover in Cr)	8.64	12.75
Water intensity (optional)– the relevant metric may be selected by the entity in KL per SCM gas sales	3.98 x10 ⁻³	3.93 x 10 ⁻³

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, this data has been subject to independent assurance by Intertek India Pvt. Ltd. and its report shall form part of this Integrated Annual Report.

4. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

The water consumption is mainly for domestic purposes and not used in any process operation, hence there is no industrial effluent is discharged.

5. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY 2021-22 Current Financial Year	FY 2020-21 Previous Financial Year
NOx			
SOx			
Particulate Matter (PM)			
Persistent Organic Pollutants (POP)			
Volatile Organic Compounds (VOC)			
Hazardous Air Pollutants (HAP)			
Others–please specify			

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format#

Particulars	Unit	FY 2021-22 Current Financial Year	FY 2020-21 Previous Financial Year
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	1,53,167	1,22,638
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	22,564	16,960
Total Scope1 and Scope2 emissions in ton per Crore of turnover		54.81	78.23
Total Scope 1 and Scope 2 emission intensity (optional) –the relevant metric may be selected by the entity in ton per SCM gas sales		2.52 x10 ⁻²	2.41 x10 ⁻²

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, this data has been subject to independent assurance by Intertek India Pvt. Ltd. and its report shall form part of this Integrated Annual Report.

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

1) **Solarization:**

ATGL commissioned its first solar plant in its city gas station situated in Ahmedabad (Gujarat, india) which yields 89kw of renewable energy every single day. 32 sites of ATGL (6 city gas stations , 24 CNG and 2 offices) have the provision of PV panels yielding 550kw which will extended to 50+ in the coming year with the ambition of 1Mw. The aim of the initiative is to minimize the business's Scope 2 emissions.

2) **Energy Audit:**

Electrical Energy Audit has been performed in 50 sites of ATGL (CNG stations, City Gas Stations and Offices).The first phase of audit was conducted in Faridabad (Haryana, India) Each site was evaluated with an objective to conserve electricity. Several energy saving recommendations like Installation of LED lights, AC energy saver, Occupancy sensors, Timer etc are being implanted, based on their viability and feasibility. This initiative is being promoted to ATGL customers as well.

3) **Decarbonization of Fleets:**

All ATGL owned and contracted transport including Transport LCV/HCV cascade, office , Area Emergency Office Vehicles are being converted from HSD to CNG. Around 50% of existing LCVs are CNG powered. ATGL has an ambition to increase the numbers further in coming years. This leap of ATGL is to minimize the predominant Scope 3 emissions.

4) **Methane Leak Detection & Repair:**

The Leak Detention and Repair (LDAR) program was implemented to comply with environmental regulations for reducing the methane emissions into the environment. A pilot was study conducted at Faridabad and Ahmedabad by Josler. The leaks detected are being fixed as Methane is 25 times higher in GHG emissions compared to CO2. This initiative was implemented to reduce minimize business's Scope 1 emissions.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2021-22 Current Financial Year	FY 2020-21 Previous Financial Year
Total Waste generated (in metric tonnes)		
Plastic waste(A)	0.88	0.17
E-waste(B)	0.38	-
Bio-medical waste(C)	-	-
Construction and demolition waste(D)	-	-
Battery waste(E)	22.14	1.05
Radio active waste(F)	-	-
Other Hazardous waste. Please specify, if any. (G) (Spent oil in KL)	28.05	21.17
Other Non-hazardous waste generated (H). (Metal Scrap and MDPI pipe)	183.19	84.04
Total (A+B + C + D + E + F + G + H)	234.64	106.43
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	Nil	Nil
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	Nil	Nil
Total	Nil	Nil
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	Nil	Nil
(ii) Landfilling	Nil	Nil
(iii) Other disposal operations	Nil	Nil
Total	Nil	Nil

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, this data has been subject to independent assurance by Intertek India Pvt. Ltd. and its report shall form part of this Integrated Annual Report.

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

ATGL is having well established Environment Management System in place which is certified as per ISO 14001:2015. We have waste management procedures in place to address safe disposal of hazardous waste, e-waste and other waste.

The hazardous wastes are handled, segregated, stored and transported in accordance with applicable regulatory requirements and best industry practices. The hazardous waste is disposed of in an environmentally sound manner through authorized vendors for recycling as required by regulation.

This year we have replaced hazardous odorant Ethyl Mercaptant to less hazardous chemical Scentinel S20 as on Odorant

We have adopted milkman concept (delivery through tanker on need basis) for delivery of our odorant chemical which reduced the storage, handling & disposal of hazardous drums.

ATGL is working on prevention of single use plastic in its offices.

Five of our offices at Ahmedabad were certified by CII, as offices not using Single use plastic items.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons there of and corrective action taken, if any.
Not Applicable			

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Weblink
Not Applicable					

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format.

Sr. No.	Specify the law / regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
1.	Nil	Nil	Not Applicable	Not Applicable

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

1. Number of affiliations with trade and industry chambers/ associations. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Natural Gas Society	National
2	Associated Chambers of Commerce and Industry of India (ASSOCHAM)	National
3	Federation of Indian Chambers of Commerce and Industry (FICCI)	National
4	Confederation of Indian Industry (CII)	National
5	Indian Biogas Association	National
6	Association of CGD Entities	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
Nil	Nil	Nil

Principle 8: Businesses should promote inclusive growth and equitable development.

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
Not Applicable					

3. Describe the mechanisms to receive and redress grievances of the community.

The CSR Head of the business unit is the key on-site personnel who can be reached out to in case of any complaints or grievances from the community members. The grievances can be submitted orally or in writing. Additionally, the Program Officers working under the supervision of the CSR Head regularly engage with community stakeholders to understand their perspectives on a given CSR initiative and seek feedback. Program Officers also serve as the first point of contact for the community members to submit and redress grievances on a one-to-one basis.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Parameter	FY 2021-22 Current Financial Year	FY 2020-21 Previous Financial Year
Directly sourced from MSMEs / small producers	27%	27%
Sourced directly from within the district and neighboring districts	The Company shall start monitoring and reporting this data in future.	

Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

At present ATGL has a 'Nodal officer' located in the Corporate Office, who is assisted by a team. ATGL has displayed and published contact details of customer care across all assets to facilitate lodging of complaints by the customers. Similarly details of customer care and nodal officer are available and published on ATGL website as well as on My Adani Gas mobile app. There are certain guidelines and norms for responding to complaints and formal complaint escalation matrix within the Company. When officials at the lower levels do not respond satisfactorily, then Company has formal avenues for the complainant (customer) to bring his / her grievance to the notice of responsible senior officials for early resolution.

ATGL also captures customer feedback on resolution of customer's complaints and timely analyses the same for further improvement in respective area.

ATGL provides different platforms to customer for lodging their complaints:

- Centralized call center
- Customer care offices
- Adani Gas Website
- My Adani Gas mobile application
- Chatbot on whats App, website, mobile app and all social media platforms

2. Turnover of products and/ services as a percentage of turnover from all products / service that carry information about:

Particulars	As a percentage to total turnover
Environmental and social parameters relevant to the product	NA
Safe and responsible usage	100
Recycling and/or safe disposal	NA

3. Number of consumer complaints in respect of the following:

Particulars	Received during the year	Pending resolution at end of year	Remarks
Data privacy	Nil	Nil	NA
Advertising	Nil	Nil	NA
Cyber-security	Nil	Nil	NA
Delivery of essential services	Nil	Nil	NA
Restrictive Trade Practices	Nil	Nil	NA
Unfair Trade Practices	Nil	Nil	NA
Other	84,305	2,191	--

4. Details of instances of product recalls on account of safety issues:

Particulars	Number	Reasons for recall
Voluntary recalls	NA	NA
Forced recalls	NA	NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, we have cyber security and data privacy policy in line with its commitment to establishing and improving cyber security preparedness and minimizing exposure to associated risks.

Weblink: <https://www.adanigas.com/investors/corporate-governance>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

None.

Independent Limited Assurance Statement to Adani Total Gas Limited on their Business Responsibility & Sustainability Report FY2021-22

To
The Management of
Adani Total Gas Ltd., Ahmedabad, India

Introduction

Intertek India Private Limited ("Intertek") was engaged by Adani Total Gas Limited ("ATGL") to provide an independent limited assurance on its BRSR (Business Responsibility & Sustainability Report) for FY2021-22 ("the Report"). The scope of the Report comprises the reporting periods of FY2020-21 and FY2021-22. The Report is prepared by ATGL based on SEBI's (Securities and Exchange Board of India) BRSR guidelines. The assurance was performed in accordance with the requirements of International Federation of Accountants (IFAC) International Standard on Assurance Engagements (ISAE) 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information.

Objective

The objectives of this limited assurance exercise were, by review of objective evidence, to confirm whether any evidence existed that the sustainability related disclosures, as declared in the Report, were not accurate, complete, consistent, transparent and free of material error or omission in accordance with the criteria outlined below.

Intended Users

This Assurance Statement is intended to be a part of the Annual Report of Adani Total Gas Limited.

Responsibilities

The management of ATGL is solely responsible for the development the Report and its presentation. Management is also responsible for the design, implementation and maintenance of internal controls relevant to the preparation of the Report so that it is free from material misstatement, whether due to fraud or error.

Intertek's responsibility, as agreed with the management of ATGL, is to provide assurance and express an opinion on the data and assertions in the Report based on our verification following the assurance scope and criteria given below. Intertek does not accept or assume any responsibility for any other purpose or to any other person or organization. This document represents Intertek's independent and balanced opinion on the content and accuracy of the information and data held within.

Assurance Scope

The Assurance has been provided for selected sustainability performance disclosures presented by ATGL in its Report. The assurance boundary included data and information for the operations in Ahmedabad and Adani Total Gas Ltd. (Corporate Office) in accordance with SEBI's BRSR guidelines. Our scope of assurance included verification of data and information on selected disclosures reported as summarized in the table below:

Section A: General Disclosures**Principle 3 (Businesses should respect and promote the well-being of all employees, including those in their value chains)**

- | | |
|---|---|
| <ul style="list-style-type: none"> • Total number of permanent employees. • Total number of other than permanent employees. • Turnover rate for permanent employees. • Percentage of women in Board of Directors (%). | <ul style="list-style-type: none"> • Percentage of employees covered by Health insurance, accidental insurance, maternity, and paternity benefits. • Percentage of employees covered under retirement benefits (PF and Gratuity). • Return to work and Retention rates of permanent employees that took parental leave. • Number of employees covered under Skill upgradation and H&S trainings. • Safety related indicators |
|---|---|

Principle 6 (Businesses should respect and make efforts to protect and restore the environment)

- Total electricity consumption
- Total fuel consumption
- Total volume of water withdrawn
- Total Scope 1 emissions
- Total Scope 2 emission.
- Total hazardous waste generated
- Total non-hazardous waste generated
- Total waste recovered through recycling, re-using or other recovery operations
- Total waste disposed

Assurance Criteria

Intertek conducted the assurance work in accordance with requirements of 'Limited Assurance' procedures as per the following standard:

- International Standard on Assurance Engagements (ISAE) 3000 (revised) for 'Assurance Engagements other than Audits or Reviews of Historical Financial Information'.

A limited assurance engagement comprises of limited depth of evidence gathering including inquiry and analytical procedures and limited sampling as per professional judgement of assurance provider. A materiality level of 10% was applied. Assessment of compliance and materiality was undertaken against the stated calculation methodology and criteria.

Methodology

Intertek performed assurance work using risk-based approach to obtain the information, explanations and evidence that was considered necessary to provide a limited level of assurance. The assurance was conducted by desk review with regard to the reporting and supporting records for the fiscal year 2021 and

2022 at ATGL's corporate office in Ahmedabad. Our assurance task was planned and carried out during May-June 2022. The assessment included the following:

- Assessment of the Report that it was prepared in accordance with the SEBI's BRSR guidelines;
- Review of processes and systems used to gather and consolidate data;
- Examined and reviewed documents, data and other information made available at corporate office and digitally;
- Conducted physical interviews with key personnel responsible for data management;
- Assessment of appropriateness of various assumptions, estimations and thresholds used by ATGL for data analysis;
- Review of BRSR disclosures on sample basis for the duration from 1st April to 31st March of the years 2021 and 2022 for ATGL was carried out onsite at ATGL's corporate office;
- Appropriate documentary evidence was obtained to support our conclusions on the information and data reviewed;

Conclusions

Intertek reviewed selected BRSR disclosures provided by ATGL in its Report. Based on the data and information provided by ATGL, Intertek concludes with limited assurance that there is no evidence that the sustainability data and information presented in the Report is not materially correct. The report provides a fair representation of BRSR disclosures and is in accordance with the SEBI's BRSR guidelines to the best of our knowledge.

For Intertek India Pvt. Ltd

Sumit Chowdhury

Technical Manager-Sustainability
Intertek Assuris

10th June 2022

Intertek's Competence and Independence

Intertek is a global provider of assurance services with a presence in more than 100 countries employing approximately 44,000 people. The Intertek assurance team included Certified Sustainability Assurance Professionals, who were not involved in the collection and collation of any data except for this Assurance Opinion. Intertek maintains complete impartiality towards any people interviewed.

For Intertek India Pvt. Ltd.

Beth Mielbrecht

Project Director
Intertek Assuris

No member of the verification team (stated above) has a business relationship with Adani Total Gas Ltd. stakeholders beyond that is required of this assignment. No form of bribe has been accepted before, throughout and after performing the verification. The verification team has not been intimidated to agree to do this work, change and/or alter the results of the verification. The verification team has not participated in any form of nepotism, self-dealing and/or tampering. If any concerns or conflicts were identified, appropriate mitigation measures were put in place, documented and presented with the final report. The process followed during the verification is based on the principles of impartiality, evidence, fair presentation and documentation. The documentation received and reviewed supports the conclusion reached and stated in this opinion.

FINANCIAL SECTION

Independent Auditor's Report

To the Members of Adani Total Gas Limited
(formerly known as Adani Gas Limited)

Report on the audit of the Standalone Financial Statements

Opinion

We have audited the Standalone Financial Statements of **Adani Total Gas Limited** ("the Company"), which comprise the Standalone Balance Sheet as at 31st March, 2022, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, the Profit and other comprehensive Income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in *the Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr. No.	Key Audit Matter	Auditor's Response
1.	<p>Contingent liabilities relating to taxation, litigations and claims</p> <p>The provisions and contingent liabilities relate to ongoing litigations and claims with various authorities and third parties. These relate to direct tax, indirect tax, claims and general legal proceedings arising in the regular course of business. As at the year ended 31 March 2022, the amounts involved are significant. The computation of a provision or contingent liability requires significant judgement by the Company because of the inherent complexity in estimating future costs. The amount recognized as a provision is the best estimate of the expenditure. The provisions and contingent liabilities are subject to changes in the outcomes of litigations and claims and the positions taken by the Company. It involves significant judgement and estimation to determine the likelihood and timing of the cash outflows and interpretations of the legal aspects, tax legislations and judgements previously made by authorities.</p>	<p>Principal Audit Procedures</p> <p>We have obtained an understanding of the process followed by the Company for assessment and determination of the amounts of provisions and contingent liabilities relating to taxation, litigations and claims.</p> <p>We assessed company's conclusions through discussions held with their in-house legal counsel and understanding precedents in similar cases. We communicated with the company's external legal counsel on the certain material litigations to establish the likelihood of outflow of economic resources being probable, possible or remote in respect of the litigations.</p> <p>We have involved subject matter experts with specialized skills and knowledge to assist in the assessment of the value of significant provisions and contingent liabilities relating to the pending litigations, on sample basis, in light of the nature of the exposures, applicable regulations and related correspondence with the authorities.</p> <p>We also assessed and validated the adequacy and appropriateness of the disclosures made by the management in the standalone financial statements.</p>

Information other than the Financial Statements and Auditor's Report thereon

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise

appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Director's Responsibility for the Standalone Financial Statements

The Company's Management and the Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the applicable Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the standalone financial

statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- ▶ Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ▶ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope

and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e. On the basis of the written representations received from the directors as on 31st March, 2022 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164(2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - A. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 39 to the standalone financial statements;
 - B. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - C. There were no amounts which were required to be transferred to the Investor

Education and Protection Fund by the Company.

- D. (i) The management of the company has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (ii) The management of the company has represented that, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (iii) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances;

nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) above contain any material mis-statement.

- E. The final dividend proposed in the preceding year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable. Further, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

3. With respect to the matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

For SHAH DHANDHARIA & CO LLP
Chartered Accountants
Firm's Registration No. 118707W/W100724

Shubham Rohatgi
Partner

Place: Ahmedabad
Date : 4th May, 2022

Membership No. 183083
UDIN: 22183083AJCSBX1152

Annexure – A to the Independent Auditor's Report

RE: Adani Total Gas Limited (formerly known as Adani Gas Limited)

(Referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the Standalone Financial Statements for the year ended 31st March, 2022, we report that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets
 - a) (A) According to the information and explanation given to us and the records produced to us for our verification, the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) According to the information and explanation given to us and the records produced to us for our verification the company is maintaining proper records showing full particulars of the Intangible assets.
 - b) According to the information and explanation given to us and the records produced to us for our verification, the Company has a regular programme of physical verification of its Property, Plant and Equipments by which all Property, Plant and Equipments are verified by the management once in every three years. In accordance with this programme, certain Property, Plant and Equipment were verified during the year and the discrepancies noticed on verification were not material and have been appropriately dealt with in the books of accounts. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - c) According to the information and explanation given to us and the records produced to us for our verification, the title deeds of all the immovable properties (other than immovable properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the company.
 - d) According to the information and explanation given to us and the records produced to us for our verification, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Accordingly, clause 3(i) (d) of the Order is not applicable.
 - e) According to the information and explanation given to us and the records produced to us for our verification, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. In respect of the Company's Inventories
 - a) The Inventory other than stocks lying with third parties, have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been appropriately dealt with in the books of account.
 - b) According to the information and explanation given to us and the records produced to us for our verification, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks or financial institutions on the basis of security of current assets and the quarterly returns filed by the company with such banks or financial institutions are in agreement with the books of account of the company.

- iii. In respect of Investments made, guarantees provided, security given, loans and advances in the nature of loans
- a) According to the information and explanation given to us and the records produced to us for our verification, the company has provided guarantees and granted loans, to companies, firms, Limited Liability Partnerships or any other parties and the same is disclosed in the table below.

	(₹ in Crores)	
	Guarantees	Loans
Aggregate amount granted during the year		
- Jointly controlled entities	-	6.10
Balance Outstanding as at the Balance Sheet date in respect of above cases		
- Jointly controlled entities	3,533.46	-

- b) According to the information and explanation given to us and based on the audit procedures conducted by us, in our opinion, the investments made during the year and the terms and conditions of the loans granted, guarantees provided during the year are, prima facie, not prejudicial to the company's interest.
- c) According to the information and explanation given to us and on the basis of our examination of the records of the company, in our opinion, the schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations. Further, the company has not given any advance in the nature of loans to any party during the year.
- d) According to the information and explanation given to us and on the basis of our examination of the records of the company, there is no amount overdue for more than ninety days in respect of loans given.
- e) According to the information and explanation given to us and on the basis of our examination of the records of the company, there were no loans granted which has fallen due during the year, which have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- f) According to the information and explanation given to us and on the basis of our examination of the records of the company, the company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- iv. In our opinion and according to information and explanations given to us and representations made by the Management, the Company has not made investments, given any loans, or provided guarantees or securities, to the parties covered under section 185 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to investments made, loans given and guarantees provided by the company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, clause 3(v) of the Order is not applicable to the Company.
- vi. We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 in respect of the company's product/ services to which the said rules are made applicable and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate and complete.
- vii. a) According to the information and explanations given to us and on the basis of our examination

of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employee State Insurance, Income-Tax, Sales Tax/Value added Tax, Goods and Services Tax, Excise Duty, Duty of Customs, cess and other material statutory dues have generally been deposited regularly during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of statutory dues as referred to above were in arrears as at 31st March 2022 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no material statutory dues of Provident Fund, Employee State Insurance and wealth Tax which have not been deposited with the appropriate authorities on account of any dispute. However, according to the information and explanation given to us, the following dues of the service tax, Income-Tax, excise duty, Sales Tax/Value added Tax, and Municipal Corporation Tax have not been deposited by the company on account of disputes.

Name of Statute	Nature of the dues	Forum where dispute is pending	Amount (*) (in Crores)	Amount paid under protest (₹ in Crores)	Period to which the amount relates
Central Excise Act, 1944	Excise Duty	Assessing Authority	13.47	0.22	2006-07 to 2015-16
		High Court	6.32	3.16	2006-07 & 2007-08
Finance Act, 1994	Service Tax	Assessing Authority	1.21	Nil	2008-09 to 2013-14
		Appellate Tribunal	1.47	0.47	2005-06
		Appellate Authority up to Commissioner's Level	0.10	0.00#	2008-09 to 2012-13
Sales Tax Act	Sales Tax / VAT	Appellate Tribunal	6.75	Nil	2009-10
Municipal Corporation	Property Tax	Supreme Court	41.34	41.34	2010-11 to 2021-22
		High Court	11.86	Nil	2012-13 to 2021-22
Income Tax Act, 1961	Income Tax	Assessing Authority	0.05	Nil	2008-09 & 2012-13
		Appellate Authority up to Commissioner's Level	1.36	Nil	2016-17 to 2018-19
		Appellate Tribunal	1.02	0.10	2014-15 & 2015-16

(*) Excludes Interest and Penalty where the notices do not specify the same

(#) Figures below ₹ 50,000

- viii. According to the information and explanations given to us and based on our examination of the records of the Company, the company has not surrendered or disclosed previously undisclosed transactions as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, clause 3(viii) of the Order is not applicable to the Company.
- ix. In respect of loans and borrowings of the company
- a) Based upon the audit procedures performed, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any Bank or Financial Institutions. Further, the company has not taken any loan from government.
- b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or government authority.
- c) In our opinion and according to the information and explanations given to us, the company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.

- d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the company, we report that, prima facie, the company has used funds raised on a short-term basis aggregating to ₹ 395.23 crores for long-term purposes.
- e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the company, we report that, prima facie, the company has not taken any funds from any entity or person on account of or to meet the obligations of its jointly controlled entities.
- f) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not raised loans during the year on the pledge of securities held in its jointly controlled entities.
- x. a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable to the Company.
- b) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not made any preferential allotment or private placement or not issued any fully or partly convertible debenture during the year under review. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi. a) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practice in India, and according to the information and explanation given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
- b) According to information and explanations given to us, no report on any matter under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- xii. In our opinion, the Company is not a Nidhi Company. Accordingly, clause 3 (xii) (a) to 3 (xii) (c) of the Order are not applicable.
- xiii. As per information and explanation given to us and on the basis of our examination of the records of the Company, all the transactions with related parties are in compliance with section 177 and 188 of Companies Act 2013, wherever applicable, and all the details have been disclosed in Standalone Financial Statements as required by the applicable Indian Accounting Standards (Ind AS).
- xiv. a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the company issued till date, for the year under audit, in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions, within the meaning of Section 192 of the Act, with directors or persons connected with them.
- xvi. a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3 (xvi) (a) of the Order is not applicable to the Company.
- b) According to the information and explanations given to us and based on our examination of the records of the Company the company has not conducted any Non-Banking Financial or

Housing Finance activities. Accordingly, clause 3 (xvi) (b) of the Order is not applicable to the Company.

- c) In our opinion and according to the information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3 (xvi) (c) and 3 (xvi) (d) of the Order is not applicable to the Company.

xvii. Based on our examination of the records of the Company, the Company has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the company during the year. Accordingly, clause 3(xviii) of the Order is not applicable to the Company.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one

year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- xx. a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of section 135 of the said Act. Accordingly, clause 3(xx) (a) of the order is not applicable for the year.
- b) There are no amounts remaining unspent under section (5) of section 135 of Companies Act, pursuant to any ongoing project has been transferred to special account in compliance with provision of sub section (6) of section 135 of the said Act.

For SHAH DHANDHARIA & CO LLP
Chartered Accountants
Firm's Registration No. 118707W/W100724

Shubham Rohatgi
Partner

Place: Ahmedabad
Date : 4th May, 2022

Membership No. 183083
UDIN: 22183083AJCSBX1152

Annexure – B to the Independent Auditor's Report

RE: Adani Total Gas Limited (formerly known as Adani Gas Limited)

(Referred to in Paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of section 143 of the Companies Act 2013 (the act).

Opinion

We have audited the internal financial controls over financial reporting of **Adani Total Gas Limited** ("the Company") as of 31st March, 2022 in conjunction with our audit of the Standalone Financial Statements of the company for the year ended on that date.

In our opinion the company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibilities for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of

reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial

controls system over financial reporting with reference to standalone financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that

could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future years are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For SHAH DHANDHARIA & CO LLP
Chartered Accountants
Firm's Registration No. 118707W/W100724

Shubham Rohatgi
Partner

Place: Ahmedabad
Date : 4th May, 2022

Membership No. 183083
UDIN: 22183083AJCSBX1152

Balance Sheet as at 31st March, 2022

(₹ in Crores)

Particulars	Notes	As at 31 st March, 2022	As at 31 st March, 2021
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	1,623.52	1,263.74
(b) Right-of-Use Assets	3	76.35	79.90
(c) Capital Work-In-Progress	4	1,170.52	696.48
(d) Goodwill		25.49	25.49
(e) Other Intangible Assets	3	7.62	10.17
(f) Financial Assets			
(i) Investment	5	647.68	435.94
(ii) Other Financial Assets	6	384.38	395.82
(g) Income Tax Assets (net)	7	12.32	11.05
(h) Other Non - Current Assets	8	119.44	80.35
Total Non - Current Assets		4,067.32	2,998.94
Current Assets			
(a) Inventories	9	76.78	52.01
(b) Financial Assets			
(i) Trade Receivables	10	186.55	103.68
(ii) Cash and Cash Equivalents	11	31.13	10.23
(iii) Bank balances other than (ii) above	12	3.19	0.64
(iv) Loans	13	0.35	0.20
(v) Other Financial Assets	14	36.49	30.92
(c) Other Current Assets	15	27.20	25.63
Total Current Assets		361.69	223.31
Total Assets		4,429.01	3,222.25
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	16	109.98	109.98
(b) Other Equity	17	2,320.01	1,842.44
Total Equity		2,429.99	1,952.42
LIABILITIES			
Non - Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	352.41	307.93
(ii) Lease Liabilities	19	35.74	37.47
(iii) Other Financial Liabilities	20	5.36	1.12
(b) Provisions	21	4.57	4.58
(c) Deferred Tax Liabilities (Net)	22	136.81	110.49
Total Non - Current Liabilities		534.89	461.59
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	643.06	180.35
(ii) Lease Liabilities	24	3.95	3.37
(iii) Trade Payables	25		
i. Total outstanding dues of micro and small enterprises		0.71	5.88
ii. Total outstanding dues of creditors other than micro and small enterprises		164.79	109.64
(iv) Other Financial Liabilities	26	613.98	484.34
(b) Other Current Liabilities	27	28.30	18.20
(c) Provisions	28	7.28	6.46
(d) Current Tax Liabilities (net)	29	2.06	-
Total Current Liabilities		1,464.13	808.24
Total Liabilities		1,999.02	1,269.83
Total Equity and Liabilities		4,429.01	3,222.25

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date

For SHAH DHANDHARIA & CO LLP

Chartered Accountants

Firm Registration Number : 118707W/W100724

SHUBHAM ROHATGI

Partner

Membership No. 183083

For and on behalf of the Board

ADANI TOTAL GAS LIMITED

GAUTAM S. ADANI

Chairman

DIN 00006273

PRANAV V. ADANI

Director

DIN 00008457

JOSÉ-IGNACIO SANZ SAIZ

Director

DIN 08705604

SURESH P MANGLANI

Chief Executive Officer

PARAG PARIKH

Chief Financial Officer

GUNJAN TAUNK

Company Secretary

Date : 4th May, 2022Date : 4th May, 2022

Statement of Profit and Loss for the year ended 31st March, 2022

(₹ in Crores)

Particulars	Notes	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
INCOME			
Revenue from Operations	30	3,206.36	1,784.47
Other Income	31	41.50	44.36
Total Income		3,247.86	1,828.83
EXPENSES			
Cost of Natural Gas and Traded Items	32	1,938.53	770.70
Changes In Inventories	33	(8.87)	(1.08)
Excise Duty on Sale of Compressed Natural Gas		168.55	88.87
Employee Benefits Expenses	34	54.73	51.52
Finance Costs	35	52.73	40.48
Depreciation and Amortisation Expenses	3	82.73	62.52
Other Expenses	36	280.42	170.14
Total Expenses		2,568.82	1,183.15
Profit for the year before Exceptional Items & Tax		679.04	645.68
Less: Exceptional items	37	-	14.47
Profit before tax		679.04	631.21
Tax Expense:			
Current Tax Charge	38	147.06	138.54
Adjustment of earlier years		1.13	0.55
Deferred Tax Charge		26.19	20.17
Total Tax Expenses		174.38	159.26
Profit for the year	Total A	504.66	471.95
Other Comprehensive Income			
Items that will be reclassified to Profit & Loss		-	-
Items that will not be reclassified to Profit or Loss			
(a) Remeasurement of defined benefit plan		0.55	0.20
(b) Income tax relating to these items		(0.14)	(0.05)
Total Other Comprehensive Income	Total B	0.41	0.15
Total Comprehensive Income for the year	Total (A+B)	505.07	472.10
Earnings Per Equity Share (EPS) (Face Value ₹ 1 Per Share)			
Basic and Diluted EPS (₹)	42	4.59	4.29

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date
For SHAH DHANDHARIA & CO LLP
Chartered Accountants
Firm Registration Number : 118707W/W100724

For and on behalf of the Board
ADANI TOTAL GAS LIMITED

SHUBHAM ROHATGI
Partner
Membership No. 183083

GAUTAM S. ADANI
Chairman
DIN 00006273

PRANAV V. ADANI
Director
DIN 00008457

JOSÉ-IGNACIO SANZ SAIZ
Director
DIN 08705604

SURESH P MANGLANI
Chief Executive Officer

PARAG PARIKH
Chief Financial Officer

GUNJAN TAUNK
Company Secretary

Date : 4th May, 2022Date : 4th May, 2022

Statement of Changes in Equity for the year ended 31st March, 2022

A. Equity Share Capital

Particulars	No. of Shares	(₹ in Crores)
Balance as at 1 st April, 2020	1,09,98,10,083	109.98
Changes in equity share capital during the year	-	-
Balance as at 31 st March, 2021	1,09,98,10,083	109.98
Changes in equity share capital during the year	-	-
Balance as at 31 st March, 2022	1,09,98,10,083	109.98

B. Other Equity

Particulars	Reserve and Surplus			Total Other Equity
	Capital Reserve	Retained Earnings		
		Remeasurement of defined benefit plan	Other Retained Earnings	
Balance as at 1 st April, 2020	146.21	(2.04)	1,226.17	1,370.34
Adjustments				
Add : Profit for the year	-	-	471.95	471.95
Other Comprehensive Income				
Remeasurement of defined benefit plan	-	0.15	-	0.15
Total Comprehensive Income for the year	-	0.15	471.95	472.10
Balance as at 31 st March, 2021	146.21	(1.89)	1,698.12	1,842.44
Balance as at 1 st April 2021	146.21	(1.89)	1,698.12	1,842.44
Adjustments				
Add : Profit for the year	-	-	504.66	504.66
Other Comprehensive Income				
Remeasurement of defined benefit plan	-	0.41	-	0.41
Total Comprehensive Income for the year	-	0.41	504.66	505.07
Less: Dividends on equity shares	-	-	(27.50)	(27.50)
Balance as at 31 st March, 2022	146.21	(1.48)	2,175.28	2,320.01

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date
For SHAH DHANDHARIA & CO LLP
Chartered Accountants
Firm Registration Number : 118707WW/100724

For and on behalf of the Board
ADANI TOTAL GAS LIMITED

SHUBHAM ROHATGI
Partner
Membership No. 183083

GAUTAM S. ADANI
Chairman
DIN 00006273

PRANAV V. ADANI
Director
DIN 00008457

JOSÉ-IGNACIO SANZ SAIZ
Director
DIN 08705604

SURESH P MANGLANI
Chief Executive Officer

PARAG PARIKH
Chief Financial Officer

GUNJAN TAUNK
Company Secretary

Date : 4th May, 2022

Date : 4th May, 2022

Statement of Cash Flow for the year ended 31st March, 2022

(₹ in Crores)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	679.04	631.21
Adjustment to reconcile the Profit before tax to net cash flows:		
Depreciation and amortisation expenses	82.73	62.52
Finance Costs	52.41	40.48
Interest Income	(28.22)	(28.48)
(Gain) on sale / fair valuation of investments through profit and loss	(0.18)	(0.57)
(Profit) on sale / discard of Property, plant and equipments	(0.08)	(0.04)
Allowance for Credit Losses	1.10	(0.43)
Liabilities No Longer Required written back	(5.92)	(9.81)
Write-off for Doubtful Debt, Loans & Advances	0.01	0.08
Amortisation of ancillary cost of borrowings	0.32	0.32
Exceptional Items	-	14.47
Operating Profit before Working Capital Changes	781.21	709.75
Adjustment for:		
(Increase)/Decrease in Trade and Other Receivables	(89.16)	(43.01)
(Increase)/Decrease in Inventories	(24.77)	(10.71)
(Increase)/Decrease in Other Financial Assets	11.24	(13.55)
(Increase)/Decrease in Other Non Financial Assets	(1.51)	(3.85)
Increase/(Decrease) in Trade Payables	62.24	48.24
Increase/(Decrease) in Provisions	1.36	2.00
Increase/(Decrease) in Other Financial Liabilities	132.41	100.49
Increase/(Decrease) in Other Non Financial Liabilities	10.10	(1.54)
Cash Generated From Operations	883.12	787.82
Income Tax (Paid)/ Refund (Net)	(147.40)	(134.32)
Net Cash generated from Operating Activities (A)	735.72	653.50
B CASHFLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment and Intangible Assets (including Capital Work in Progress and capital advances)	(950.61)	(606.43)
Proceeds from Sale / Disposal of Property, Plant & Equipment / Intangible Assets	0.24	0.09
Investment in Deposits	(2.51)	(354.89)
Interest received	27.85	23.88
Purchase of Non Current Investments	(211.74)	(144.94)
Gain on sale of Current Investments	0.18	0.57
Loans received back from Related Parties	-	311.22
Net Cash (used in) Investing Activities (B)	(1,136.59)	(770.50)
C CASHFLOW FROM FINANCING ACTIVITIES		
Proceeds from Non - Current borrowings	150.00	75.00
Repayment of Non - Current borrowings	(59.26)	(55.56)
Repayment of Lease Liabilities	(6.34)	(5.52)
Proceeds from Current Borrowings (Net)	416.13	65.50
Finance Cost Paid	(51.26)	(40.81)
Dividend Paid	(27.50)	-
Net Cash generated from Financing Activities (C)	421.77	38.61
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	20.90	(78.39)
Cash and cash equivalents at the beginning of the year	10.23	88.62
Cash and cash equivalents at the end of the year	31.13	10.23

Statement of Cash Flow for the year ended on 31st March, 2022

Notes to Cash flow Statement :

1 Reconciliation of Cash and cash equivalents with the Balance Sheet:

(₹ in Crores)

Particulars	As at	As at
	31 st March, 2022	31 st March, 2021
Cash and Cash Equivalents (Refer note 11)	31.13	10.23
	31.13	10.23

2 The Statement of Cash Flow has been prepared under the 'Indirect Method' set out in Ind AS 7 'Statement of Cash Flow'.

3 Disclosure of changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes under Para 44A as set out in Ind AS 7 "Statement of Cash flows" under Companies (Indian Accounting Standards) Rules, 2017 (as amended) is as under.

As at 31st March, 2022

(₹ in Crores)

Particular	As at	Cash Flows	Changes in fair values / Accruals	As at
	1 st April, 2021			31 st March, 2022
Non - Current borrowings	307.93	44.16	0.32	352.41
Current maturity of Non-Current borrowings	57.59	46.58	-	104.17
Current borrowings	122.76	416.13	-	538.89
Lease Liabilities	40.84	6.34	5.19	39.69
Interest accrued but not due	2.26	51.26	52.73	3.73
Total	531.38	564.47	58.24	1,038.89

As at 31st March, 2021

(₹ in Crores)

Particular	As at	Cash Flows	Changes in fair values / Accruals	As at
	1 st April, 2020			31 st March, 2021
Non - Current borrowings	297.55	10.06	0.32	307.93
Current maturity of Non-Current borrowings	48.21	9.38	-	57.59
Current borrowings	57.26	65.50	-	122.76
Lease Liabilities	25.25	5.52	21.11	40.84
Interest accrued but not due	2.59	40.81	40.48	2.26
Total	430.86	131.27	61.91	531.38

The accompanying notes are an integral part of the financial statements

As per our attached report of even date

For SHAH DHANDHARIA & CO LLP

Chartered Accountants

Firm Registration Number : 118707WW100724

For and on behalf of the Board

ADANI TOTAL GAS LIMITED

SHUBHAM ROHATGI

Partner

Membership No. 183083

GAUTAM S. ADANI

Chairman

DIN 00006273

PRANAV V. ADANI

Director

DIN 00008457

JOSÉ-IGNACIO SANZ SAIZ

Director

DIN 08705604

SURESH P MANGLANI

Chief Executive Officer

PARAG PARIKH

Chief Financial Officer

GUNJAN TAUNK

Company Secretary

Date : 4th May, 2022Date : 4th May, 2022

Notes to financial statements for the year ended 31st March, 2022

1 Corporate Information

Adani Total Gas Limited ("ATGL" or "the Company") is a public limited company domiciled in India and was incorporated on 5th August, 2005 under the Companies Act, 1956, having its registered office at "Adani Corporate House", Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad - 382 421. The name of the Company has changed from Adani Gas Limited to "Adani Total Gas Limited" w.e.f. 1st January, 2021. Its shares are listed on BSE Limited and National Stock Exchange of India Limited. ATGL is engaged in City Gas Distribution ("CGD") business and supplies natural gas to domestic, commercial, industrial and vehicle users. The company is exploring of doing businesses of bio gas, bio fuel, bio mass, LCNG, HCNG, EV, Hydrogen, manufacturing of various equipment and provision of value-added services relating to CGD business.

2 Significant accounting policies

I) Statement Of Compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

II) Basis of Preparation

These financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date.

The financial statements are presented in INR except when otherwise stated. All amounts have been rounded-off to the nearest crore, unless otherwise indicated.

Current & Non-Current Classification

Any asset or liability is classified as current if it satisfies any of the following conditions:

- i. The asset/liability is expected to be realised / settled in the Company's normal operating cycle;
- ii. The asset is intended for sale or consumption;

- iii. The asset/liability is held primarily for the purpose of trading;
- iv. The asset/liability is expected to be realised/ settled within twelve months after the reporting period;
- v. The asset is Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period;
- vi. In case of liability, the Company does not have unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets and liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

For the purpose of current/non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months. This is based on the nature of services and time between acquisition of assets or inventories for processing and their realisation in cash and cash equivalents.

III) Use of Estimates and Judgments

The preparation of financial statements in conformity with Ind AS requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and differences between the actual results and the estimates are recognised in the periods in which the results are known / materialised. Estimates and underlying assumptions are reviewed on an ongoing basis.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments may

Notes to financial statements for the year ended 31st March, 2022

change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

i) Useful life and residual value of property, plant and equipment's and intangible assets:

Determination of the estimated useful life of property, plant and equipment and intangible assets and the assessment as to which components of the cost may be capitalised. Useful life of these assets is based on the life prescribed in Schedule II to the Companies Act, 2013 or based on technical estimates, taking into account the nature of the asset, estimated usage, expected residual values and operating conditions of the asset. Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, IT equipment and other plant and equipments.

ii) Taxes:

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. Significant management judgement is also required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies, including estimates of temporary differences reversing on account of available benefits from the Income Tax Act, 1961.

iii) Fair value measurement of financial instruments:

In estimating the fair value of financial assets and financial liabilities, the Company uses market observable data to the extent available. Where such Level 1 inputs are not available, the Company establishes appropriate valuation techniques and inputs to the model. The inputs to these models are taken from observable markets where possible, but where this is not

feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

iv) Recognition and measurement of Contingent liabilities, provisions and uncertain tax positions:

There are various legal, direct and indirect tax matters and other obligations including local and state levies, availing input tax credits etc., which may impact the Company. Evaluation of uncertain liabilities and contingent liabilities arising out of above matters and recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore vary from the figure included in other provisions.

v) Defined benefit plans (Gratuity benefits):

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

vi) Inventory measurement:

The Company performs physical counts of above inventory on a periodic basis using internal/external experts to perform volumetric surveys and assessments, basis which the estimate of quantity for these inventories is determined. The variations noted between book records and physical quantities of above inventories are evaluated and appropriately accounted in the books of accounts.

vii) Recoverability of advances/ receivables:

At each balance sheet date, based on discussions with the respective counter-

Notes to financial statements for the year ended 31st March, 2022

parties and internal assessment of their credit worthiness, the management assesses the recoverability of outstanding receivables and advances. Such assessment requires significant management judgement based on financial position of the counter-parties, market information and other relevant factors.

viii) Impairment of Non Financial Assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted future cash flows model. The recoverable amount is sensitive to the discount rate used for the discounted future cash flows model as well as the expected future cash-inflows.

ix) Impairment of Financial Assets

The impairment provisions for trade receivables are made considering simplified approach based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on the company's past history and other factors at the end of each reporting period. In case of other financial assets, the Company applies general approach for recognition of impairment losses wherein the Company uses judgement in considering the probability of default upon initial recognition and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

x) Impairment of Goodwill:

Ind AS 36 requires that the Company assesses conditions that could cause an asset or a Cash Generating Unit (CGU) to become impaired and to test recoverability of potentially impaired assets. These conditions include changes resulting from market and economic environment, including internal and external factors such as the Company's market capitalization, significant changes in

the Company's planned use of the assets or a significant adverse change in the expected prices, sales volumes or raw material cost. The identification of CGUs involves judgment, including assessment of where active markets exist, and the level of interdependency of cash inflows. In accordance with Ind AS 36, goodwill is reviewed at least annually for impairment.

IV) Summary of Significant Accounting Policies

a Inventories

- i) Inventories and Stores and Spares are valued at lower of Cost or Net Realisable Value (NRV).
- ii) Cost is determined on Weighted Average basis and comprises of costs of purchases, cost of conversion, all non-refundable duties & taxes and other costs incurred in bringing the inventories to their present location and condition.
- iii) Quantity of CNG in cascades and Natural Gas in pipelines are estimated on a volumetric basis and are valued on Weighted Average basis considering lower of cost or net realisable value.
- iv) Net Realisable Value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated cost necessary to make the sale. Necessary adjustment for shortage / excess stock is given based on the available evidence and past experience of the Company.

b Cash & Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash equivalents includes short-term deposits with an original maturity of three months or less from the date of acquisition, highly liquid investments that are readily convertible into known amounts of cash.

c Revenue recognition

Revenue from Operations

Revenue is recognised upon transfer of control

Notes to financial statements for the year ended 31st March, 2022

of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts and other incentives, if any, as per contracts with the customers. Revenue also excludes taxes collected from customers in its capacity as agent.

The Company considers recovery of excise duty flows to the Company on its liability and hence, forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty.

The accounting policy for the specific revenue streams of the company are summarised below:

Revenue on sale of natural gas is recognized on transfer of title to customers at delivery point. Sales are billed bi-monthly to domestic customers and on fortnightly basis to commercial, non commercial and industrial customers. Revenue on sale of Compressed Natural Gas (CNG) is recognized on sale of gas to customers from CNG stations. Gas Transportation Income is recognized in the same period in which the related volumes of gas are delivered to the customers.

Other Incomes

Interest income is recognised on effective interest rate taking into account the amount outstanding and the rate applicable. Dividend income from investments is recognised when the Company's right to receive payment is established.

Contract Balances

Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

In case of customers where meter reading dates for billing is not matching with reporting

date, the gas sales between last meter reading date and reporting date has been accrued by the Company based on past average sales. The actual sales revenue may vary compared to accrued unbilled revenue so included in sale of natural gas. The same is recognised as contract asset and is disclosed as "Unbilled Revenue" under Other Current Financial Assets.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional i.e. only the passage of time is required before payment of consideration is due.

Contract Liability

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognised as revenue when the Company performs obligations under the contract. The same is disclosed as "Advance from Customers" under Other Current Liabilities.

d Property, Plant & Equipments

Recognition and measurement

Property, Plant and Equipment's are stated at cost of acquisition or construction less accumulated depreciation and impairment losses and net of taxes (Cenvat and VAT credit wherever applicable). All direct cost attributable to respective assets are capitalized to the assets. Other indirect expenses are capitalized to assets in proportion of the value of the assets. Borrowing cost relating to acquisition / construction of Property, Plant and Equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Spare parts or stores meeting the definition of Property, Plant and Equipment, either procured along with equipment or subsequently, are capitalized in the asset's carrying amount or recognized as separate asset, if appropriate.

The Natural Gas distribution systems for PNG connections are commissioned on commencement of supply of gas to the individual consumers. The CNG outlets are

Notes to financial statements for the year ended 31st March, 2022

commissioned on commencement of sale of CNG to the customers.

Subsequent measurement

Subsequent expenditure related to an item of Property, Plant and Equipment is added to its book value only if it increases the future economic benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing Property, Plant and Equipment's, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the profit and loss for the period during which such expenses are incurred. Cost of day to day service primarily include costs of labor, consumables and cost of small spare parts.

Expenditure incurred during the period of construction including, all direct and indirect overheads, incidental and related to construction is carried forward and on completion, the costs are allocated to the respective assets.

Depreciation

Depreciation is provided using straight-line method as specified in Schedule II to the Companies Act, 2013. Estimated useful life of assets are determined based on technical parameters / assessments. Depreciation on assets acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal.

Estimated useful life of assets determined based on technical parameters / assessments for following class of assets are as follows:

Assets Class	Estimated Useful Life
Compressors	10 years
Dispensers	10 years
Canopy	10 years
Cascades	20 years
Solar Panel	25 years
Steel Pipes & Fittings	30 years
PE Pipes & Fittings	30 years

Derecognition

An item of Property, Plant and Equipment is derecognised upon disposal or when no future economic benefits are expected to arise from continued use of the asset. Any gain or

loss arising on the disposal or retirement of Property, Plant and Equipment is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognised in profit or loss.

e Capital Work in Progress

Expenditure related to and incurred during implementation of capital projects to get the assets ready for intended use is included under "Capital Work in Progress". The same is allocated to the respective items of property plant and equipment on completion of construction/ erection of the capital project/ property plant and equipment. Borrowing Cost related to a acquisition/construction of Property, Plant and Equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to use. Capital work in progress includes assets pending installation and not available for its intended use and capital inventory.

f Intangible Assets

Recognition and measurement

Intangible assets are recorded at the consideration paid for acquisition and are amortized over their estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization method is revised to reflect the changed pattern.

Amortisation

Intangible assets are amortised on straight line basis over their estimated useful life as below:

Assets Class	Estimated Useful Life
Software	1-5 Years based on management estimate

g Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are initially measured at fair value. Transaction

Notes to financial statements for the year ended 31st March, 2022

costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received, net of direct issue costs.

A) Financial Assets

All financial assets, except investment in joint venture are recognised initially at fair value. Investment in joint venture are measured at cost less impairment in accordance with Ind AS 27 "Separate Financial Statements".

The subsequent measurement of financial assets depends on their classification, as described below:

1) *At amortised cost*

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

2) *At Fair Value through Other Comprehensive Income (FVTOCI)*

A financial asset is classified as the FVTOCI if both of the following criteria are met:

- (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI) and on derecognition, cumulative gain or loss previously recognised in OCI is reclassified to Statement of Profit and Loss. For equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investments.

3) *At Fair Value through Profit & Loss (FVTPL)*

FVTPL is a residual category for debt instruments and default category for equity instruments. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However,

Notes to financial statements for the year ended 31st March, 2022

such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in Statement of Profit and Loss if such gain or loss would have otherwise been recognised in Statement of Profit and Loss on disposal of that financial asset.

Impairment of financial assets

The Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure. The Company assesses on a forward looking basis the expected credit losses associated with its receivables based on historical trends and past experience.

The Company follows 'Simplified Approach' for recognition of impairment loss allowance on all trade receivables or contractual receivables. Under the simplified approach, the Company does not track changes in credit risk, but it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. If credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. However, if credit risk

has increased significantly, lifetime ECL is used. ECL impairment loss allowance (or reversal) recognised during the period is recognised as income / (expense) in the Statement of Profit and Loss.

B) Financial Liabilities and equity instruments Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial Liabilities

Financial liabilities are classified, at initial recognition as at amortised cost or fair value through profit or loss. The measurement of financial liabilities depends on their classification, as described below:

1) *At amortised cost*

This is the category most relevant to the Company. After initial recognition, financial liabilities are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

2) *At Fair Value through Profit or Loss (FVTPL)*

A financial liability may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability whose performance is evaluated on a fair value basis, in accordance with

Notes to financial statements for the year ended 31st March, 2022

the Company's documented risk management;

It include financial liabilities held for trading and financial liabilities designated upon initial recognition as such. Subsequently, any changes in fair value are recognised in the Statement of Profit and Loss.

Derecognition of financial liability

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the statement of Profit and Loss.

h Goodwill

Goodwill acquired as a result of demerger of CGD business from Adani Energy Limited is measured at net value as at 31st March, 2015. Goodwill is not amortized but is checked for impairment at regular intervals of time. Impairment shall be recognised when there are certain indications that recoverable amount of cash generating unit is less than its carrying amount.

i Foreign Currency Transactions

Functional and Presentation currency

The financial statements are presented in Indian Rupee (INR), which is entity's functional and presentation currency.

Transactions and Balances

Foreign currency transactions are translated into the functional currency, for initial recognition, using the exchange rates at the dates of the transactions

All foreign currency denominated monetary assets and liabilities are translated at the exchange rates on the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss with the exception of those related to acquisition of a PPE which are capitalised and depreciated over the remaining useful life of the related asset. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognized in the statement of profit and loss except exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

j Employee Benefits

Employee benefits include gratuity, compensated absences, contribution to provident fund, employees' state insurance and superannuation fund.

a) Short Term Employee Benefits

A liability is recognised for benefits accruing to employees in respect of salaries and wages at the undiscounted amount of the benefits expected to be paid wholly within twelve months of rendering the service.

b) Post Employment Benefits

Defined Benefit Plans

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary, using the projected unit credit method. The liability for gratuity is funded annually to a gratuity fund maintained with the Life Insurance Corporation of India.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling (excluding net interest) and the return on plan assets (excluding net

Notes to financial statements for the year ended 31st March, 2022

interest), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods. Net interest is calculated by applying the discount rate to the net balance of defined benefit liability or asset

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss in the line item "Employee Benefits Expense":

- > Service cost including current service cost, past service cost, gains and losses on curtailments and non-routine settlements; and
- > Net interest expense or income

For the purpose of presentation of defined benefit plans, the allocation between short term and long term provisions has been made as determined by an actuary.

Defined Contribution Plans

Retirement benefits in the form of provident fund and superannuation fund are defined contribution schemes. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid.

Compensated absences

Other long term employee benefits comprise of compensated absences/leaves. The Company allocates accumulated leaves between short term and long term liability based on actuarial valuation as at the end of the period. The actuarial valuation is done as per projected unit credit method.

Short term Employee Benefits

Short-term employee benefit obligations are recognised at an undiscounted amount in the statement of profit and loss for the reporting period in which the related services are received.

k Borrowing Costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. The Company considers a period of twelve months or more as a substantial period of time.

Transaction costs in respect of long-term borrowings are amortised over the tenor of respective loans using effective interest method.

All other borrowing costs are expensed in the period in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

l Segment reporting

The Company has a single operating segment i.e. "Sale of Natural Gas". Accordingly, the segment revenue, segment results, segment assets and segment liabilities are reflected in the financial statements themselves as at and for the financial year ended 31st March, 2022 as determined by Chief Operational Decision Maker, in accordance with Ind-AS 108 "Operating Segment".

m Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Notes to financial statements for the year ended 31st March, 2022

The Company recognises a right-of-use asset and a lease liability at the lease commencement date except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

Lease term is a non-cancellable period together with periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments to be paid over the lease term at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. Subsequently, the lease liability is measured at amortised cost using the effective interest method.

n Earning Per Share

Basic Earnings per share is computed by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year. Diluted Earnings per share is computed by dividing the profit attributable to equity holders of the Company (after adjusting for costs associated with dilutive potential equity shares) by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

o Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

a) Current Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date where the Company operates and generates taxable income.

Current tax items, relating to items recognised outside the statement of profit and loss, are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Provision for current tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemption in accordance with the Income Tax Act, 1961.

Current tax assets and liabilities are offset where the Company has a legally enforceable right to offset and intends

Notes to financial statements for the year ended 31st March, 2022

either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

b) Deferred Tax

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of unrecognised deferred tax assets are reviewed at each reporting date to assess their realisability and corresponding adjustment is made to carrying values of deferred tax assets in the financial statements.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset where a legally enforceable right exists to offset current tax assets and liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Net outstanding balance in Deferred Tax account is recognized as deferred tax liability/asset. The deferred tax account is used solely for reversing timing difference as and when crystallized.

Deferred tax assets and liabilities are measured at the tax rates that are

expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

p Investments in subsidiaries, associates and joint ventures

Investments in subsidiaries, associates and joint ventures are accounted for at cost.

q Impairment of Property, Plant and Equipment's and Intangible Assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of

Notes to financial statements for the year ended 31st March, 2022

the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

r Provisions, Contingent Liabilities & Contingent Assets

Provisions are recognised for when the Company has at present, legal or contractual obligation as a result of past events, only if it is probable that an outflow of resources embodying economic outgo or loss will be required and if the amount involved can be measured reliably. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities may arise from litigation, taxation and other claims against the Company. Where it is management's assessment that the outcome is uncertain or cannot be reliably quantified, the claims are disclosed as contingent liabilities unless the likelihood of an adverse outcome is remote such contingent liabilities are disclosed in the notes but are not provided for in the financial statements. Although there can be no assurance regarding

the final outcome of the legal proceedings, the Company does not expect them to have a materially adverse impact on the Company's financial position.

Contingent assets are not recognised in the financial statements. The nature of such assets and an estimate of its financial effect are disclosed in notes to the financial statements.

s Exceptional Items

Exceptional items are generally non-recurring items of income and expense within profit or loss from ordinary activities, which are of such size, nature or incidence that their disclosure is relevant to explain the performance of the Company for the year.

v) Standard issued but not effective

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, as and when they become effective. The Ministry of Corporate Affairs (MCA) has notified certain amendments to Ind AS, through Companies (Indian Accounting Standards) Amendment Rules, 2022 on 23rd March, 2022. These amendments maintain convergence with IFRS by incorporating amendments issued by International Accounting Standards Board (IASB) into Ind AS and has amended the following standards:

1. Ind AS 101 – First-time adoption of Ind AS
2. Ind AS 103 – Business Combinations
3. Ind AS 109 – Financial Instruments
4. Ind AS 16 – Property, Plant and Equipment
5. Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets
6. Ind AS 41 – Agriculture

Notes to financial statements for the year ended 31st March, 2022

3 PROPERTY, PLANT & EQUIPMENTS, INTANGIBLE ASSETS and RIGHT-OF-USE ASSETS

(₹ in Crores)

PARTICULARS	Property, Plant & Equipments							Intangible Assets			Right-of-Use Leases Assets			
	Freehold Land	Building	Office Equipments	Computer	Vehicles	Furniture	Plant & Machinery	Total	Computer Software	Total	Land	Building	Computer	Total
Year Ended 31st March, 2021														
Gross Carrying Value														
Opening Gross Carrying Amount	43.82	61.78	5.27	10.35	0.23	9.31	1,239.49	1,370.25	15.88	15.88	65.41	4.81	1.43	71.65
Addition during the Year	14.12	24.66	0.46	3.46	-	0.02	179.06	221.78	5.90	5.90	15.21	2.69	-	17.90
Deduction during the Year	-	-	-	0.30	0.04	0.72	0.10	1.16	-	-	-	-	-	-
Closing Gross Carrying Value	57.94	86.44	5.73	13.51	0.19	8.61	1,418.45	1,590.87	21.78	21.78	80.62	7.50	1.43	89.55
Accumulated Depreciation														
Opening Accumulated Depreciation	-	5.54	3.73	4.86	0.19	7.12	250.61	272.05	8.38	8.38	3.83	0.91	0.08	4.82
Depreciation/ Amortisation during the year	-	1.34	0.75	2.46	0.02	0.71	50.91	56.19	3.23	3.23	3.12	1.42	0.29	4.83
Deduction during the Year	-	-	-	0.30	0.03	0.72	0.06	1.11	-	-	-	-	-	-
Closing Accumulated Depreciation	-	6.88	4.48	7.02	0.18	7.11	301.46	327.13	11.61	11.61	6.95	2.33	0.37	9.65
Net Carrying Amount as at 31st March, 2021	57.94	79.56	1.25	6.49	0.01	1.50	1,116.99	1,263.74	10.17	10.17	73.67	5.17	1.06	79.90
Year Ended 31st March, 2022														
Gross Carrying Value														
Opening Gross Carrying Amount	57.94	86.44	5.73	13.51	0.19	8.61	1,418.45	1,590.87	21.78	21.78	80.62	7.50	1.43	89.55
Addition during the Year	6.54	13.92	1.48	3.31	-	0.05	409.44	434.74	1.05	1.05	5.67	1.64	-	7.31
Deduction during the Year	-	-	0.01	0.09	-	-	0.38	0.48	-	-	5.76	1.76	-	7.52
Closing Gross Carrying Value	64.48	100.36	7.20	16.73	0.19	8.66	1,827.51	2,025.13	22.83	22.83	80.53	7.38	1.43	89.34
Accumulated Depreciation														
Opening Accumulated Depreciation	-	6.88	4.48	7.02	0.18	7.11	301.46	327.13	11.61	11.61	6.95	2.33	0.37	9.65
Depreciation/ Amortisation during the year	-	1.87	0.71	3.07	-	0.45	68.71	74.81	3.60	3.60	3.58	1.68	0.29	5.55
Deduction during the Year	-	-	0.01	0.08	-	-	0.24	0.33	-	-	0.59	1.62	-	2.21
Closing Accumulated Depreciation	-	8.75	5.18	10.01	0.18	7.56	369.93	401.61	15.21	15.21	9.94	2.39	0.66	12.99
Net Carrying Amount as at 31st March, 2022	64.48	91.61	2.02	6.72	0.01	1.10	1,457.58	1,623.52	7.62	7.62	70.59	4.99	0.77	76.35

Notes:

a) For charges created on aforesaid assets, refer note 18 & 23

Notes to financial statements for the year ended 31st March, 2022

4 Capital Work-in-progress

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Capital Work in Progress (Pertaining to PPE)	1,170.52	696.48
Total	1,170.52	696.48

CWIP ageing schedule - Balances as at 31-03-2022

(₹ in Crores)

Capital Work In Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	883.06	228.34	50.32	8.80	1170.52
Projects temporarily suspended	-	-	-	-	-
Total	883.06	228.34	50.32	8.80	1170.52

CWIP ageing schedule - Balances as at 31-03-2021

(₹ in Crores)

Capital Work In Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	519.70	137.30	30.47	9.01	696.48
Projects temporarily suspended	-	-	-	-	-
Total	519.70	137.30	30.47	9.01	696.48

Notes :

- i) Includes expenditure directly attributable to construction period of ₹ 168.14 Crores (31st March, 2021 : ₹ 106.96 Crores) and capital inventory of ₹ 420.42 Crores (31st March, 2021 : ₹ 299.38 Crores)
- ii) For charges created on aforesaid, refer note 18 & 23
- iii) The Company annually modulates Project execution plans on the basis of developments in CGD eco system and demand potential in various geographies and all the projects are executed as per rolling annual plans and annual cap-ex budgets.

Notes to financial statements for the year ended 31st March, 2022

5 Non - Current Investments

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Unquoted Equity Shares		
In Equity Shares of Joint Venture measured at Cost (fully paid)		
63,11,90,000 Shares (P.Y. : 43,22,50,000 Shares) of ₹ 10 each of Indian Oil-Adani Gas Private Limited	631.19	432.25
1,28,00,000 Shares (P.Y. : NIL) of ₹ 10 each of Smartmeters Technologies Private Limited	12.80	-
In Equity Shares of Company measured at FVTOCI (fully paid)		
36,93,750 Shares (P.Y. : 36,93,750 Shares) of ₹ 10 each of Indian Gas Exchange Limited	3.69	3.69
Total	647.68	435.94
Aggregate value of unquoted investments - Total	647.68	435.94

6 Other Non - Current Financial Assets

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Security Deposits	29.32	40.72
Balances held as Margin Money	315.06	315.10
Fixed Deposits (original maturity more than twelve months)	40.00	40.00
Total	384.38	395.82

Note: Balances held as Margin Money is against credit facilities.

7 Income Tax Assets (Net)

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Advance Payment of Income Tax (net of provisions)	12.32	11.05
Total	12.32	11.05

8 Other Non - Current Assets

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Capital advances	106.10	66.95
Balance with Government Authorities	13.34	13.40
Total	119.44	80.35

Note: Refer note 47 for Related Party Balances

9 Inventories (At lower of Cost or Net Realisable Value)

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Stock of Natural Gas	10.92	2.05
Stores and spares	65.86	49.96
Total	76.78	52.01

Note: For charges created on aforesaid assets, refer note 18 & 23

Notes to financial statements for the year ended 31st March, 2022

10 Trade Receivables

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Secured, considered good	-	-
Unsecured, considered good	186.55	103.68
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit impaired	1.54	0.45
	188.09	104.13
Less: Loss allowance for credit impaired	(1.54)	(0.45)
Total	186.55	103.68

Note:

- i) For charges created on aforesaid assets, refer note 18 & 23
- ii) Refer note 47 for balances with related party
- iii) The Company considers for impairment on its receivables from customers. The risk of recovery is reduced to the extent of security deposits already collected and held as collaterals.

Trade Receivable ageing schedule - Balance as at 31-03-2022

(₹ in Crores)

Sr No	Particulars	Not Due	Outstanding for following periods from due date of receipt				Total	
			Less than 6 months	6 Months - 1 year	1-2 Years	2-3 Years		More than 3 years
1	Undisputed Trade receivables - Considered good	147.59	31.95	1.69	1.97	2.37	0.98	186.55
2	Undisputed Trade receivables - which have significant increase in risk	-	-	-	-	-	-	-
3	Undisputed Trade receivables - credit impaired	-	-	-	-	-	1.45	1.45
4	Disputed Trade receivables - Considered good	-	-	-	-	-	-	-
5	Disputed Trade receivables - which have significant increase in risk	-	-	-	-	-	-	-
6	Disputed Trade receivables - credit impaired	-	-	0.01	0.03	0.01	0.04	0.09
7	Provision for Doubtful Debt	-	-	-	-	-	-	(1.54)
	Total	147.59	31.95	1.70	2.00	2.38	2.47	186.55

Notes to financial statements for the year ended 31st March, 2022

10 Trade Receivables (Contd.)

Trade Receivable ageing schedule - Balance as at 31-03-2021 (₹ in Crores)

Sr No	Particulars	Not Due	Outstanding for following periods from due date of receipt					Total
			Less than 6 months	6 Months - 1 year	1-2 Years	2-3 Years	More than 3 years	
1	Undisputed Trade receivables - Considered good	86.23	12.91	0.37	2.43	0.93	0.81	103.68
2	Undisputed Trade receivables - which have significant increase in risk	-	-	-	-	-	-	-
3	Undisputed Trade receivables - credit impaired	-	-	-	-	-	0.23	0.23
4	Disputed Trade receivables - Considered good	-	-	-	-	-	-	-
5	Disputed Trade receivables - which have significant increase in risk	-	-	-	-	-	-	-
6	Disputed Trade receivables - credit impaired	-	0.02	0.02	0.03	0.02	0.13	0.22
7	Provision for Doubtful Debt	-	-	-	-	-	-	(0.45)
	Total	86.23	12.93	0.39	2.46	0.95	1.17	103.68

11 Cash and Cash equivalents

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Balances with banks		
- In current accounts	31.13	10.23
Total	31.13	10.23

Note: i) For charges created on aforesaid assets, refer note 18 & 23

12 Bank balances other than Cash and Cash equivalents

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Balances held as Margin Money	3.00	0.58
Fixed Deposits (with original maturity for more than three months)	0.14	0.03
Earmarked balances in unclaimed dividend accounts	0.05	0.03
Total	3.19	0.64

Note: i) For charges created on aforesaid assets, refer note 18 & 23

13 Current Loans

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Loan to employees	0.35	0.20
Total	0.35	0.20

Note: i) Refer note 47 for Related Party Balances

Notes to financial statements for the year ended 31st March, 2022

14 Other Current Financial Assets

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Interest accrued but not due on deposits	5.01	4.64
Contract Asset - Unbilled Receivable (refer note 48)	29.44	16.93
Other Receivables	2.04	9.35
Total	36.49	30.92

Notes:

- Refer note 47 for Related Party Balances
- For charges created on aforesaid assets, refer note 18 & 23

15 Other Current Assets

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Advance for supply of goods or services	5.37	6.24
Balances with Government authorities	3.82	3.22
Prepaid Expenses	18.01	16.17
Total	27.20	25.63

Notes:

- Refer note 47 for Related Party Balances
- For charges created on aforesaid assets, refer note 18 & 23

16 Equity Share Capital

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Authorised Share Capital 5,09,95,00,000 (P.Y. - 5,09,95,00,000) equity shares of ₹ 1/- each	509.95	509.95
Total	509.95	509.95
Issued, Subscribed and fully paid-up equity shares 1,09,98,10,083 (P.Y. - 1,09,98,10,083) Fully paid up Equity shares of ₹ 1/- each	109.98	109.98
Total	109.98	109.98

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	As at 31 st March, 2022		As at 31 st March, 2021	
	No. of Shares	(₹ in Crores)	No. of Shares	(₹ in Crores)
At the beginning of the year	1,09,98,10,083	109.98	1,09,98,10,083	109.98
Issued during the year	-	-	-	-
Outstanding at the end of the year	1,09,98,10,083	109.98	1,09,98,10,083	109.98

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders. The dividend proposed by the Board of Directors if any, is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

Notes to financial statements for the year ended 31st March, 2022

16 Equity Share Capital (Contd.)

c. Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	No. Shares	% holding in the class	No. Shares	% holding in the class
Equity shares of ₹ 1 each fully paid				
Shri Gautam S. Adani/Shri Rajesh S. Adani (on behalf S. B. Adani Family Trust)	40,22,94,988	36.58%	40,22,94,988	36.58%
TotalEnergies Holdings SAS	41,13,31,740	37.40%	41,13,31,740	37.40%
Life Insurance Corporation of India	5,62,17,947	5.11%	-	-

d. Details of shares held by promoters

Particulars	As at 31 st March, 2022			As at 31 st March, 2021		
	No. of Shares	% holding in the class	% Change	No. of Shares	% holding in the class	% Change
S. B. Adani Family Trust (SBAFT)	40,22,94,988	36.58%	0.00%	40,22,94,988	36.58%	0.00%
Gautam S. Adani Family Trust (GSAFT)	88,36,750	0.80%	0.00%	88,36,750	0.80%	0.00%
Rahi Rajeshkumar Adani	1,00,000	0.01%	0.00%	1,00,000	0.01%	0.00%
Vanshi Rajesh Adani	1,00,000	0.01%	0.00%	1,00,000	0.01%	0.00%
Gautambhai Shantilal Adani	1	0.00%	0.00%	1	0.00%	0.00%
Rajeshbhai Shantilal Adani	1	0.00%	0.00%	1	0.00%	0.00%
Total Energies Holdings SAS	41,13,31,740	37.40%	0.00%	41,13,31,740	37.40%	0.00%

17 Other Equity

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
(A) Capital Reserve		
Balance as at the beginning/end of the year	146.21	146.21
	146.21	146.21
(B) Retained Earnings		
Opening Balance	1,696.23	1,224.13
Add: Profit for the year	504.66	471.95
Add: Other Comprehensive Income/(Loss)	0.41	0.15
Less: Dividend on Equity Shares	(27.50)	-
Closing Balance	2,173.80	1,696.23
Total	2,320.01	1,842.44

Nature and purpose of each reserve :

a) Capital Reserve

The capital reserve was created as per Composite scheme of arrangement among Adani Gas Holding Limited and Adani Gas Limited and Adani Enterprise Limited and their respective shareholders and creditors under section 230 to 232 of the Companies Act, 2013 approved by National Company Law Tribunal ("NCLT") Bench at Ahmedabad vide its order dated 3rd August, 2018. Hence, the same is not considered as a free reserve for the purpose of distribution of dividends.

b) Retained Earnings

The portion of profits not distributed among the shareholders are termed as retained earnings (free reserves). The Company may utilize the retained earnings for making investments for future growth and expansion plans, for the purpose of generating higher returns for the shareholders, for distributing dividend and bonus or for any other purpose, as approved by the Board of Directors of the Company.

Notes to financial statements for the year ended 31st March, 2022

18 Non - Current Borrowings (At amortised cost)

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Secured borrowings		
Term Loans from Banks (refer note a & b)	352.41	307.88
Unsecured borrowings		
10% Cumulative Redeemable Preference Share	-	0.05
Total	352.41	307.93

Notes:

a) Security Details:

Rupee Term Loans from bank is secured by

- First pari passu charge and hypothecation charge on over all present and future movable Plant and Machinery and other movable assets on the respective existing GAs of ATGL for which capex funding is to be done.
- Second pari passu charge on over all current assets uncalled capital, goodwill, cash flows, receivables, book debt and revenue, present & future, located or pertaining to repective existing GAs of ATGL for capex funding is to be done.

b) Repayment terms:

- i) Rupee Term Loan of ₹ 130.25 Crores is repayable in 11 Quarterly Instalments of ₹ 10.42 Crores each from Q1 F.Y.22-23 to Q3 F.Y.24-25 and final instalment of ₹ 15.63 Crores in Q4 F.Y. 24-25 and said loan carries interest rate equal to the benchmark rate, presently @ 7.25% and is payable on monthly basis.
- ii) Rupee Term Loan of ₹ 74.97 Crores is repayable at 1 Quarterly Instalments of ₹ 3.57 Crores in Q1 F.Y. 22-23, 10 Quarterly Instalments of ₹ 5.71 Crores each from Q2 F.Y. 22-23 to Q3 F.Y. 24-25, instalment of ₹ 7.85 Crores in Q4 F.Y. 24-25 and final instalment of ₹ 6.43 Crores in Q1 F.Y. 25-26 and said loan carries interest rate equal to the benchmark rate, presently @ 7.30% and is payable on monthly basis.
- iii) Rupee Term Loan of ₹ 45.10 Crores is repayable in 2 Quarterly Instalments of ₹ 2.05 Crores each from Q1 to Q2 F.Y. 22-23, 8 Quarterly Instalments of ₹ 3.28 Crores each from Q3 F.Y. 22-23 to Q2 F.Y. 24-25 and final 4 Quarterly Instalments of ₹ 3.69 Crores each from Q3 F.Y. 24-25 to Q2 F.Y.25-26 & said loan carries interest rate equal to the benchmark rate, presently @ 7.05% and is payable on monthly basis.
- iv) Rupee Term Loan of ₹ 58.59 Crores is repayable in 25 Quarterly Instalments of ₹ 2.34 Crores each from Q1 F.Y. 22-23 to Q1 F.Y. 28-29, and said loan carries interest rate equal to the benchmark rate, presently @ 7.80% and is payable on monthly basis.
- v) Rupee Term Loan of ₹ 150 Crores is repayable in 1st Instalment of ₹ 7.50 Crores in Q3 F.Y. 22-23, 2 Half yearly Instalments of ₹ 15 Crores each started from Q4 F.Y. 22-23 to Q2 23-24, another Half yearly Instalment of ₹ 30 Crores in Q4 F.Y. 23-24, and final 2 half yearly Instalments of ₹ 41.25 Crores each in Q2 & Q4 F.Y.24-25 and said loan carries interest rate equal to the benchmark rate, presently @ 5.05% and is payable on monthly basis.
- vi) For current maturities of non current borrowing, refer note 23 "Current Borrowings".

19 Non - Current Lease Liabilities

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Lease Liabilities (Refer note 49)	35.74	37.47
Total	35.74	37.47

Notes to financial statements for the year ended 31st March, 2022

20 Other Non - Current Financial Liabilities

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Retention Money	5.36	1.12
Total	5.36	1.12

21 Non - Current Provisions

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Provision for Employee Benefits		
Provision for compensated absences (Refer note 44)	4.57	4.58
Total	4.57	4.58

22 Deferred Tax Liabilities (Net)

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Deferred Tax Liabilities		
Property, Plant & Equipment, Other Intangible assets and Right-of-Use Assets	152.59	127.38
Gross Deferred Tax Liabilities	152.59	127.38
Deferred Tax Assets		
Employee Benefit Liability	3.54	3.36
Allowance for credit losses	0.39	0.11
Lease Liability	9.99	10.28
Others	1.86	3.14
Gross Deferred Tax Assets	15.78	16.89
Net Deferred Tax Liabilities - Total	136.81	110.49

a. Movement in Deferred Tax Liability (net) for the year ended 31-03-2022

(₹ in Crores)

Particulars	As at 1 st April, 2021	Recognised in profit and loss	Recognised in OCI	As at 31 st March, 2022
Tax effect of items constituting deferred tax liabilities:				
Difference between book base and tax base of Property, Plant & Equipment, Other Intangible assets and Right-of-Use Assets	127.38	25.21	-	152.59
Total	127.38	25.21	-	152.59
Tax effect of items constituting deferred tax asset:				
Employee Benefit Liability	3.36	0.32	(0.14)	3.54
Allowance for credit losses	0.11	0.28	-	0.39
Lease Liability	10.28	(0.29)	-	9.99
Others	3.14	(1.28)	-	1.86
Total	16.89	(0.97)	(0.14)	15.78
Net Deferred Tax Liability	110.49	26.18	0.14	136.81

Notes to financial statements for the year ended 31st March, 2022

22 Deferred Tax Liabilities (Net) (Contd.)

b. Movement in Deferred Tax Liability (net) for the year ended 31-03-2021 (₹ in Crores)

Particulars	As at 1 st April, 2020	Recognised in profit and loss	Recognised in OCI	As At 31 st March, 2021
Tax effect of items constituting deferred tax liabilities:				
Difference between book base and tax base of Property, Plant & Equipment, Other Intangible assets and Right-of-Use Assets	101.38	26.00	-	127.38
Total	101.38	26.00	-	127.38
Tax effect of items constituting deferred tax asset:				
Employee Benefit Liability	3.49	(0.08)	(0.05)	3.36
Allowance for credit losses	0.22	(0.11)	-	0.11
Lease Liability	2.99	7.29	-	10.28
Others	4.41	(1.27)	-	3.14
Total	11.11	5.83	(0.05)	16.89
Net Deferred Tax Liability	90.27	20.17	0.05	110.49

23 Current Borrowings

	As at 31 st March, 2022	As at 31 st March, 2021
Secured Borrowings		
Term Loans (refer note - a)	360.00	-
Trade Credits From Banks (refer note - b)	178.89	44.85
Bank Overdraft Facilities	-	77.91
Current maturities of non current borrowings (refer note 18)	104.17	57.59
Total	643.06	180.35

Notes:

a) Current Loan from Bank amounting to ₹ 300 Crore is secured by First Pari paasu charge over the current assets both present and future cashflows, receivables, book debts, commissions and revenues.

Current Loan from Bank amounting to ₹ 60 Crore is secured by First Pari passu charge over current assets of the existing four geographical areas and Second Pari pasu charge over movable fixed assets of existing four geographical areas.

b) Trade credits from Banks aggregating to ₹ 178.89 Crore are secured or to be secured by First Pari paasu charge over the current and moveable assets of the Geographical Areas allotted under 9th Round of CGD Bidding , exclusive charge over the capital goods purchased and subsequent charge on all current assets and movable fixed assets, both present and future of the borrower

24 Current Lease Liabilities

	As at 31 st March, 2022	As at 31 st March, 2021
Lease Liabilities (Refer note 49)	3.95	3.37
Total	3.95	3.37

Notes to financial statements for the year ended 31st March, 2022

25 Trade Payables

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Trade Payables		
i. Total outstanding dues of micro and small enterprises	0.71	5.88
ii. Total outstanding dues of creditors other than micro and small enterprises	164.79	109.64
Total	165.50	115.52

Notes:

- Refer note 47 for Related Party Balances
- Disclosures required under Section 22 of the Micro, Small and Medium Enterprise Development Act, 2006

(₹ in Crores)

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	0.71	5.88
ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed date	-	-
iv) The amount of interest due and payable for the year	-	-
v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

The information on Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding as at the Balance Sheet date, has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance sheet date. These facts have been relied upon by the auditors.

Trade Payable ageing schedule - Balances as at 31-03-2022

(₹ in Crores)

Sr No	Particulars	Not Due	Outstanding for following periods from due date of Payment				Total
			Less than 1 year	1-2 years	2-3 Years	More than 3 years	
1	MSME	0.68	0.03	-	-	-	0.71
2	Others	60.19	101.98	0.13	0.10	0.05	162.45
3	Disputed dues - MSME	-	-	-	-	-	-
4	Disputed dues - Others	-	-	-	-	2.34	2.34
	Total	60.87	102.01	0.13	0.10	2.39	165.50

Notes to financial statements for the year ended 31st March, 2022

25 Trade Payables (Contd.)

Trade Payable ageing schedule - Balances as at 31-03-2021

(₹ in Crores)

Sr No	Particulars	Not Due	Outstanding for following periods from due date of Payment				Total
			Less than 1 year	1-2 years	2-3 Years	More than 3 years	
1	MSME	5.88	-	-	-	-	5.88
2	Others	45.75	61.36	0.14	0.02	0.03	107.30
3	Disputed dues - MSME	-	-	-	-	-	-
4	Disputed dues - Others	-	-	-	2.34	-	2.34
	Total	51.63	61.36	0.14	2.36	0.03	115.52

26 Other Current Financial Liabilities

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Interest accrued but not due on borrowings	3.73	2.26
Unclaimed Dividend	0.04	0.03
Security Deposit from Customers	425.49	352.80
Security Deposit from Contractors	0.73	0.64
Other payables		
- Retention money payable	89.63	47.79
- Capital Creditors	94.33	80.82
- Others	0.03	-
Total	613.98	484.34

Note: i) Refer note 47 for Related Party Balances

27 Other Current Liabilities

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Revenue received in advance		
Contract Liability - Advances from Customers (Refer Note 48)	6.84	0.22
Statutory Liabilities	21.46	17.98
Total	28.30	18.20

28 Current Provisions

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Provision for Employee Benefits		
Provision for Gratuity (Refer note 44)	5.29	5.10
Provision for compensated absences (Refer note 44)	1.99	1.36
Total	7.28	6.46

Notes to financial statements for the year ended 31st March, 2022

29 Current Tax Liabilities (net)

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Provision for Tax (net of advance tax and tax deducted at source)	2.06	-
Total	2.06	-

30 Revenue from Operations

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Revenue from Contract with Customers		
Sale of Goods		
CNG Sales	1,413.52	739.01
PNG Sales	1,745.68	1,023.75
Sale of Services		
Connection Income	10.88	7.21
Transportation Income	-	2.53
Other Operating Revenues		
Revenue from EPC Contract	16.28	-
Others	20.00	11.97
Total	3,206.36	1,784.47

Note: i) Refer note 47 for Related Party Balances

31 Other Income

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Interest Income		
Inter Corporate Loans	-	0.87
Bank Deposits	28.19	26.73
Others	0.03	0.88
Net Gain on Sale of Current Investments	0.18	0.57
Net Gain on Sale of Property, plant and equipment	0.08	0.04
Liabilities no longer required written back	5.92	9.81
Sale of Stores and Spares	0.60	0.02
Corporate Guarantee Income	3.61	3.53
Other non-operating income	2.89	1.91
Total	41.50	44.36

Note: i) Refer note 47 for Related Party Balances

Notes to financial statements for the year ended 31st March, 2022

32 Cost of Natural Gas and Traded Items

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Cost of Natural Gas	1,922.29	770.70
Cost of EPC Contract	16.24	-
Total	1,938.53	770.70

33 Changes in Inventories

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Opening Stock of Finished Goods / Stock in Trade	2.05	0.97
Less: Closing Stock of Finished Goods / Stock in Trade	10.92	2.05
Total	(8.87)	(1.08)

34 Employee Benefits Expense

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Salaries, wages and Bonus	47.60	45.46
Contribution to Provident and Other Funds	3.86	3.75
Staff Welfare Expenses	3.27	2.31
Total	54.73	51.52

35 Finance costs

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Interest on		
Term Loan	32.10	30.58
Security Deposit	5.78	4.71
Income Tax	-	0.29
Lease liabilities	2.83	1.51
Others	7.58	0.69
Other Borrowing Costs		
Bank and Other Finance Charges	4.44	2.70
Total	52.73	40.48

Notes to financial statements for the year ended 31st March, 2022

36 Other Expenses

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Consumption of stores and spare parts	9.67	7.90
Job Work Charges	20.94	6.32
Power and fuel	54.24	27.10
Transportation Charges	55.29	22.24
Foreign Exchange Loss	0.02	-
Security Expenses	5.49	3.64
Facilitation Fees	2.74	0.64
Commission & Brokerage	2.31	1.02
Rent (Refer note 49)	13.40	5.65
Repairs and Maintenance		
Plant and Machinery	46.50	35.29
Buildings	0.83	0.75
Others	1.32	3.25
Insurance Expenses	1.41	1.11
Rates and Taxes	7.68	5.77
Legal and Professional Expenses	17.52	23.21
Travelling and Conveyance Expenses	3.50	2.84
Bid and Tender Expenses	7.27	-
Advertisement and Business Promotion Expenses	6.79	2.28
Office Expenses	1.19	1.12
Communication & IT Expenses	7.65	9.60
Printing and Stationery Expenses	0.81	0.90
Donations	0.13	0.05
Corporate Social Responsibility Expenses (Refer note 43)	10.27	7.82
Directors' Sitting Fees	0.37	0.27
Commission to Non Executive Directors	0.94	0.86
Payment to Auditors		
Statutory Audit Fees	0.15	0.14
Others	0.02	0.01
Write-off for Doubtful Debt, Loans & Advances	0.01	0.08
Allowances for Credit Losses	1.10	(0.43)
Miscellaneous Expenses	0.86	0.71
Total	280.42	170.14

Note: i) Refer note 47 for Related Party Balances

Notes to financial statements for the year ended 31st March, 2022

37 Exceptional Items

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
S.Tax liability on gas connection income (refer note -a)	-	9.99
Project Written Off (refer note- b)	-	4.48
Total	-	14.47

Notes:

- a) During the FY 2020-21, the Company received an order dated 28th August, 2020 from the Hon'ble Supreme Court of India with respect to Service Tax liability on gas connection income pertaining to FY 2008-09. Pursuant to the order, the Company has recognized and paid ₹ 9.99 Crores towards Service Tax Liability including interest and penalty thereon.
- b) During the FY 2020-21, the Company has written off ₹ 4.48 Crore towards expenditure incurred for a GA that was bid by the Company, pursuant to the order received for withdrawal of contempt petition from Hon'ble Supreme Court.

38 Income Tax

- a. The major components of income tax expense for the year ended 31st March, 2022 and 31st March, 2021 are:

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Income Tax Expense :		
Current Tax:		
Current Income Tax Charge	148.19	139.09
Total (a)	148.19	139.09
Deferred Tax		
In respect of current year origination and reversal of temporary differences	26.19	20.17
Total (b)	26.19	20.17
Total (a+b)	174.38	159.26

- b. Reconciliation of Income Tax Expense with Accounting Profit

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Profit before Tax as per statement of Profit and Loss	679.04	631.21
Income tax using the Company's domestic tax rate 25.17% (as at 31 st March, 2021 @ 25.17%)	170.90	158.86
Tax Effect of :		
Expenses not deductible for tax purposes	2.62	2.69
Adjustment of earlier years	1.13	0.55
Others	(0.27)	(2.85)
Income Tax recognised in statement of profit and loss at effective rate	174.38	159.26

Notes to financial statements for the year ended 31st March, 2022

39 Contingent Liabilities and Commitments (to the extent not provided for) : (₹ in Crores)

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
(i) Contingent Liabilities :		
a) Claims against the Company not acknowledged as Debts	20.03	-
b) Pending labour matters contested in various courts	0.47	0.99
c) Cases pending in Consumer Forums	0.77	0.77
d) Cases pending in MACT	0.10	0.10
e) In respect of Service tax, Excise Duty and VAT	29.31	29.31
f) In respect of Income Tax	2.38	2.68
g) Special Civil Suits	0.25	0.25
h) Property Tax	11.86	11.69
i) Other Litigation	0.37	0.37
Total	65.54	46.16
j) The Code on Social Security, 2020 ("Code") relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.		
k) Gas suppliers have submitted a claim of ₹ 77.51 Crores pertaining to earlier years (FY 2013-14 to FY 2020-21) for use of allocated gas for other than specified purpose. The Company has refuted this claim contending that there is a gross error in actual domestic gas purchase and actual sales considered by the suppliers. The management is of the view that the Company is not liable to pay any such claim. The Company has already taken up the matter with concerned entities/authorities to withdraw the claim.		
l) Haryana Shehri Vikas Pradhikaran ("HSVP") has raised demand notes of ₹ 39.18 crores against plot of lands allotted by HSVP to the Company for CNG gas stations. Presently the Company does not have any basis of the computation of the claim. The Company is regularly paying all the lease rentals and has made a requisite provision on the basis of the allotment letter. The Company is of the opinion that, as remaining amount is not clear and ascertainable and is beyond the terms of allotment letters, hence not provided in the books.		
m) OMCs namely IOCL, HPCL and BPCL vide letters dated November 30, 2021 have communicated their proposal on the revision of trade discount they wish to make applicable to various geographies of the Company as per the recommendation of the De-Novo study by IIM Bengaluru. The Company had suitably taken up with the OMCs and Ministry of Petroleum & Natural Gas replied vide letters dated December 7, 2021, that any revision in the trade discount must be mutually discussed and agreed between OMCs and the Company. The issue is pending for further discussions with the OMCs. As the issue is applicable to the CGD entities at large, the Company is hopeful of arriving at amicable resolution of the subject issue and as such the quantification of any additional liability is not ascertainable at this stage.		

(₹ in Crores)

Particular	As at 31 st March, 2022	As at 31 st March, 2021
(ii) Commitments :		
a) Estimated amount of contract on capital account to be executed and not provided for (net of advance)	665.86	631.24
b) Corporate Guarantee on behalf of Joint Venture Company	3,533.46	3,533.46
	4,199.32	4,164.70

Notes:

- Interest on the above contingencies is not included in the above amounts wherever not ascertainable.
- Management is not expecting any future cash outflow with respect to above litigations.

Notes to financial statements for the year ended 31st March, 2022

40 Expenses Directly Attributable To Construction Period

The following expenses which are specifically attributable to construction of project are included in Capital Work-in-Progress (CWIP) :

Particulars	(₹ in Crores)	
	As at 31 st March, 2022	As at 31 st March, 2021
Opening Balances	106.96	61.66
Employee Benefits Expense	36.22	31.95
Finance Cost	11.08	6.67
Operating and Other Expenses	60.58	27.97
Project Expenses	6.58	2.96
	221.43	131.21
Less:		
Project Written Off	-	2.98
Capitalisations	53.29	21.27
Closing Balances	168.14	106.96

41 Financial Instruments, Financial Risk and Capital Management :

A) Accounting Classification and Fair Value Hierarchy

Financial Assets and Liabilities

The Company's principal financial assets include loans and trade receivables, cash and cash equivalents and other receivables. The Company's principal financial liabilities comprise of borrowings, provisions, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and projects.

Fair Value Hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level-1 : Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level-2 : Inputs are other than quoted prices included within Level-1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level-3 : Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on the assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The following tables summarises carrying amounts of financial instruments by their categories and their levels in fair value hierarchy for each year end presented.

Notes to financial statements for the year ended 31st March, 2022

41 Financial Instruments, Financial Risk and Capital Management : (Contd.)

As at 31-03-2022

(₹ in Crores)

Particulars	Refer Note	Fair Value through OCI (Level-2)	Amortised cost	Total
Financial Assets				
Cash and cash equivalents	11	-	31.13	31.13
Other Bank balances	12	-	3.19	3.19
Investments	5	3.69	-	3.69
Trade Receivables	10	-	186.55	186.55
Loans	13	-	0.35	0.35
Other Financial Assets	6, 14	-	420.87	420.87
Total		3.69	642.09	645.78
Financial Liabilities				
Borrowings	18, 23	-	995.47	995.47
Lease Liability	19, 24	-	39.69	39.69
Trade Payables	25	-	165.50	165.50
Other Financial Liabilities	20, 26	-	619.34	619.34
Total		-	1,820.00	1,820.00

As at 31st March, 2021

(₹ in Crores)

Particulars	Refer Note	Fair Value through OCI (Level-2)	Amortised cost	Total
Financial Assets				
Cash and cash equivalents	11	-	10.23	10.23
Other Bank balances	12	-	0.64	0.64
Investments	5	3.69	-	3.69
Trade Receivables	10	-	103.68	103.68
Loans	13	-	0.20	0.20
Other Financial Assets	6, 14	-	426.74	426.74
Total		3.69	541.49	545.18
Financial Liabilities				
Borrowings	18, 23	-	488.28	488.28
Lease Liability	19, 24	-	40.84	40.84
Trade Payables	25	-	115.52	115.52
Other Financial Liabilities	20, 26	-	485.46	485.46
Total		-	1,130.10	1,130.10

Notes :

- Investments exclude Investment in Joint Venture.
- Carrying amounts of current financial assets and liabilities as at the end of the each year presented approximate the fair value because of their short term nature. Difference between carrying amounts and fair values of other non-current financial assets and liabilities subsequently measured at amortised cost is not significant in each of the year presented.

Notes to financial statements for the year ended 31st March, 2022

41 Financial Instruments, Financial Risk and Capital Management : (Contd.)

B) Financial Instruments and Financial Risk Review

In the ordinary course of business, the Company is mainly exposed to risks resulting from interest rate movements, exchange rate fluctuation collectively referred as Market Risk, Credit Risk, Liquidity Risk and other price risks such as equity price risk. The Company's senior management oversees the management of these risks.

The Company's risk management activities are subject to the management direction and control under the framework of Risk Management Policy as approved by the Board of Directors of the Company. The Management ensures appropriate risk governance framework for the Company through appropriate policies and procedures and that risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Company is mainly exposed to risks resulting from interest rate risk, credit risk and liquidity risk.

i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk, price risk.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to changes in interest rates due to its financing, investing and cash management activities. The risks arising from interest rate movements arise from borrowings with variable interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

The Company's risk management activities are subject to the management, direction and control of Central Treasury Team of the Adani Group under the framework of Risk Management Policy for interest rate risk. The Group's central treasury team ensures appropriate financial risk governance framework for the Company through appropriate policies and procedures and that financial risks are identified, measured and mitigated in accordance with the Group's policies and risk objectives.

For Company's total borrowings, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year however the year end balances are not necessarily representative of the average debt outstanding during the year.

Particulars	(₹ in Crores)	
	As at 31 st March, 2022	As at 31 st March, 2021
Total Exposure of the Company to the variable rate of Borrowings	816.58	443.38

In case of fluctuation in interest rates by 50 basis points and all other variable were held constant, the Company's profit for the year would increase or decrease as follows

Particulars	(₹ in Crores)	
	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Impact on profit before tax for the year	4.08	2.22

b) Foreign Currency Risk

Foreign Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the company's operating and financing activities. Since, the transactions in

Notes to financial statements for the year ended 31st March, 2022

41 Financial Instruments, Financial Risk and Capital Management : (Contd.)

foreign currency are limited, the exposure to foreign currency risk is minimal and hence no hedging is opted.

The details of foreign currency exposures not hedged by derivative instruments are as under :-

Particulars	Currency	As at 31 st March, 2022		As at 31 st March, 2021	
		Forex	₹ in Crore	Forex	₹ in Crore
Trade Payables	USD	9,327.43	0.07	37,993.00	0.28
Trade Payables	EUR	-	-	1,32,660.00	1.18

Every percentage point depreciation / appreciation in the exchange rate between the Indian Rupee and the Foreign Currency, would have affected the Company's profit from Continuing Operation for the year as follows:

Particulars	(₹ in Crores)	
	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
USD Sensivity	0.00	0.01
EUR Sensivity	-	0.06

c) Price risk

Risk arising on account of fluctuations in price of natural gas is mitigated by ability to pass on the fluctuations in prices to customers over period of time. The Company monitors movements in the prices closely on regular basis.

The Company's exposure to price risk in the investment in mutual funds and classified in the balance sheet as fair value through profit or loss. Management monitors the prices closely to mitigate its impact on profit and cash flows. Since these investments are insignificant, the exposure to equity price changes is minimal.

The Company has given corporate guarantees to fulfil the collateral requirements of the joint ventures companies. The counterparties have an obligation to return the guarantees to the Company. There are no other significant terms and conditions associated with the use of guarantee.

ii) Credit risk

Credit risk refers to the risk that a counterparty or customer will default on its contractual obligations resulting in a loss to the Company. Financial instruments that are subject to credit risk principally consist of Loans, Trade and Other Receivables, Cash & Cash Equivalents, Investments and Other Financial Assets. The carrying amounts of financial assets represent the maximum credit risk exposure.

Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of counter parties on continuous basis with appropriate approval mechanism for sanction of credit limits. Credit risk from balances with banks, financial institutions and investments is managed by the Company's treasury team in accordance with the Company's risk management policy. Cash and cash equivalents and Bank deposits are placed with banks having good reputation, good past track record and high quality credit rating.

Movement in expected credit loss allowance on trade receivables

Particulars	(₹ in Crores)	
	As at 31 st March, 2022	As at 31 st March, 2021
Opening Balance of Credit Losses	0.45	0.88
Changes during the year	1.09	(0.43)
Closing Balance of Credit Losses	1.54	0.45

Notes to financial statements for the year ended 31st March, 2022

41 Financial Instruments, Financial Risk and Capital Management : (Contd.)

iii) Liquidity Risk

Liquidity risk refers the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities. The Company monitors its risk of shortage of funds using cash flow forecasting models. These models consider the maturity of its financial investments, committed funding and projected cash flows from operations. The Company's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner and to manage its capital structure. A balance between continuity of funding and flexibility is maintained through continued support from lenders, trade creditors as well as through issue of equity shares.

Maturity profile of financial liabilities :

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payment:

As at 31-03-2022 (₹ in Crores)

Particulars	Refer Note	Less than 1 year	1 to 5 year	More than 5 Years	Total
Borrowings	18, 23	643.81	342.28	11.72	997.81
Trade Payables	25	165.50	-	-	165.50
Lease Liability	19, 24	5.99	21.61	45.41	73.01
Other Non Current Financial Liabilities	20	-	5.36	-	5.36
Other Current Financial Liabilities	26	613.98	-	-	613.98

As at 31st March, 2021 (₹ in Crores)

Particulars	Refer Note	Less than 1 year	1 to 5 year	More than 5 Years	Total
Borrowings	18, 23	180.66	287.87	21.09	489.62
Trade Payables	25	115.52	-	-	115.52
Lease Liability	19, 24	5.80	21.29	50.91	78.00
Other Non Current Financial Liabilities	20	-	1.12	-	1.12
Other Current Financial Liabilities	26	484.34	-	-	484.34

iv) Capital Management

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

The Company sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirements are met through a mixture of equity, internal fund generation, and other non-current/current borrowings. The Company's policy is to use current and non-current borrowings to meet anticipated funding requirements. The Company monitors capital on the basis of the net debt to equity ratio.

Notes to financial statements for the year ended 31st March, 2022

41 Financial Instruments, Financial Risk and Capital Management : (Contd.)

Particulars	Note	(₹ in Crores)	
		As at 31 st March, 2022	As at 31 st March, 2021
Net debt (total debt less cash and cash equivalents) (A)	18,23,11 and 12	961.15	477.41
Total capital (B)	16 and 17	2,429.99	1,952.42
Total capital and net debt C=(A+B)		3,391.14	2,429.83
Gearing ratio (A/C)		28%	20%

Management monitors the return on capital, as well as the level of dividends to equity shareholders. In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. No changes were made in the objectives, policies or processes for managing capital during the year ended 31st March, 2022 and 31st March, 2021 respectively.

42 Earnings Per Share (EPS)

Pursuant to the Indian Accounting Standard (Ind AS- 33) – Earnings per Share, the disclosure is as under:

Particulars	UOM	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Basic and Diluted EPS			
Net Profit after tax attributable to Equity Shareholders	(₹ in Crores)	504.66	471.95
Weighted Average Number of Equity Shares for basic and diluted EPS	No	1,09,98,10,083	1,09,98,10,083
Nominal Value of equity share	₹	1	1
Basic and Diluted EPS	₹	4.59	4.29

43 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a corporate social responsibility (CSR) committee has been formed by the Company. The Company is liable to incur CSR expense as per requirement of Section 135 of Companies Act, 2013. Accordingly, it has incurred expenses of ₹10.27 Crore (Previous year - ₹7.82 Crore) on the activities which are specified in Schedule VII of the Companies Act, 2013.

(a) Gross amount as per the limits of Section 135 of the Companies Act, 2013 : ₹ 10.26 Crore

(b) Amount spent during the period : ₹ 10.27 Crore (Previous year - ₹7.82 Crore)

Particulars	(₹ in Crores)	
	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
(i) Amount required to be spent by the company during the year	10.26	7.82
(ii) Amount of expenditure incurred	10.27	7.82
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous years shortfall	-	-
Total amount contributed during the year	10.27	7.82

(v) Reason for shortfall : Not Applicable

(vi) CSR activities for green environment and promotion of natural gas i.e. Compressed Bio-Gas (CBG) Project through Implementing agency Adani Foundation

(vii) Out of note (b) above ₹ 10.27 Crores (Previous year : ₹ 2.82 Crores) contributed to one of the related parties, Adani Foundation.

Notes to financial statements for the year ended 31st March, 2022

44 The Company has made provision in the accounts for Gratuity based on actuarial valuation. The particulars under the Ind AS 19 "Employee Benefits" furnished below are those which are relevant and available to the Company for this year.

a) **Contributions to Defined Contribution Plan, recognised as expense for the year are as under:**

Particulars	(₹ in Crores)	
	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Provident Fund	1.79	1.75
Super Annuation Fund	0.01	0.02
Total	1.80	1.77

b) **Defined Benefit Obligations :**

The Company has a defined benefit gratuity plan (funded) and is governed by the Payment of Gratuity Act, 1972. Under the Act, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The scheme is funded with Life Insurance Corporation of India (LIC) in form of a qualifying insurance policy with effect from September 01, 2010 for future payment of gratuity to the employees.

Liability in respect of Gratuity is determined based on actuarial valuation done by actuary as at the balance sheet date. Each year, the management reviews the level of funding in the gratuity fund. Such review includes the asset - liability matching strategy. The management decides its contribution based on the results of this review. The management aims to keep annual contributions relatively stable at a level such that no plan deficits (based on valuation performed) will arise.

Aforesaid post-employment benefit plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk

Investment Risk	These Plans invest in long term debt instruments such as Government securities and highly rated corporate bonds. The valuation of which is inversely proportionate to the interest rate movements. There is risk of volatility in asset values due to market fluctuations and impairment of assets due to credit losses.
Interest Risk	The present value of the defined benefit liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on Government securities. A decrease in yields will increase the fund liabilities and vice-versa.
Longevity Risk	The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary Risk	The present value of the defined benefit liability is calculated by reference to the future salaries of plan participants. As such, an increase in salary of the plan participants will increase the plan's liability.

Notes to financial statements for the year ended 31st March, 2022

44 (Contd.)

i. Reconciliation of Opening and Closing Balances of Defined Benefit Obligation			(₹ in Crores)
Particulars	As at 31 st March, 2022	As at 31 st March, 2021	
Liability at the beginning of the Year	11.06	10.77	
Current Service Cost	1.32	1.26	
Past Service Cost	-	-	
Interest Cost	0.74	0.71	
Employee Transfer in / transfer out (net)	(0.26)	(0.20)	
Benefits paid	(0.46)	(1.25)	
Re-measurement (or Actuarial) (gain) / loss arising from:			
change in demographic assumptions	(0.31)	(0.18)	
change in financial assumptions	(0.19)	-	
experience variance (i.e. Actual experience vs assumptions)	(0.04)	(0.05)	
Present Value of Defined Benefits Obligation at the end of the Year	11.86	11.06	
ii. Reconciliation of Opening and Closing Balances of the Fair value of Plan Assets			(₹ in Crores)
Particulars	As at 31 st March, 2022	As at 31 st March, 2021	
Fair Value of Plan assets at the beginning of the Year	5.96	6.74	
Investment Income	0.40	0.45	
Return on plan asset excluding amount recognised in net interest expenses		(0.04)	
Employers Contributions	0.62	0.06	
Benefits paid	(0.41)	(1.25)	
Fair Value of Plan assets at the end of the Year	6.57	5.96	
iii. Reconciliation of the Present value of defined benefit obligation and Fair value of plan assets			(₹ in Crores)
Particulars	As at 31 st March, 2022	As at 31 st March, 2021	
Present Value of Defined Benefit Obligations at the end of the Year	11.86	11.06	
Fair Value of Plan assets at the end of the Year	6.57	5.96	
Net Asset / (Liability) recognized in balance sheet as at the end of the Year	(5.29)	(5.10)	
iv. Gratuity Cost for the Year			(₹ in Crores)
Particulars	As at 31 st March, 2022	As at 31 st March, 2021	
Current service cost	1.32	1.26	
Interest cost	0.74	0.71	
Expected return on plan assets	-	-	
Actuarial Gain / (Loss)	-	-	
Past service cost-vested benefit recognised during the year	-	-	
Investment income	(0.40)	(0.45)	
Net Gratuity cost	1.66	1.52	

Notes to financial statements for the year ended 31st March, 2022

44 (Contd.)

v. Other Comprehensive income

(₹ in Crores)

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Actuarial (gains) / losses		
Change in demographic assumptions	(0.32)	(0.18)
Change in financial assumptions	(0.19)	-
Experience variance (i.e. Actual experience vs assumptions)	(0.04)	(0.05)
Actuarial (gain)/loss arising because of change in effect of asset ceiling	-	-
Return on plan assets, excluding amount recognised in net interest expense	-	0.04
Components of defined benefit costs recognised in other comprehensive income	(0.55)	(0.19)

vi. Actuarial Assumptions

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Discount Rate (per annum)	6.90%	6.70%
Annual Increase in Salary Cost	8.00%	8.00%
Mortality Rate During employment	IALM(2012-14)	IALM(2012-14)
Attrition Rate	11.60%	7.45%

vii. Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

(₹ in Crores)

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	12.61	11.18	12.00	10.23
Salary Growth Rate (- / + 1%)	11.18	12.59	10.23	11.98
Attrition Rate (- / + 50%)	12.33	11.54	11.47	10.76
Mortality Rate (- / + 10%)	11.86	11.86	11.06	11.05

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has been significant change in expected rate of return on assets due to change in the market scenario.

viii. Effect of Plan on Entity's Future Cash Flows

a) Funding arrangements and Funding Policy

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

b) Expected Contribution during the next annual reporting period

The Company's best estimate of Contribution during the next year is ₹ 6.51 Crore.

Notes to financial statements for the year ended 31st March, 2022

44 (Contd.)

c) Maturity Profile of Defined Benefit Obligation

The average duration of the defined benefit plan obligation at the end of the reporting period is 6 years (31 March 2021: 8 years). The expected maturity analysis of gratuity benefits is as follows :

Expected cash flows over the next (valued on undiscounted basis):	(₹ in Crores)
1 year	1.91
2 to 5 years	5.66
6 to 10 years	5.54
More than 10 years	6.35

ix. Risk Exposure and Asset Liability Matching

Through its defined benefit plan of Gratuity, the Company is exposed to its number of risks, viz. asset volatility, changes in return on assets, inflation risks and life expectancy. The Company has purchased insurance policy, which is a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The Insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk.

c) Compensated absences/ leaves

Other long term employee benefits comprise of compensated absences/leaves, which are recognised based on actuarial valuation. The actuarial liability for compensated absences as at the year ended 31st March, 2022 is ₹ 6.56 Crores (31st March 2021: ₹ 5.94 Crores).

45 Ratio Analysis

Particulars	UOM	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021	Variance	Remark
i) Current Ratio :					
Current Assets (a)	(₹ in Crores)	361.69	223.31		
Current Liabilities (b)	(₹ in Crores)	1464.13	808.24		
Current Ratio (a/b)	Times	0.25	0.28	-10.59%	
a. Numerator : All types of finance and non finance current assets					
b. Denominator : All types of finance and non finance current liabilities					
ii) Debt-Equity Ratio:					
Total Debts (a)	(₹ in Crores)	995.47	488.28		
Shareholder's Equity (b)	(₹ in Crores)	2,429.99	1,952.42		
Debt - Equity Ratio (a/b)	Times	0.41	0.25	63.81%	
a. Numerator: Current and Non current borrowings					
b. Denominator: Total Equity					
iii) Debt Service coverage Ratio :					
Earnings available for Debt services (a)	(₹ in Crores)	640.12	574.95		
Interest + Installments (b)	(₹ in Crores)	116.86	101.89		
Debt Service coverage Ratio (a/b)	Times	5.48	5.64	-2.93%	
a. Numerator: Profit after Tax + Depreciation + Finance Cost					
b. Denominator: Interest and Lease Payment + Principle Repayment					

Notes to financial statements for the year ended 31st March, 2022

45 : Ratio Analysis (Contd.)

Particulars	UOM	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021	Variance	Remark
iv) Return on Equity Ratio :					
Net Profit after Taxes (a)	(₹ in Crores)	504.66	471.95		
Equity Shareholder's Fund (b)	(₹ in Crores)	2191.21	1716.37		
Return on Equity Ratio (a/b)	Times	23.03%	27.50%	-16.24%	
a. Numerator: Profit after tax					
b. Denominator: Average Total Equity					
v) Inventory Turnover Ratio :					
Cost of Good Sold (a)	(₹ in Crores)	1,929.66	769.62		Natural Gas Prices has increased significantly over the last year which has resulted in higher Input Cost for Closing Stock of Inventory and increased Gas Cost resulted in higher Cost of Goods Sold.
Average Inventory (b)	(₹ in Crores)	6.49	1.51		
Inventory Turnover Ratio (a/b)	Times	297.56	509.68	-41.62%	
a. Numerator: Cost of Goods Sold					
b. Denominator: Average of Inventories of Natural Gas					
vi) Trade Receivables turnover Ratio :					
Sales (a)	(₹ in Crores)	3,037.81	1,695.60		
Average Accounts Receivable (b)	(₹ in Crores)	145.12	82.43		
Trade Receivables turnover Ratio (a/b)	Times	20.93	20.57	1.76%	
a. Numerator: Total Revenue from Operations - Excise Duty					
b. Denominator: Average Trade receivables					
vii) Trade Payables turnover Ratio :					
Annual Cost of Goods sold & Other expense (a)	(₹ in Crores)	2,210.08	939.76		Trade Payable mainly includes outstanding payment towards Gas Supplier and in last Quarter of Financial Year Gas Cost has increased significantly which has resulted in higher Trade Payable ratio.
Average Accounts Payable (b)	(₹ in Crores)	140.51	99.07		
Trade Payables turnover Ratio (a/b)	Times	15.73	9.49	65.81%	
a. Numerator: Total Costs of Goods sold + Other Expenses					
b. Denominator: Average Trade payables					
viii) Net Capital turnover Ratio :					
Sales (a)	(₹ in Crores)	3,206.36	1,784.47		
Working Capital (b)	(₹ in Crores)	(1,102.44)	(584.93)		
Net Capital turnover Ratio (a/b)	Times	(2.91)	(3.05)	-4.67%	
a. Numerator: Total Revenue from Operations					
b. Denominator: Working Capital					

Notes to financial statements for the year ended 31st March, 2022

45 : Ratio Analysis (Contd.)

Particulars	UOM	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021	Variance	Remark	
ix) Net Profit Ratio :						
Profit after Tax (a)	(₹ in Crores)	504.66	471.95		Net Profit ratio reduced mainly due to lower Gross Margins as during the year, Natural Gas Cost has increased significantly over the previous year. Sales Value increased significantly mainly due to higher Sales volume coupled with higher Sales Prices.	
Sales (b)	(₹ in Crores)	3,247.86	1,828.83			
Net Profit Ratio (a/b)	Times	15.54%	25.81%	-39.79%		
a. Numerator: Profit after Taxes						
b. Denominator: Total Income						
x) Return on Capital Employed :						
Earnings before Interest and Taxes (a)	(₹ in Crores)	731.77	671.69			
Capital Employed (b)	(₹ in Crores)	2991.40	2405.17			
Return on Capital Employed (a/b)	Times	24.46%	27.93%	-12.41%		
a. Numerator: Profit before Tax + Interest expense						
b. Denominator: Average of Total Equity + Long term debt (including current maturities)+ Customer Security Deposit						
xi) Return on Investment :			NA			

46 Pursuant to Para B14 of Ind AS 112, Disclosure of Interest in Other Entities, following is the disclosure relating to Joint Venture of the entity:

The Company have Joint Venture interests in Indian Oil Adani Gas Private Limited and Smartmeters Technologies Private Limited, the Companies incorporated under the Companies Act, 2013. As at 31st March, 2022, the Company has invested a sum of ₹ 631.19 Crores (31st March, 2021: ₹ 432.25 Crores) and ₹ 12.80 Crores (31st March, 2021: NIL) respectively.

Assets, liabilities, income & expenditure, contingent liabilities and capital commitments of the Joint Venture are as given below:

Particulars	(₹ in Crores)		
	IOAGPL (Audited)		SMTPL (Audited)
	2021-22	2020-21	2021-22
Country of Incorporation	India	India	India
% of ownership interest	50%	50%	50%
Current Assets	307.62	185.25	8.58
Non Current Assets	2,193.37	1,702.00	58.61
Current Liabilities	257.57	260.09	12.11
Non Current Liabilities	1,008.72	777.29	29.50
Income	873.18	358.20	9.74
Profit/(Loss) for the year	9.38	(18.25)	0.08
Other Comprehensive Income	0.19	(0.09)	0.02
Total Comprehensive Income	9.57	(18.34)	0.10
Contingent Liabilities	0.00	-	-
Capital Commitments	697.84	538.66	14.34

Notes to financial statements for the year ended 31st March, 2022

47 Related party transactions

a. List of related parties and relationship

The Management has identified the following entities and individuals as related parties of the Company for the year ended 31st March, 2022 for the purpose of reporting as per Ind AS 24 Related Party Disclosure which are as under:-

Ultimate Controlling Entity	: S. B. Adani Family Trust (SBAFT) TotalEnergies Holdings SAS
Joint Venture Entity	: IndianOil-Adani Gas Private Limited Smartmeters Technologies Private Limited (wef 08-10-2021)
Entities under common control / associate Entities (with whom transactions are done)	: Adani Enterprises Limited Adani Total Private Limited Adani Power Limited Adani Airport Holdings Limited Adani Power (Mundra) Limited Adani Hospitals Mundra Private Limited Adani Logistics Limited Adani Road Transport Limited Adani Foundation Shantikrupa Estates Private Limited Belvedere Golf and Country Club Private Limited Adani Agri Fresh Limited Adani Institute for Education and Research Adani Green Energy Limited Adani Estate Management Private Limited Adani Electricity Mumbai Limited Maharashtra Eastern Grid Power Transmission Co. Limited Adani Power Jharkhand Limited Adani Ports and Special Economic Zone Limited Gare Pelma III Collieries Limited Guwahati International Airport Limited Kutch Copper Limited Total Adani Fuel Management Private Limited
Key Management Personnel	: Mr. Gautam S. Adani, Chairman Mr. Pranav V. Adani, Director Mr. Alexis Thelemaque, Director (Resigned w.e.f. 31.10.2021) Mr. José-Ignacio Sanz Saiz, Director Mr. Olivier Sabrie, Additional Director (Appointed w.e.f. 09.12.2021) Mr. Suresh P. Mangalani, CEO Mr. Parag Parikh, CFO Mr. Gunjan Taunk, Company Secretary Mr. Maheshwar Sahu, Independent Director Mrs. Chandra Iyengar, Independent Director Mr. Naresh Kumar Nayyar, Independent Director Ms. Gauri Trivedi, Independent Director

Notes to financial statements for the year ended 31st March, 2022

47 Related party transactions (Contd.)

b. Transactions with Related Parties

i) Transaction for the year ended on 31-03-2022

(* Denotes amount less than ₹50,000)

Nature of Transactions	(₹ in Crores)		
	Joint Venture Entities	Entities under common control / associate Entities	Board of Directors and KMP
Purchase of Goods**	7.36	1,016.57	-
Purchase of Assets	-	3.04	-
Receiving of Services	4.10	44.85	-
Rent Expenses	-	1.62	-
Donation	-	10.27	-
Sale of Goods	7.10	-	-
Sale of Assets	-	0.01	-
Rendering of Services	5.93	0.07	-
Corporate Guarantee Income	3.61	-	-
Interest Income on Loan given	*	-	-
Security Deposit Given	-	0.72	-
Transfer of Employee Liabilities from Related Parties	-	0.24	-
Transfer of Employee Liabilities to Related Parties	-	0.68	-
Corporate Guarantee Issued	316.50	-	-
Corporate Guarantee Released	316.50	-	-
Loan Given	6.10	-	-
Loan Received Back	6.10	-	-
Equity Investments in Joint Venture	211.75	-	-
Director Sitting Fees	-	-	0.32
Commission to Directors	-	-	0.80
Remuneration	-	-	8.19
Total	885.05	1,078.07	9.31

**excludes the amount of claims against company not acknowledged as debt

ii) Transaction for the year ended on 31-03-2021

(* Denotes amount less than ₹50,000)

Nature of Transactions	(₹ in Crores)		
	Joint Venture Entities	Entities under common control / associate Entities	Board of Directors and KMP
Purchase of Goods	1.54	203.45	-
Purchase of Asset	-	35.82	-
Receiving of Services	1.70	31.55	-
Rent Expenses	-	1.76	-
Donation	-	2.82	-
Sale of Goods	1.03	-	-
Rendering of Services	6.67	0.15	-

Notes to financial statements for the year ended 31st March, 2022

47 Related party transactions (Contd.)

Nature of Transactions	(₹ in Crores)		
	Joint Venture Entities	Entities under common control / associate Entities	Board of Directors and KMP
Corporate Guarantee Income	3.53	-	-
Interest Income on Loan given	0.34	0.54	-
Reimbursement of Expenses	-	2.38	-
Transfer-in of Employee Liabilities	-	0.24	-
Transfer-out of Employee Liabilities	-	0.61	-
Loan Given	7.00	-	-
Loan Received back	7.00	311.22	-
Equity Investments in Joint Venture	141.25	-	-
Director Sitting Fees	-	-	0.23
Commission to Director	-	-	0.73
Remuneration	-	-	5.40
Total	170.05	590.54	6.36

c. Balances with Related Party

i) Balances as at 31-03-2022

Particulars	(₹ in Crores)	
	Joint Venture Entities	Entities under common control / associate Entities
Trade Payables	5.26	8.95
Trade Receivables	0.09	-
Other Current Financial Assets	3.01	0.42
Other Non - Current Financial Assets	-	1.15
Other Non Current Assets	-	0.86
Other Current Financial Liabilities	2.41	5.73
Corporate Guarantee	3,533.46	-
Total	3,544.23	17.11

ii) Balances as at 31-03-2021

Particulars	(₹ in Crores)	
	Joint Venture Entities	Entities under common control / associate Entities
Trade Payables	0.92	30.04
Trade Receivables	0.06	-
Other Current Financial Assets	6.82	2.79
Other Non - Current Financial Assets	-	0.43
Other Non Current Assets	-	1.53
Corporate Guarantee	3,533.46	-
Total	3,541.26	34.80

Notes to financial statements for the year ended 31st March, 2022

47 Related party transactions (Contd.)

Terms and conditions of transactions with related parties

- i) The Company is dealing in the CNG & PNG sales to the domestic, industrial and commercial consumers. The above related party transaction do not include the transactions of CNG & PNG Gas sales to the related parties in ordinary course of business, as all such transactions are done at Arm's Length Price only. As per Para 11(c)(iii) of Ind AS-24 "Related Party Disclosures", normal dealings of Company with related parties by virtue of public utilities are excluded from the purview of Related Party Disclosures.
 - ii) Outstanding balances of related parties at the year-end are unsecured.
 - iii) Remuneration to Key Managerial Personnel does not include provision for Leave Encashment and Gratuity as it is provided in the books of account on the basis of actuarial valuation for the Company as a whole and hence individual figures cannot be identified
 - iv) Reimbursement to associate entity includes amount of cost allocation of remuneration to some of the Key Management Personnel
 - v) All above figures are net of taxes wherever applicable.
- d. Following are the details of loans and advances in nature of loans given to subsidiaries, associates and other entities in which directors are interested in terms of regulation 53(f) read together with Para A of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) 2015, as amended.

Name of Entity	(₹ in Crores)	
	Closing Balance	Maximum amount outstanding during the year
Indian Oil-Adani Gas Private Limited		
Current Year	-	6.10
Previous Year	-	-

48 Contract Balances

- (a) The following table provides information about receivables, contract assets and contract liabilities from the contracts with customers.

Particulars	Refer note	(₹ in Crores)	
		As at 31 st March, 2022	As at 31 st March, 2021
Trade receivables	10	186.55	103.68
Contract assets	14	29.44	16.93
Contract liabilities	27	6.84	0.22

The contract assets primarily relate to the Company's right to consideration for work completed but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Company issues an invoice to the Customer. The contract liabilities primarily relate to the advance consideration received from the customers.

- (b) Significant changes in contract assets and liabilities during the period:

Particulars	(₹ in Crores)
	For the year ended 31 st March, 2022
Contract assets reclassified to receivables	16.93
Contract liabilities recognised as revenue during the year	0.22

Notes to financial statements for the year ended 31st March, 2022

48 Contract Balances (Contd.)

(c) Reconciliation of the amount of revenue recognised in the statement of profit and loss with the contracted price:

Particulars	(₹ in Crores)	
	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Revenue as per contracted price	3,206.36	1,784.47
Adjustments		
Discounts	-	-
Revenue from contract with customers	3,206.36	1,784.47

The Company does not have any remaining performance obligation for sale of goods.

49 Leases

The Company has lease contracts for land, buildings and Servers used in its operations. Leases of this items are generally have lease terms between 1 to 99 years. Generally, the Company is restricted from assigning and subleasing the leased assets.

The Company has elected not to apply the requirements of Ind AS 116 to short term leases of all the assets that have a lease term of twelve months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight line basis over the lease term. The weighted average incremental borrowing rate applied to lease liabilities is 9.75%.

i) The movement in Lease liabilities during the year

Particulars	(₹ in Crores)	
	As at 31 st March, 2022	As at 31 st March, 2021
Opening Balance	40.84	25.25
Additions during the year	7.31	17.90
Retirement During the year	5.78	-
Finance costs incurred during the year	3.66	3.21
Payments of Lease Liabilities	6.34	5.52
Closing Balance (refer note 19 & 24)	39.69	40.84

ii) The carrying value of the Rights-of-use and depreciation charged during the year

Particulars	(₹ in Crores)	
	As at 31 st March, 2022	As at 31 st March, 2021
Opening Gross Carrying Value	89.55	71.65
Addition to Right-of-use assets during the year	7.31	17.90
Deduction during the year	7.52	-
Right-of-use assets as at end of the year	89.34	89.55
Accumulated Depreciation		
Opening Value of Accumulated Depreciation	9.65	4.82
Depreciation charged for the year	5.55	4.83
Deduction during the year	2.21	-
Closing Balance	12.99	9.65

Notes to financial statements for the year ended 31st March, 2022

49 Leases (Contd.)

iii) Amount Recognised in Statement of Profit & Loss during the Year

Particulars	(₹ in Crores)	
	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
(i) Expenses related to Short Term Lease & Low Asset Value Lease	13.40	5.65
Total	13.40	5.65

iv) Amounts recognised in statement of cash flows

Particulars	(₹ in Crores)	
	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Total cash outflow for leases	6.34	5.52

v) Maturity analysis of lease liabilities

Particulars	(₹ in Crores)	
	As at 31 st March, 2022	As at 31 st March, 2021
Maturity Analysis of contractual undiscounted cash flows		
Less than one year	5.99	5.80
One to five years	21.61	21.29
More than five years	45.41	50.91
Total undiscounted lease liabilities	73.01	78.00
Balances of Lease Liabilities		
Non-Current lease liabilities	35.74	37.47
Current lease liabilities	3.95	3.37
Total Lease Liability	39.69	40.84

50 Other Disclosures

- a) The Hon'ble Apex Court on 28th September, 2021 has disposed of an appeal filed by the Company claiming deemed authorization for Sanand, Bavla and Dholka (Outer Ahmedabad City) to lay and maintain a gas distribution network. The Company is considering to approach appropriate authority for seeking suitable directions for the compliance of Hon'ble Supreme Court order and as such no financial impact has been considered in these Financial Results.
- b) Security Deposit include amount of ₹ 2.09 Crore and interest due thereon of ₹ 2.35 Crore are outstanding for a substantial period of time. The Company has been actively negotiating for recovery, periodic confirmation of balances are taken and the management is reasonably confident of recovery against the same.
- c) The Company had signed a Definitive Agreement on 3rd November, 2020 for acquisition of 3 Geographical Areas namely Ludhiana, Jalandhar and Kutch (East). The matter is currently sub-judice and is yet to be consummated.

51 Details of Loans given, Investments made and Guarantee given or security provided covered u/s 186 (4) of the Companies Act, 2013 are given under respective heads (refer notes 5 and 47).

Notes to financial statements for the year ended 31st March, 2022

52 The Company has considered the impact of COVID19 as evident so far in this financial statements. The Company will also continue to closely monitor any material changes to future economic conditions which necessitate any further modifications.

53 The Board of Directors at its meeting held on 4th May, 2022 have recommended the payment of final dividend of ₹ 0.25 per equity share of the face value of ₹ 1 each for the financial year 2021-22. This proposed dividend is subject to approval of shareholders in the ensuing annual general meeting.

54 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

55 Events occurring after the Balance sheet Date

The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to approval of the financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the financial statements. As of 4th May, 2022, there are no subsequent events to be recognized or reported that are not already disclosed.

56 Approval of financial statements

The financial statements were approved for issue by the board of directors on 4th May, 2022.

As per our attached report of even date
For SHAH DHANDHARIA & CO LLP
Chartered Accountants
 Firm Registration Number : 118707W/W100724

For and on behalf of the Board
ADANI TOTAL GAS LIMITED

SHUBHAM ROHATGI
Partner
 Membership No. 183083

GAUTAM S. ADANI
Chairman
 DIN 00006273

PRANAV V. ADANI
Director
 DIN 00008457

JOSÉ-IGNACIO SANZ SAIZ
Director
 DIN 08705604

SURESH P MANGLANI
Chief Executive Officer

PARAG PARIKH
Chief Financial Officer

GUNJAN TAUNK
Company Secretary

Date : 4th May, 2022

Date : 4th May, 2022

Independent Auditor's Report

To the Members of Adani Total Gas Limited
(formerly known as Adani Gas Limited)

Report on the audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Adani Total Gas Limited ("the Parent" or "the Company"), and its jointly controlled entities (the Parent and its jointly controlled entities together referred to as "the Group"), which comprises the Consolidated Balance Sheet as at 31st March 2022, the Consolidated statement of Profit and Loss (including other comprehensive income), the Consolidated statement of changes in equity and the Consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors referred to below in the Other Matter section below, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the Consolidated state of affairs of the Group as at 31st March, 2022, the Consolidated profit and other comprehensive income, Consolidated changes in equity and its Consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current year. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr. No.	Key Audit Matter	Auditor's Response
1.	<p>Contingent liabilities relating to taxation, litigations and claims</p> <p>The provisions and contingent liabilities relate to ongoing litigations and claims with various authorities and third parties. These relate to direct tax, indirect tax, claims and general legal proceedings arising in the regular course of business. As at the year ended 31 March 2022, the amounts involved are significant. The computation of a provision or contingent liability requires significant judgement by the Company because of the inherent complexity in estimating future costs. The amount recognized as a provision is the best estimate of the expenditure. The provisions and contingent liabilities are subject to changes in the outcomes of litigations and claims and the positions taken by the Company. It involves significant judgement and estimation to determine the likelihood and timing of the cash outflows and interpretations of the legal aspects, tax legislations and judgements previously made by authorities.</p>	<p>Principal Audit Procedures</p> <p>We have obtained an understanding of the process followed by the Company for assessment and determination of the amounts of provisions and contingent liabilities relating to taxation, litigations and claims.</p> <p>We assessed company's conclusions through discussions held with their in-house legal counsel and understanding precedents in similar cases. We communicated with the company's external legal counsel on the certain material litigations to establish the likelihood of outflow of economic resources being probable, possible or remote in respect of the litigations.</p> <p>We have involved subject matter experts with specialized skills and knowledge to assist in the assessment of the value of significant provisions and contingent liabilities relating to the pending litigations, on sample basis, in light of the nature of the exposures, applicable regulations and related correspondence with the authorities.</p> <p>We also assessed and validated the adequacy and appropriateness of the disclosures made by the management in the standalone financial statements.</p>

Information other than the Financial Statements and Auditor's Report thereon

The Parent Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated financial statements, Standalone financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information, compare with the financial statement of the jointly controlled entities audited by the other auditors, to the extent it relates to these entities and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. Other information so far as it relates to the jointly controlled entities, is traced from its financial statements audited by the other auditors. If, based on the work we have performed, we conclude that there is a material misstatement of this other

information; we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Director's Responsibility for the Consolidated Financial Statements

The Parent Company's management and the Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the applicable Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The respective management and the Board of Directors of the companies included in the Group are responsible maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls,

that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Board of Directors of the company, as aforesaid.

In preparing the Consolidated financial statements, the management and the Boards of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate or to cease operations, or has no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act,

we are also responsible for expressing our opinion on whether the Parent Company and its jointly controlled entities has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial statements, which have been audited by other auditors, such other auditors remain responsible for the financial information provided to us. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on

our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The accompanying consolidated financial statements include the Parent's share of Net profit after tax of ₹ 4.74 Crores for the year ended 31st March 2022, in respect of two jointly controlled entities which have been audited by other auditors, whose financial statements, other financial information and auditor's report have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the jointly controlled entities, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid jointly controlled entities is based solely on the reports of the other auditors. Our opinion on the Consolidated Financial Statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of other auditors on separate financial statements of jointly controlled entities, referred in the Other Matters paragraph above we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of other auditors;
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Cash Flows and the

Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements;

- d. In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e. On the basis of the written representations received from the directors of the Parent Company as on 31st March, 2022 taken on record by the Board of Directors and the reports of the other auditors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent Company and auditor's report on separate financial statement of its jointly controlled entities. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.
- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - A. the Group has disclosed the impact of pending litigations on its financial position in its Consolidated financial statements – Refer Note 39 to the Consolidated financial statements;
 - B. the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - C. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the group.
 - D. (i) The respective Managements of the Parent and its jointly controlled entities which are companies incorporated in India, whose financial statements

- have been audited under the Act, have represented to us and respective auditors of such jointly controlled entities that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such jointly controlled entities to or in any other person(s) or entity(ies), including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such jointly controlled entities ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (ii) The respective Managements of the Parent and its jointly controlled entities which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and respective auditors of such jointly controlled entities that, to the best of their knowledge and belief, no funds have been received by the Parent or any of such jointly controlled entities from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such jointly controlled entities shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the jointly controlled entities which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) above contain any material mis-statement.
- E. The final dividend proposed in the preceding year, declared and paid by the Parent during the year is in accordance with Section 123 of the Act, as applicable. Further, the Board of Directors of the Parent have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
2. With respect to the matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
- In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent Company to its directors during the current period is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197 (16) which are required to be commented upon by us.
3. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Parent and by other auditors for its jointly controlled entities included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For SHAH DHANDHARIA & CO LLP
Chartered Accountants
Firm's Registration No. 118707W/W100724

Shubham Rohatgi
Partner

Place: Ahmedabad
Date : 4th May, 2022

Membership No. 183083
UDIN: 22183083AJCRXM5511

Annexure – A to the Independent Auditor's Report

RE: Adani Total Gas Limited (formerly known as Adani Gas Limited)

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date)

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of section 143 of the Companies Act 2013 ("the Act")

Opinion

We have audited the internal financial controls over financial reporting of Adani Total Gas Limited ("the Parent Company") as of 31st March, 2022 in conjunction with our audit of the Consolidated Financial Statements of the company for the year ended on that date. In our opinion, to the best of our information and according to the explanations given to us and based on consideration of reports of other auditors referred to in the Other Matters paragraph below, the Parent and its jointly controlled entities, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022 based on the criteria for internal control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibilities for Internal Financial Controls

The Management of the Parent Company and its jointly controlled entities are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the

orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent Company and its jointly controlled entities, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement

of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the jointly controlled entities, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent Company and its jointly controlled entities.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to two jointly controlled entities, is based on the corresponding report of the auditors of the jointly controlled entities.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of

financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For SHAH DHANDHARIA & CO LLP
Chartered Accountants
Firm's Registration No. 118707W/W100724

Shubham Rohatgi
Partner

Place: Ahmedabad
Date : 4th May, 2022

Membership No. 183083
UDIN: 22183083AJCRXM5511

Consolidated Balance Sheet as at 31st March, 2022

(₹ in Crores)

Particulars	Notes	As at 31 st March, 2022	As at 31 st March, 2021
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	1623.52	1263.74
(b) Right-of-Use Assets	3	76.35	79.90
(c) Capital Work-In-Progress	4	1170.52	696.48
(d) Goodwill		25.49	25.49
(e) Other Intangible Assets	3	7.62	10.17
(f) Investments accounted using Equity method	5(a)	630.23	413.64
(g) Financial Assets			
(i) Investment	5(b)	3.69	3.69
(ii) Other Financial Assets	6	384.38	395.82
(h) Income Tax Assets (net)	7	12.32	11.05
(i) Other Non - Current Assets	8	119.44	80.35
Total Non - Current Assets		4,053.56	2,980.33
Current Assets			
(a) Inventories	9	76.78	52.01
(b) Financial Assets			
(i) Trade Receivables	10	186.55	103.68
(ii) Cash and Cash Equivalents	11	31.13	10.23
(iii) Bank balances other than (ii) above	12	3.19	0.64
(iv) Loans	13	0.35	0.20
(v) Other Financial Assets	14	36.49	30.92
(c) Other Current Assets	15	27.20	25.63
Total Current Assets		361.69	223.31
Total Assets		4,415.25	3,203.64
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	16	109.98	109.98
(b) Other Equity	17	2,306.25	1,823.83
Total Equity		2,416.23	1,933.81
LIABILITIES			
Non - Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	352.41	307.93
(ii) Lease Liabilities	19	35.74	37.47
(iii) Other Financial Liabilities	20	5.36	1.12
(b) Provisions	21	4.57	4.58
(c) Deferred Tax Liabilities (Net)	22	136.81	110.49
Total Non - Current Liabilities		534.89	461.59
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	643.06	180.35
(ii) Lease Liabilities	24	3.95	3.37
(iii) Trade Payables	25		
i. Total outstanding dues of micro and small enterprises		0.71	5.88
ii. Total outstanding dues of creditors other than micro and small enterprises		164.79	109.64
(iv) Other Financial Liabilities	26	613.98	484.34
(b) Other Current Liabilities	27	28.30	18.20
(c) Provisions	28	7.28	6.46
(d) Current Tax Liabilities (net)	29	2.06	-
Total Current Liabilities		1,464.13	808.24
Total Liabilities		1,999.02	1,269.83
Total Equity and Liabilities		4,415.25	3,203.64

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date

For SHAH DHANDHARIA & CO LLP

Chartered Accountants

Firm Registration Number : 118707W/W100724

SHUBHAM ROHATGI

Partner

Membership No. 183083

For and on behalf of the Board

ADANI TOTAL GAS LIMITED

GAUTAM S. ADANI

Chairman

DIN 00006273

PRANAV V. ADANI

Director

DIN 00008457

JOSÉ-IGNACIO SANZ SAIZ

Director

DIN 08705604

SURESH P MANGLANI

Chief Executive Officer

PARAG PARIKH

Chief Financial Officer

GUNJAN TAUNK

Company Secretary

Date : 4th May, 2022Date : 4th May, 2022

Statement of Consolidated Profit and Loss for the year ended 31st March, 2022

(₹ in Crores)

Particulars	Notes	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
INCOME			
Revenue from Operations	30	3,206.36	1,784.47
Other Income	31	41.50	44.36
Total Income		3,247.86	1,828.83
EXPENSES			
Cost of Natural Gas and Traded Items	32	1,938.53	770.70
Changes In Inventories	33	(8.87)	(1.08)
Excise Duty on Sale of Compressed Natural Gas		168.55	88.87
Employee Benefits Expenses	34	54.73	51.52
Finance Costs	35	52.73	40.48
Depreciation and Amortisation Expenses	3	82.73	62.52
Other Expenses	36	280.42	170.14
Total Expenses		2,568.82	1,183.15
Profit for the year before Exceptional Items & Tax		679.04	645.68
Less: Exceptional items	37	-	14.47
Profit before tax		679.04	631.21
Tax Expense:			
Current Tax Charge	38	147.06	138.54
Adjustment of earlier years		1.13	0.55
Deferred Tax Charge		26.19	20.17
Total Tax Expenses		174.38	159.26
Profit for the year before share of profit / (loss) from joint venture		504.66	471.95
Share of profit / (loss) from joint ventures		4.74	(9.13)
Profit/(Loss) for the year	Total A	509.40	462.82
Other Comprehensive Income			
Items that will be reclassified to Profit & Loss		-	-
Items that will not be reclassified to Profit or Loss			
(a) Remeasurement of defined benefit plan		0.69	0.14
(b) Income tax relating to these items		(0.17)	(0.03)
Total Other Comprehensive Income	Total B	0.52	0.11
Total Comprehensive Income for the year	Total (A+B)	509.92	462.93
Earnings Per Equity Share (EPS) (Face Value ₹ 1 Per Share)			
Basic and Diluted EPS (₹)	42	4.63	4.21

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date

For SHAH DHANDHARIA & CO LLP

Chartered Accountants

Firm Registration Number : 118707WW/100724

For and on behalf of the Board

ADANI TOTAL GAS LIMITED

SHUBHAM ROHATGI

Partner

Membership No. 183083

GAUTAM S. ADANI

Chairman

DIN 00006273

PRANAV V. ADANI

Director

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JOSÉ-IGNACIO SANZ SAIZ

Director

DIN 08705604

SURESH P MANGLANI

Chief Executive Officer

PARAG PARIKH

Chief Financial Officer

GUNJAN TAUNK

Company Secretary

Date : 4th May, 2022

Date : 4th May, 2022

Statement of Changes in Equity for the year ended 31st March, 2022

A. Equity Share Capital

Particulars	No. of Shares	(₹ in Crores)
Balance as at 1 st April, 2020	1,09,98,10,083	109.98
Changes in equity share capital during the year	-	-
Balance as at 31 st March, 2021	1,09,98,10,083	109.98
Changes in equity share capital during the year	-	-
Balance as at 31 st March, 2022	1,09,98,10,083	109.98

B. Other Equity

Particulars	Reserve and Surplus			Total Other Equity
	Capital Reserve	Retained Earnings		
		Remeasurement of defined benefit plan	Other Retained Earnings	
Balance as at 1 st April, 2020	146.21	(1.75)	1,216.44	1,360.90
Adjustments				
Add : Profit for the year	-	-	462.82	462.82
Other Comprehensive Income				
Remeasurement of defined benefit plan	-	0.11	-	0.11
Total Comprehensive Income for the year	-	0.11	462.82	462.93
Balance as at 31 st March, 2021	146.21	(1.64)	1,679.26	1,823.83
Balance as at 1 st April 2021	146.21	(1.64)	1,679.26	1,823.83
Adjustments				
Add : Profit for the year	-	-	509.40	509.40
Other Comprehensive Income				
Remeasurement of defined benefit plan	-	0.52	-	0.52
Total Comprehensive Income for the year	-	0.52	509.40	509.92
Less: Dividends on equity shares	-	-	(27.50)	(27.50)
Balance as at 31 st March, 2022	146.21	(1.12)	2,161.16	2,306.25

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date
For SHAH DHANDHARIA & CO LLP
Chartered Accountants
Firm Registration Number : 118707WW100724

For and on behalf of the Board
ADANI TOTAL GAS LIMITED

SHUBHAM ROHATGI
Partner
Membership No. 183083

GAUTAM S. ADANI
Chairman
DIN 00006273

PRANAV V. ADANI
Director
DIN 00008457

JOSÉ-IGNACIO SANZ SAIZ
Director
DIN 08705604

SURESH P MANGLANI
Chief Executive Officer

PARAG PARIKH
Chief Financial Officer

GUNJAN TAUNK
Company Secretary

Date : 4th May, 2022

Date : 4th May, 2022

Statement of Consolidated Cash Flow for the year ended 31st March, 2022

(₹ in Crores)

Particulars	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	679.04	631.21
Adjustment to reconcile the Profit before tax to net cash flows:		
Depreciation and amortisation expenses	82.73	62.52
Finance Costs	52.41	40.48
Interest Income	(28.22)	(28.48)
(Gain) on sale / fair valuation of investments through profit and loss	(0.18)	(0.57)
(Profit) on sale/discard of Property, plant and equipments	(0.08)	(0.04)
Allowance for Credit Losses	1.10	(0.43)
Liabilities No Longer Required written back	(5.92)	(9.81)
Write-off for Doubtful Debt, Loans & Advances	0.01	0.08
Amortisation of ancillary cost of borrowings	0.32	0.32
Exceptional Items	-	14.47
Operating Profit before Working Capital Changes	781.21	709.75
Adjustment for:		
(Increase)/Decrease in Trade and Other Receivables	(89.16)	(43.01)
(Increase)/Decrease in Inventories	(24.77)	(10.71)
(Increase)/Decrease in Other Financial Assets	11.24	(13.55)
(Increase)/Decrease in Other Non Financial Assets	(1.51)	(3.85)
Increase/(Decrease) in Trade Payables	62.24	48.24
Increase/(Decrease) in Provisions	1.36	2.00
Increase/(Decrease) in Other Financial Liabilities	132.41	100.49
Increase/(Decrease) in Other Non Financial Liabilities	10.10	(1.54)
Cash Generated From Operations	883.12	787.82
Income Tax (Paid)/ Refund (Net)	(147.40)	(134.32)
Net Cash generated from Operating Activities (A)	735.72	653.50
B CASHFLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment and Intangible Assets (including Capital Work in Progress and capital advances)	(950.61)	(606.43)
Proceeds from Sale / Disposal of Property, Plant & Equipment / Intangible Assets	0.24	0.09
Investment in Deposits	(2.51)	(354.89)
Interest received	27.85	23.88
Purchase of Non Current Investments	(211.74)	(144.94)
Gain on sale of Current Investments	0.18	0.57
Loans received back from Related Parties	-	311.22
Net Cash used in Investing Activities (B)	(1,136.59)	(770.50)
C CASHFLOW FROM FINANCING ACTIVITIES		
Proceeds from Non - Current borrowings	150.00	75.00
Repayment of Non - Current borrowings	(59.26)	(55.56)
Repayment of Lease Liabilities	(6.34)	(5.52)
Proceeds from Current Borrowings (Net)	416.13	65.50
Finance Cost Paid	(51.26)	(40.81)
Dividend Paid	(27.50)	-
Net Cash generated from Financing Activities (C)	421.77	38.61
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	20.90	(78.39)
Cash and cash equivalents at the beginning of the year	10.23	88.62
Cash and cash equivalents at the end of the year	31.13	10.23

Statement of Consolidated Cash Flow for the year ended 31st March, 2022

Notes to Cash flow Statement :

1 Reconciliation of Cash and cash equivalents with the Balance Sheet:

(₹ in Crores)

Particulars	As at	As at
	31 st March, 2022	31 st March, 2021
Cash and Cash Equivalents (Refer note 11)	31.13	10.23
	31.13	10.23

2 The Statement of Cash Flow has been prepared under the 'Indirect Method' set out in Ind AS 7 'Statement of Cash Flow'.

3 Disclosure of changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes under Para 44A as set out in Ind AS 7 "Statement of Cash flows" under Companies (Indian Accounting Standards) Rules, 2017 (as amended) is as under.

As at 31st March, 2022

(₹ in Crores)

Particular	As at	Cash Flows	Changes in fair values / Accruals	As at
	1 st April, 2021			31 st March, 2022
Non - Current borrowings	307.93	44.16	0.32	352.41
Current maturity of Non-Current borrowings	57.59	46.58	-	104.17
Current borrowings	122.76	520.30	-	643.06
Lease liabilities	40.84	6.34	5.19	39.69
Interest accrued but not due	2.26	51.26	52.73	3.73
Total	531.38	668.64	58.24	1,143.06

As at 31st March, 2021

(₹ in Crores)

Particular	As at	Cash Flows	Changes in fair values / Accruals	As at
	1 st April, 2020			31 st March, 2021
Non - Current borrowings	297.55	10.06	0.32	307.93
Current maturity of Non-Current borrowings	48.21	9.38	-	57.59
Current borrowings	57.26	65.50	-	122.76
Lease liabilities	25.25	5.52	21.11	40.84
Interest accrued but not due	2.59	40.81	40.48	2.26
Total	430.86	131.27	61.91	531.38

The accompanying notes are an integral part of the financial statements

As per our attached report of even date

For SHAH DHANDHARIA & CO LLP

Chartered Accountants

Firm Registration Number : 118707W/W100724

For and on behalf of the Board

ADANI TOTAL GAS LIMITED

SHUBHAM ROHATGI

Partner

Membership No. 183083

GAUTAM S. ADANI

Chairman

DIN 00006273

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Director

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Director

DIN 08705604

SURESH P MANGLANI

Chief Executive Officer

PARAG PARIKH

Chief Financial Officer

GUNJAN TAUNK

Company Secretary

Date : 4th May, 2022Date : 4th May, 2022

Notes to Consolidated financial statements for the year ended 31st March, 2022

1 Corporate Information

Adani Total Gas Limited ("ATGL" or "the Group") is a public limited company domiciled in India and was incorporated on 5th August, 2005 under the Companies Act, 1956, having its registered office at "Adani Corporate House", Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad - 382 421. The name of the Group has changed from Adani Gas Limited to "Adani Total Gas Limited" w.e.f. 1st January, 2021. Its shares are listed on BSE Limited and National Stock Exchange of India Limited. ATGL is engaged in City Gas Distribution ("CGD") business and supplies natural gas to domestic, commercial, industrial and vehicle users. The Group is exploring of doing businesses of bio gas, bio fuel, bio mass, LCNG, HCNG, EV, Hydrogen, manufacturing and trading of various equipment and provision of value-added services relating to CGD business.

2 Significant accounting policies

I) Statement Of Compliance

The financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

II) Basis of Preparation

These financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date.

The financial statements are presented in INR except when otherwise stated. All amounts have been rounded-off to the nearest crore, unless otherwise indicated.

Current & Non-Current Classification

Any asset or liability is classified as current if it satisfies any of the following conditions:

- i. The asset/liability is expected to be realised / settled in the Group's normal operating cycle;
- ii. The asset is intended for sale or consumption;
- iii. The asset/liability is held primarily for the purpose of trading;

- iv. The asset/liability is expected to be realised/ settled within twelve months after the reporting period;
- v. The asset is Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period;
- vi. In case of liability, the Group does not have unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets and liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

For the purpose of current/non-current classification of assets and liabilities, the Group has ascertained its normal operating cycle as twelve months. This is based on the nature of services and time between acquisition of assets or inventories for processing and their realisation in cash and cash equivalents.

III) Principles of Consolidation

The Consolidated financial statements comprise the financial statements of the Company and equity accounting of its investments in a joint ventures.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all the entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company.

The consolidated financial statements have been prepared on the following basis.

Joint Venture - Equity Accounting

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

Notes to Consolidated financial statements for the year ended 31st March, 2022

The results and assets and liabilities of joint venture are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, an investment in a joint venture is initially recognised at cost and adjusted thereafter to recognise the Company's share of post acquisition profits or losses and that of other comprehensive income of the joint venture. Distributions received from joint ventures reduces the carrying amount of the investment. Unrealised gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

After application of the equity method, at each reporting date, the Group determines whether there is objective evidence that the investment in the joint venture is impaired. If there exists such evidence, the Group determines extent of impairment and then recognises the loss in the Consolidated Statement of Profit and Loss.

Upon loss of joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the joint venture and the fair value of the retained investment and proceeds from disposal is recognised in profit and loss.

The Company has included its below joint venture in these consolidated financial statements.

Sr. No	Name of Company/ Firm	Country of Incorporation	Relationship	Shareholding as at	
				31 st March 2022	31 st March 2021
1	IndianOil-Adani Gas Private Limited	India	Joint Venture	50% by ATGL	50% by ATGL
2	Smartmeters Technologies Private Limited	India	Joint Venture	50% by ATGL	N.A.

IV) Use of Estimates and Judgments

The preparation of financial statements in conformity with Ind AS requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and differences between the actual results and the estimates are recognised in the periods in which the results are known / materialised. Estimates and underlying assumptions are reviewed on an ongoing basis.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

i) Useful life and residual value of property, plant and equipments and intangible assets:

Determination of the estimated useful life of property, plant and equipment and intangible assets and the assessment as to which components of the cost may be capitalised. Useful life of these assets is based on the life prescribed in Schedule II to the Companies Act, 2013 or based on technical estimates, taking into account the nature of the asset, estimated usage, expected residual values and operating conditions of the asset. Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, IT equipment and other plant and equipments.

ii) Taxes:

The Group's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions. Significant

Notes to Consolidated financial statements for the year ended 31st March, 2022

management judgement is also required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies, including estimates of temporary differences reversing on account of available benefits from the Income Tax Act, 1961.

iii) Fair value measurement of financial instruments:

In estimating the fair value of financial assets and financial liabilities, the Group uses market observable data to the extent available. Where such Level 1 inputs are not available, the Group establishes appropriate valuation techniques and inputs to the model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

iv) Recognition and measurement of Contingent liabilities, provisions and uncertain tax positions:

There are various legal, direct and indirect tax matters and other obligations including local and state levies, availing input tax credits etc., which may impact the Group. Evaluation of uncertain liabilities and contingent liabilities arising out of above matters and recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore vary from the figure included in other provisions.

v) Defined benefit plans (Gratuity benefits):

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future

salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

vi) Inventory measurement:

The Group performs physical counts of above inventory on a periodic basis using internal / external experts to perform volumetric surveys and assessments, basis which the estimate of quantity for these inventories is determined. The variations noted between book records and physical quantities of above inventories are evaluated and appropriately accounted in the books of accounts.

vii) Recoverability of advances/ receivables:

At each balance sheet date, based on discussions with the respective counter-parties and internal assessment of their credit worthiness, the management assesses the recoverability of outstanding receivables and advances. Such assessment requires significant management judgement based on financial position of the counter-parties, market information and other relevant factors.

viii) Impairment of Non Financial Assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted future cash flows model. The recoverable amount is sensitive to the discount rate used for the discounted future cash flows model as well as the expected future cash-inflows.

ix) Impairment of Financial Assets

The impairment provisions for trade receivables are made considering simplified approach based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions

Notes to Consolidated financial statements for the year ended 31st March, 2022

and selecting the inputs to the impairment calculation based on the Group's past history and other factors at the end of each reporting period. In case of other financial assets, the Group applies general approach for recognition of impairment losses wherein the Group uses judgement in considering the probability of default upon initial recognition and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

x) Impairment of Goodwill:

Ind AS 36 requires that the Group assesses conditions that could cause an asset or a Cash Generating Unit (CGU) to become impaired and to test recoverability of potentially impaired assets. These conditions include changes resulting from market and economic environment, including internal and external factors such as the Group's market capitalization, significant changes in the Group's planned use of the assets or a significant adverse change in the expected prices, sales volumes or raw material cost. The identification of CGUs involves judgment, including assessment of where active markets exist, and the level of interdependency of cash inflows. In accordance with Ind AS 36, goodwill is reviewed at least annually for impairment.

V) Summary of Significant Accounting Policies

a Inventories

- i) Inventories and Stores and Spares are valued at lower of Cost or Net Realisable Value (NRV).
- ii) Cost is determined on Weighted Average basis and comprises of costs of purchases, cost of conversion, all non-refundable duties & taxes and other costs incurred in bringing the inventories to their present location and condition.
- iii) Quantity of CNG in cascades and Natural Gas in pipelines are estimated on a volumetric basis and are valued on Weighted Average basis considering lower of cost or net realisable value.
- iv) Net Realisable Value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated

cost necessary to make the sale. Necessary adjustment for shortage / excess stock is given based on the available evidence and past experience of the Group.

b Cash & Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash equivalents includes short-term deposits with an original maturity of three months or less from the date of acquisition, highly liquid investments that are readily convertible into known amounts of cash.

c Revenue recognition

Revenue from Operations

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services. Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts and other incentives, if any, as per contracts with the customers. Revenue also excludes taxes collected from customers in its capacity as agent.

The Group considers recovery of excise duty flows to the Group on its liability and hence, forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Group on its own account, revenue includes excise duty.

The accounting policy for the specific revenue streams of the Group are summarised below:

Revenue on sale of natural gas is recognized on transfer of title to customers at delivery point. Sales are billed bi-monthly to domestic customers and on fortnightly basis to commercial, non commercial and industrial customers. Revenue on sale of Compressed Natural Gas (CNG) is recognized on sale of gas to customers from CNG stations. Gas Transportation Income is recognized in the same period in which the related volumes of gas are delivered to the customers.

Notes to Consolidated financial statements for the year ended 31st March, 2022

Other Incomes

Interest income is recognised on effective interest rate taking into account the amount outstanding and the rate applicable. Dividend income from investments is recognised when the Group's right to receive payment is established.

Contract Balances

Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

In case of customers where meter reading dates for billing is not matching with reporting date, the gas sales between last meter reading date and reporting date has been accrued by the Group based on past average sales. The actual sales revenue may vary compared to accrued unbilled revenue so included in sale of natural gas. The same is recognised as contract asset and is disclosed as "Unbilled Revenue" under Other Current Financial Assets.

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional i.e. only the passage of time is required before payment of consideration is due.

Contract Liability

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognised as revenue when the Group performs obligations under the contract. The same is disclosed as "Advance from Customers" under Other Current Liabilities.

d Property, Plant & Equipments

Recognition and measurement

Property, Plant and Equipments are stated at cost of acquisition or construction less accumulated depreciation and impairment losses and net of taxes (Cenvat and VAT credit wherever applicable). All direct cost attributable to respective assets are capitalized to the

assets. Other indirect expenses are capitalized to assets in proportion of the value of the assets. Borrowing cost relating to acquisition / construction of Property, Plant and Equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Spare parts or stores meeting the definition of Property, Plant and Equipment, either procured along with equipment or subsequently, are capitalized in the asset's carrying amount or recognized as separate asset, if appropriate.

The Natural Gas distribution systems for PNG connections are commissioned on commencement of supply of gas to the individual consumers. The CNG outlets are commissioned on commencement of sale of CNG to the customers.

Subsequent measurement

Subsequent expenditure related to an item of Property, Plant and Equipment is added to its book value only if it increases the future economic benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing Property, Plant and Equipments, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the profit and loss for the period during which such expenses are incurred. Cost of day to day service primarily include costs of labor, consumables and cost of small spare parts.

Expenditure incurred during the period of construction including, all direct and indirect overheads, incidental and related to construction is carried forward and on completion, the costs are allocated to the respective assets.

Depreciation

Depreciation is provided using straight-line method as specified in Schedule II to the Companies Act, 2013. Estimated useful life of assets are determined based on technical parameters / assessments. Depreciation on assets acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal.

Notes to Consolidated financial statements for the year ended 31st March, 2022

Estimated useful life of assets determined based on technical parameters / assessments for following class of assets are as follows:

Assets Class	Estimated Useful Life
Compressors	10 years
Dispensers	10 years
Canopy	10 years
Cascades	20 years
Solar Panel	25 years
Steel Pipes & Fittings	30 years
PE Pipes & Fittings	30 years

Derecognition

An item of Property, Plant and Equipment is derecognised upon disposal or when no future economic benefits are expected to arise from continued use of the asset. Any gain or loss arising on the disposal or retirement of Property, Plant and Equipment is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognised in profit or loss.

e Capital Work in Progress

Expenditure related to and incurred during implementation of capital projects to get the assets ready for intended use is included under "Capital Work in Progress". The same is allocated to the respective items of property plant and equipment on completion of construction/ erection of the capital project/ property plant and equipment. Borrowing Cost related to a acquisition/construction of Property, Plant and Equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to use. Capital work in progress includes assets pending installation and not available for its intended use and capital inventory.

f Intangible Assets

Recognition and measurement

Intangible assets are recorded at the consideration paid for acquisition and are amortized over their estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Group for its use. The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization method is revised to reflect the changed pattern.

Amortisation

Intangible assets are amortised on straight line basis over their estimated useful life as below:

Assets Class	Estimated Useful Life
Software	1-5 Years based on management estimate

g Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Consolidated Statement of Profit and Loss.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group are recognised at the proceeds received, net of direct issue costs.

A) Financial Assets

All financial assets, except investment in joint venture are recognised initially at fair value. Investment in joint venture are measured at cost less impairment in accordance with Ind AS 27 "Separate Financial Statements".

The subsequent measurement of financial assets depends on their classification, as described below:

1) At amortised cost

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking

Notes to Consolidated financial statements for the year ended 31st March, 2022

into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Consolidated Statement of Profit and Loss. The losses arising from impairment are recognised in the Consolidated Statement of Profit and Loss. This category generally applies to trade and other receivables.

2) *At Fair Value through Other Comprehensive Income (FVTOCI)*

A financial asset is classified as the FVTOCI if both of the following criteria are met:

- (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI) and on derecognition, cumulative gain or loss previously recognised in OCI is reclassified to Consolidated Statement of Profit and Loss. For equity instruments, the Group may make an irrevocable election to present subsequent changes in the fair value in OCI. If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to Consolidated Statement of Profit and Loss, even on sale of investments.

3) *At Fair Value through Profit & Loss (FVTPL)*

FVTPL is a residual category for debt instruments and default category for equity instruments. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the Consolidated Statement of Profit and Loss.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in Consolidated Statement of Profit and Loss if such gain or loss would have otherwise been recognised in Consolidated Statement of Profit and Loss on disposal of that financial asset.

Impairment of financial assets

The Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the financial assets and

Notes to Consolidated financial statements for the year ended 31st March, 2022

credit risk exposure. The Group assesses on a forward looking basis the expected credit losses associated with its receivables based on historical trends and past experience.

The Group follows 'Simplified Approach' for recognition of impairment loss allowance on all trade receivables or contractual receivables. Under the simplified approach, the Group does not track changes in credit risk, but it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. If credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. ECL impairment loss allowance (or reversal) recognised during the period is recognised as income / (expense) in the Consolidated Statement of Profit and Loss.

B) Financial Liabilities and equity instruments Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial Liabilities

Financial liabilities are classified, at initial recognition as at amortised cost or fair value through profit or loss. The measurement of financial liabilities depends on their classification, as described below:

1) *At amortised cost*

This is the category most relevant to the Group. After initial recognition, financial liabilities are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Consolidated Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of

the EIR. The EIR amortisation is included as finance costs in the Consolidated Statement of Profit and Loss.

2) *At Fair Value through Profit or Loss (FVTPL)*

A financial liability may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability whose performance is evaluated on a fair value basis, in accordance with the Group's documented risk management;

It include financial liabilities held for trading and financial liabilities designated upon initial recognition as such. Subsequently, any changes in fair value are recognised in the Consolidated Statement of Profit and Loss.

Derecognition of financial liability

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Consolidated Statement of Profit and Loss.

h Goodwill

Goodwill acquired as a result of demerger of CGD business from Adani Energy Limited is measured at net value as at 31st March, 2015. Goodwill is not amortized but is checked for impairment at

Notes to Consolidated financial statements for the year ended 31st March, 2022

regular intervals of time. Impairment shall be recognised when there are certain indications that recoverable amount of cash generating unit is less than its carrying amount.

i Foreign Currency Transactions

Functional and Presentation currency

The financial statements are presented in Indian Rupee (INR), which is entity's functional and presentation currency.

Transactions and Balances

Foreign currency transactions are translated into the functional currency, for initial recognition, using the exchange rates at the dates of the transactions.

All foreign currency denominated monetary assets and liabilities are translated at the exchange rates on the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in Consolidated Statement of Profit and Loss with the exception of those related to acquisition of a PPE which are capitalised and depreciated over the remaining useful life of the related asset. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognized in the Consolidated Statement of Profit and Loss except exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

j Employee Benefits

Employee benefits include gratuity, compensated absences, contribution to provident fund, employees' state insurance and superannuation fund.

a) Short Term Employee Benefits

A liability is recognised for benefits accruing to employees in respect of salaries and wages at the undiscounted amount of the benefits expected to be paid wholly within twelve months of rendering the service.

b) Post Employment Benefits

Defined Benefit Plans

The Group operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary, using the projected unit credit method. The liability for gratuity is funded annually to a gratuity fund maintained with the Life Insurance Corporation of India.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling (excluding net interest) and the return on plan assets (excluding net interest), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods. Net interest is calculated by applying the discount rate to the net balance of defined benefit liability or asset.

The Group recognises the following changes in the net defined benefit obligation as an expense in the Consolidated Statement of Profit and Loss in the line item "Employee Benefits Expense":

- > Service cost including current service cost, past service cost, gains and losses on curtailments and non-routine settlements; and
- > Net interest expense or income

For the purpose of presentation of defined benefit plans, the allocation between short term and long term provisions has been made as determined by an actuary.

Defined Contribution Plans

Retirement benefits in the form of provident fund and superannuation fund are defined contribution schemes. The Group has no obligation, other than the

Notes to Consolidated financial statements for the year ended 31st March, 2022

contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid.

Compensated absences

Other long term employee benefits comprise of compensated absences/leaves. The Group allocates accumulated leaves between short term and long term liability based on actuarial valuation as at the end of the period. The actuarial valuation is done as per projected unit credit method.

Short term Employee Benefits

Short-term employee benefit obligations are recognised at an undiscounted amount in the Consolidated Statement of Profit and Loss for the reporting period in which the related services are received.

k Borrowing Costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. The Group considers a period of twelve months or more as a substantial period of time.

Transaction costs in respect of long-term borrowings are amortised over the tenor of respective loans using effective interest method. All other borrowing costs are expensed in the period in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

l Segment reporting

The Group has a single operating segment i.e. "Sale of Natural Gas". Accordingly, the segment revenue, segment results, segment assets and segment liabilities are reflected in the financial statements themselves as at and for the financial year ended 31st March, 2022 as determined by Chief Operational Decision Maker, in accordance with Ind-AS 108 "Operating Segment".

m Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

Lease term is a non-cancellable period together with periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-

Notes to Consolidated financial statements for the year ended 31st March, 2022

use asset will be depreciated over the useful life of the underlying asset. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments to be paid over the lease term at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. Subsequently, the lease liability is measured at amortised cost using the effective interest method..

n Earning Per Share

Basic Earnings per share is computed by dividing the profit for the year attributable to equity holders of the Group by the weighted average number of equity shares outstanding during the year. Diluted Earnings per share is computed by dividing the profit attributable to equity holders of the Group (after adjusting for costs associated with dilutive potential equity shares) by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

o Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in Consolidated Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

a) Current Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date where the Group operates and generates taxable income.

Current tax items, relating to items recognised outside the Consolidated Statement of Profit and Loss, are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Provision for current tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemption in accordance with the Income Tax Act, 1961.

Current tax assets and liabilities are offset where the Group has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

b) Deferred Tax

Deferred income tax is recognised using the Balance Sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of unrecognised deferred tax assets are reviewed at each reporting date to assess their realisability and corresponding adjustment is made to carrying values of deferred tax assets in the financial statements.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the

Notes to Consolidated financial statements for the year ended 31st March, 2022

asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset where a legally enforceable right exists to offset current tax assets and liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Net outstanding balance in Deferred Tax account is recognized as deferred tax liability/asset. The deferred tax account is used solely for reversing timing difference as and when crystallized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside Consolidated Statement of Profit and Loss is recognised outside Consolidated Statement of Profit and Loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity..

p Investments in subsidiaries, associates and joint ventures

Investments in subsidiaries, associates and joint ventures are accounted for at cost.

q Impairment of Property, Plant and Equipment's and Intangible Assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-

generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Consolidated Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Consolidated Statement of Profit and loss.

r Provisions, Contingent Liabilities & Contingent Assets

Provisions are recognised for when the Group has at present, legal or contractual obligation as a result of past events, only if it is probable that an outflow of resources embodying economic outgo or loss will be required and if the amount involved can be measured reliably. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting

Notes to Consolidated financial statements for the year ended 31st March, 2022

is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities may arise from litigation, taxation and other claims against the Group. Where it is management's assessment that the outcome is uncertain or cannot be reliably quantified, the claims are disclosed as contingent liabilities unless the likelihood of an adverse outcome is remote such contingent liabilities are disclosed in the notes but are not provided for in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings, the Group does not expect them to have a materially adverse impact on the Group's financial position.

Contingent assets are not recognised in the financial statements. The nature of such assets and an estimate of its financial effect are disclosed in notes to the financial statements.

s Exceptional Items

Exceptional items are generally non-recurring items of income and expense within profit or loss from ordinary activities, which are of such

size, nature or incidence that their disclosure is relevant to explain the performance of the Group for the year.

VI) Standard issued but not effective

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these standards, if applicable, as and when they become effective. The Ministry of Corporate Affairs (MCA) has notified certain amendments to Ind AS, through Companies (Indian Accounting Standards) Amendment Rules, 2022 on 23rd March, 2022. These amendments maintain convergence with IFRS by incorporating amendments issued by International Accounting Standards Board (IASB) into Ind AS and has amended the following standards:

1. Ind AS 101 – First-time adoption of Ind AS
2. Ind AS 103 – Business Combinations
3. Ind AS 109 – Financial Instruments
4. Ind AS 16 – Property, Plant and Equipment
5. Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets
6. Ind AS 41 – Agriculture

Notes to Consolidated financial statements for the year ended 31st March, 2022

3 PROPERTY, PLANT & EQUIPMENTS, INTANGIBLE ASSETS and RIGHT-OF- USE ASSETS

(₹ in Crores)

PARTICULARS	Property, Plant & Equipments						Intangible Assets		Right-of-Use Assets				
	Freehold Land	Building	Office Equipments	Computer	Vehicles	Furniture	Plant & Equipments	Total	Computer Software	Land	Building	Computer	Total
Year Ended 31 st March, 2021													
Gross Carrying Value													
Opening Gross Carrying Amount	43.82	61.78	5.27	10.35	0.23	9.31	1,239.49	1,370.25	15.88	65.41	4.81	1.43	71.65
Addition during the Year	14.12	24.66	0.46	3.46	-	0.02	179.06	221.78	5.90	15.21	2.69	-	17.90
Deduction during the Year	-	-	-	0.30	0.04	0.72	0.10	1.16	-	-	-	-	-
Transfer	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing Gross Carrying Value	57.94	86.44	5.73	13.51	0.19	8.61	1,418.45	1,590.87	21.78	80.62	7.50	1.43	89.55
Accumulated Depreciation													
Opening Accumulated Depreciation	-	5.54	3.73	4.86	0.19	7.12	250.61	272.05	8.38	3.83	0.91	0.08	4.82
Depreciation/Amortisation during the year	-	1.34	0.75	2.46	0.02	0.71	50.91	56.19	3.23	3.12	1.42	0.29	4.83
Deduction during the Year	-	-	-	0.30	0.03	0.72	0.06	1.11	-	-	-	-	-
Transfer	-	-	-	-	-	-	-	-	-	-	-	-	-
Closing Accumulated Depreciation	-	6.88	4.48	7.02	0.18	7.11	301.46	327.13	11.61	6.95	2.33	0.37	9.65
Net Carrying Amount as at 31st March, 2021	57.94	79.56	1.25	6.49	0.01	1.50	1,116.99	1,263.74	10.17	73.67	5.17	1.06	79.90
Year Ended 31 st March, 2022													
Gross Carrying Value													
Opening Gross Carrying Amount	57.94	86.44	5.73	13.51	0.19	8.61	1,418.45	1,590.87	21.78	80.62	7.50	1.43	89.55
Addition during the Year	6.54	13.92	1.48	3.31	-	0.05	409.44	434.74	1.05	5.67	1.64	-	7.31
Deduction during the Year	-	-	0.01	0.09	-	-	0.38	0.48	-	5.76	1.76	-	7.52
Closing Gross Carrying Value	64.48	100.36	7.20	16.73	0.19	8.66	1,827.51	2,025.13	22.83	80.53	7.38	1.43	89.34
Accumulated Depreciation													
Opening Accumulated Depreciation	-	6.88	4.48	7.02	0.18	7.11	301.46	327.13	11.61	6.95	2.33	0.37	9.65
Depreciation/Amortisation during the year	-	1.87	0.71	3.07	-	0.45	68.71	74.81	3.60	3.58	1.68	0.29	5.55
Deduction during the Year	-	-	0.01	0.08	-	-	0.24	0.33	-	0.59	1.62	-	2.21
Closing Accumulated Depreciation	-	8.75	5.18	10.01	0.18	7.56	369.93	401.61	15.21	9.94	2.39	0.66	12.99
Net Carrying Amount as at 31st March, 2022	64.48	91.61	2.02	6.72	0.01	1.10	1,457.58	1,623.52	7.62	70.59	4.99	0.77	76.35

Notes:

a) For charges created on aforesaid assets, refer note 18 & 23

Notes to Consolidated financial statements for the year ended 31st March, 2022

4 Capital Work-in-progress

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Capital Work in Progress (Pertaining to PPE)	1,170.52	696.48
Total	1,170.52	696.48

CWIP ageing schedule - Balances as at 31st March, 2022

(₹ in Crores)

Capital Work In Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	883.06	228.34	50.32	8.80	1170.52
Projects temporarily suspended	-	-	-	-	-
Total	883.06	228.34	50.32	8.80	1170.52

CWIP ageing schedule - Balances as at 31st March, 2021

(₹ in Crores)

Capital Work In Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	519.70	137.30	30.47	9.01	696.48
Projects temporarily suspended	-	-	-	-	-
Total	519.70	137.30	30.47	9.01	696.48

Notes :

- i) Includes expenditure directly attributable to construction period of ₹ 168.14 Crores (31st March, 2021 : ₹ 106.96 Crores) and capital inventory of ₹ 420.42 Crores (31st March, 2021 : ₹ 299.38 Crores)
- ii) For charges created on aforesaid, refer note 18 & 23
- iii) The Group annually modulates Project plans on the basis of developments in CGD eco system and demand potential in various geographies and all the projects are executed as per rolling annual plans and annual cap-ex budgets.

5 a) Investments accounted using Equity Method

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Unquoted Equity Shares		
In Equity Shares of Joint Venture measured at Cost (fully paid)		
63,11,90,000 Shares (P.Y. : 43,22,50,000 Shares) of ₹ 10 each of Indian Oil-Adani Gas Private Limited	617.38	413.64
1,28,00,000 Shares (P.Y. : NIL) of ₹ 10 each of Smartmeters Technologies Private Limited	12.85	-
Total	630.23	413.64
Aggregate value of unquoted investments	630.23	413.64

Notes to Consolidated financial statements for the year ended 31st March, 2022

5 b) Other Investments

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
In Equity Shares of Company measured at FVTOCI (fully paid)		
36,93,750 Shares (P.Y. : 36,93,750 Shares) of ₹ 10 each of Indian Gas Exchange Limited	3.69	3.69
Total	3.69	3.69
Aggregate value of unquoted investments	3.69	3.69

6 Other Non - Current Financial Assets

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Security Deposits	29.32	40.72
Balances held as Margin Money	315.06	315.10
Fixed Deposits (original maturity more than twelve months)	40.00	40.00
Total	384.38	395.82

Note: Balances held as Margin Money is against credit facilities.

7 Income Tax Assets (Net)

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Advance Payment of Income Tax (net of provisions)	12.32	11.05
Total	12.32	11.05

8 Other Non - Current Assets

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Capital advances	106.10	66.95
Balance with Government Authorities	13.34	13.40
Total	119.44	80.35

Note: Refer note 46 for Related Party Balances

9 Inventories (At lower of Cost or Net Realisable Value)

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Stock of Natural Gas	10.92	2.05
Stores and spares	65.86	49.96
Total	76.78	52.01

Note: For charges created on aforesaid assets, refer note 18 & 23

Notes to Consolidated financial statements for the year ended 31st March, 2022

10 Trade Receivables

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Secured, considered good	-	-
Unsecured, considered good	186.55	103.68
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables-credit impaired	1.54	0.45
	188.09	104.13
Less: Loss allowances for credit impaired	(1.54)	(0.45)
Total	186.55	103.68

Note:

- i) For charges created on aforesaid assets, refer note 18 & 23
- ii) Refer note 46 for balances with related party
- iii) The Group considers for impairment on its receivables from customers. The risk of recovery is reduced to the extent of security deposits already collected and held as collaterals.

Trade Receivable ageing schedule - Balance as at 31st March, 2022

(₹ in Crores)

Sr No	Particulars	Not Due	Outstanding for following periods from due date of receipt				Total	
			Less than 6 months	6 Months - 1 year	1-2 Years	2-3 Years		More than 3 years
1	Undisputed Trade receivables - Considered good	147.59	31.95	1.69	1.97	2.37	0.98	186.55
2	Undisputed Trade receivables - which have significant increase in risk	-	-	-	-	-	-	-
3	Undisputed Trade receivables - credit impaired	-	-	-	-	-	1.45	1.45
4	Disputed Trade receivables - Considered good	-	-	-	-	-	-	-
5	Disputed Trade receivables - which have significant increase in risk	-	-	-	-	-	-	-
6	Disputed Trade receivables - credit impaired	-	-	0.01	0.03	0.01	0.04	0.09
7	Provision for Doubtful Debt	-	-	-	-	-	-	(1.54)
	Total	147.59	31.95	1.70	2.00	2.38	2.47	186.55

Notes to Consolidated financial statements for the year ended 31st March, 2022

10 Trade Receivables : (Contd.)

Trade Receivable ageing schedule - Balance as at 31st March, 2021

(₹ in Crores)

Sr No	Particulars	Not Due	Outstanding for following periods from due date of receipt				Total	
			Less than 6 months	6 Months - 1 year	1-2 Years	2-3 Years		More than 3 years
1	Undisputed Trade receivables - Considered good	86.23	12.91	0.37	2.43	0.93	0.81	103.68
2	Undisputed Trade receivables - which have significant increase in risk	-	-	-	-	-	-	-
3	Undisputed Trade receivables - credit impaired	-	-	-	-	-	0.23	0.23
4	Disputed Trade receivables - Considered good	-	-	-	-	-	-	-
5	Disputed Trade receivables - which have significant increase in risk	-	-	-	-	-	-	-
6	Disputed Trade receivables - credit impaired	-	0.02	0.02	0.03	0.02	0.13	0.22
7	Provision for Doubtful Debt	-	-	-	-	-	-	(0.45)
	Total	86.23	12.93	0.39	2.46	0.95	1.17	103.68

11 Cash and Cash equivalents

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Balances with banks		
- In current accounts	31.13	10.23
Total	31.13	10.23

Note: i) For charges created on aforesaid assets, refer note 18 & 23

12 Bank balances other than Cash and Cash equivalents

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Balances held as Margin Money	3.00	0.58
Fixed Deposits (with original maturity for more than three months)	0.14	0.03
Earmarked balances in unclaimed dividend accounts	0.05	0.03
Total	3.19	0.64

Note: i) For charges created on aforesaid assets, refer note 18 & 23

13 Current Loans

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Loan to employees	0.35	0.20
Total	0.35	0.20

Note: i) Refer note 46 for Related Party Balances

Notes to Consolidated financial statements for the year ended 31st March, 2022

14 Other Current Financial Assets

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Interest accrued but not due on deposits	5.01	4.64
Contract Asset - Unbilled Receivable (refer note 47)	29.44	16.93
Other Receivables	2.04	9.35
Total	36.49	30.92

Notes:

- Refer note 46 for Related Party Balances
- For charges created on aforesaid assets, refer note 18 & 23

15 Other Current Assets

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Advance for supply of goods or services	5.37	6.24
Balances with Government authorities	3.82	3.22
Prepaid Expenses	18.01	16.17
Total	27.20	25.63

Notes:

- Refer note 46 for Related Party Balances
- For charges created on aforesaid assets, refer note 18 & 23

16 Equity Share Capital

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Authorised Share Capital 5,09,95,00,000 (P.Y. - 5,09,95,00,000) equity shares of ₹ 1/- each	509.95	509.95
Total	509.95	509.95
Issued, Subscribed and fully paid-up equity shares 1,09,98,10,083 (P.Y. - 1,09,98,10,083) Fully paid up Equity shares of ₹ 1/- each	109.98	109.98
Total	109.98	109.98

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

	As at 31 st March, 2022		As at 31 st March, 2021	
	No. of Shares	(₹ in Crores)	No. of Shares	(₹ in Crores)
At the beginning of the year	1,09,98,10,083	109.98	1,09,98,10,083	109.98
Issued during the year	-	-	-	-
Outstanding at the end of the year	1,09,98,10,083	109.98	1,09,98,10,083	109.98

b. Terms/rights attached to equity shares

The Group has only one class of equity shares having par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Group, the holders of the equity shares will be entitled to receive remaining assets of the Group, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders. The dividend proposed by the Board of Directors if any, is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

Notes to Consolidated financial statements for the year ended 31st March, 2022

16 Equity Share Capital : (Contd.)

c. Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	No. Shares	% holding in the class	No. Shares	% holding in the class
Equity shares of ₹ 1 each fully paid				
Shri Gautam S. Adani/Shri Rajesh S. Adani (on behalf S. B. Adani Family Trust)	40,22,94,988	36.58%	40,22,94,988	36.58%
TotalEnergies Holdings SAS	41,13,31,740	37.40%	41,13,31,740	37.40%
Life Insurance Corporation of India	5,62,17,947	5.11%	-	-

d. Details of shares held by promoters

Particulars	As at 31 st March, 2022			As at 31 st March, 2021		
	No. of Shares	% holding in the class	% Change	No. of Shares	% holding in the class	% Change
S. B. Adani Family Trust (SBAFT)	40,22,94,988	36.58%	0.00%	40,22,94,988	36.58%	0.00%
Gautam S. Adani Family Trust (GSAFT)	88,36,750	0.80%	0.00%	88,36,750	0.80%	0.00%
Rahi Rajeshkumar Adani	1,00,000	0.01%	0.00%	1,00,000	0.01%	0.00%
Vanshi Rajesh Adani	1,00,000	0.01%	0.00%	1,00,000	0.01%	0.00%
Gautambhai Shantilal Adani	1	0.00%	0.00%	1	0.00%	0.00%
Rajeshbhai Shantilal Adani	1	0.00%	0.00%	1	0.00%	0.00%
Total Energies Holdings SAS	41,13,31,740	37.40%	0.00%	41,13,31,740	37.40%	0.00%
Adani Tradeline LLP	-	0.00%	0.00%	-	0.00%	0.00%

17 Other Equity

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
(A) Capital Reserve		
Balance as at the beginning/end of the year	146.21	146.21
	146.21	146.21
(B) Retained Earnings		
Opening Balance	1,677.62	1,214.69
Add: Profit for the year	509.40	462.82
Add: Other Comprehensive Income/(Loss)	0.52	0.11
Less: Dividend on Equity Shares	(27.50)	-
Closing Balance	2,160.04	1,677.62
Total	2,306.25	1,823.83

Nature and purpose of each reserve :

a) Capital Reserve

The capital reserve was created as per Composite scheme of arrangement among Adani Gas Holding Limited and Adani Gas Limited and Adani Enterprise Limited and their respective shareholders and creditors under section 230 to 232 of the Companies Act, 2013 approved by National Company Law Tribunal ("NCLT") Bench at Ahmedabad vide its order dated 3rd August, 2018. Hence, the same is not considered as a free reserve for the purpose of distribution of dividends.

b) Retained Earnings

The portion of profits not distributed among the shareholders are termed as retained earnings (free reserves). The Group may utilize the retained earnings for making investments for future growth and expansion plans, for the purpose of generating higher returns for the shareholders, for distributing dividend and bonus or for any other purpose, as approved by the Board of Directors of the Group.

Notes to Consolidated financial statements for the year ended 31st March, 2022

18 Non - Current Borrowings (At amortised cost)

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Secured borrowings		
Term Loans from Banks (refer note a & b)	352.41	307.88
Unsecured borrowings		
10% Cumulative Redeemable Preference Share	-	0.05
Total	352.41	307.93

Notes:

a) Security Details:

Rupee Term Loans from bank is secured by

- First pari passu charge and hypothecation charge on over all present and future movable Plant and Machinery and other movable assets on the respective existing GAs of ATGL for which capex funding is to be done.
- Second pari passu charge on over all current assets uncalled capital, goodwill, cash flows, receivables, book debt and revenue, present & future, located or pertaining to repective existing GAs of ATGL for capex funding is to be done.

b) Repayment terms:

- i) Rupee Term Loan of ₹ 130.25 Crores is repayable in 11 Quarterly Instalments of ₹ 10.42 Crores each from Q1 F.Y.22-23 to Q3 F.Y.24-25 and final instalment of ₹ 15.63 Crores in Q4 F.Y. 24-25 and said loan carries interest rate equal to the benchmark rate, presently @ 7.25% and is payable on monthly basis.
- ii) Rupee Term Loan of ₹ 74.97 Crores is repayable at 1 Quarterly Instalments of ₹ 3.57 Crores in Q1 F.Y. 22-23, 10 Quarterly Instalments of ₹ 5.71 Crores each from Q2 F.Y. 22-23 to Q3 F.Y. 24-25, instalment of ₹ 7.85 Crores in Q4 F.Y. 24-25 and final instalment of ₹ 6.43 Crores in Q1 F.Y. 25-26 and said loan carries interest rate equal to the benchmark rate, presently @ 7.30% and is payable on monthly basis.
- iii) Rupee Term Loan of ₹ 45.10 Crores is repayable in 2 Quarterly Instalments of ₹ 2.05 Crores each from Q1 to Q2 F.Y. 22-23, 8 Quarterly Instalments of ₹ 3.28 Crores each from Q3 F.Y. 22-23 to Q2 F.Y. 24-25 and final 4 Quarterly Instalments of ₹ 3.69 Crores each from Q3 F.Y. 24-25 to Q2 F.Y.25-26 & said loan carries interest rate equal to the benchmark rate, presently @ 7.05% and is payable on monthly basis.
- iv) Rupee Term Loan of ₹ 58.59 Crores is repayable in 25 Quarterly Instalments of ₹ 2.34 Crores each from Q1 F.Y. 22-23 to Q1 F.Y. 28-29, and said loan carries interest rate equal to the benchmark rate, presently @ 7.80% and is payable on monthly basis.
- v) Rupee Term Loan of ₹ 150 Crores is repayable in 1st Instalment of ₹ 7.50 Crores in Q3 F.Y. 22-23, 2 Half yearly Instalments of ₹ 15 Crores each started from Q4 F.Y. 22-23 to Q2 23-24, another Half yearly Instalment of ₹ 30 Crores in Q4 F.Y. 23-24, and final 2 half yearly Instalments of ' 41.25 Crores each in Q2 & Q4 F.Y.24-25 and said loan carries interest rate equal to the benchmark rate, presently @ 5.05% and is payable on monthly basis.
- vi) For current maturities of non current borrowing, refer note 23 "Current Borrowings"..

19 Non - Current Lease Liabilities

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Lease Liabilities (Refer note 48)	35.74	37.47
Total	35.74	37.47

Notes to Consolidated financial statements for the year ended 31st March, 2022

20 Other Non - Current Financial Liabilities

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Retention Money	5.36	1.12
Total	5.36	1.12

21 Non - Current Provisions

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Provision for Employee Benefits		
Provision for compensated absences (Refer note 44)	4.57	4.58
Total	4.57	4.58

22 Deferred Tax Liabilities (Net)

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Deferred Tax Liabilities		
Property, Plant & Equipment, Other Intangible assets and Right-of-Use Assets	152.59	127.38
Gross Deferred Tax Liabilities	152.59	127.38
Deferred Tax Assets		
Employee Benefit Liability	3.54	3.36
Allowance for credit losses	0.39	0.11
Lease Liability	9.99	10.28
Others	1.86	3.14
Gross Deferred Tax Assets	15.78	16.89
Net Deferred Tax Liabilities - Total	136.81	110.49

a. Movement in Deferred Tax Liability (net) for the year ended 31-03-2022

(₹ in Crores)

Particulars	As at 1 st April, 2021	Recognised in P&L	Recognised in OCI	As at 31 st March, 2022
Tax effect of items constituting deferred tax liabilities:				
Difference between book base and tax base of Property, Plant & Equipment, Other Intangible assets and Right-of-Use Assets	127.38	25.21	-	152.59
Total	127.38	25.21	-	152.59
Tax effect of items constituting deferred tax asset:				
Employee Benefit Liability	3.36	0.35	(0.17)	3.54
Allowance for credit losses	0.11	0.28	-	0.39
Lease Liability	10.28	(0.29)	-	9.99
Others	3.14	(1.28)	-	1.86
Total	16.89	(0.94)	(0.17)	15.78
Net Deferred Tax Liability	110.49	26.15	0.17	136.81

Notes to Consolidated financial statements for the year ended 31st March, 2022

22 Deferred Tax Liabilities (Net) : (Contd.)

b. Movement in Deferred Tax Liability (net) for the year ended 31-03-2021				(₹ in Crores)
Particulars	As at 1 st April, 2020	Recognised in P&L	Recognised in OCI	As At 31 st March, 2021
Tax effect of items constituting deferred tax liabilities:				
Difference between book base and tax base of Property, Plant & Equipment, Other Intangible assets and Right-of-Use Assets	101.38	26.00	-	127.38
Total	101.38	26.00	-	127.38
Tax effect of items constituting deferred tax asset:				
Employee Benefit Liability	3.49	(0.10)	(0.03)	3.36
Allowance for credit losses	0.22	(0.11)	-	0.11
Lease Liability	2.99	7.29	-	10.28
Others	4.41	(1.27)	-	3.14
Total	11.11	5.81	(0.03)	16.89
Net Deferred Tax Liability	90.27	20.19	0.03	110.49

23 Current Borrowings

	(₹ in Crores)	
	As at 31 st March, 2022	As at 31 st March, 2021
Secured Borrowings		
Term Loans (refer note - a)	360.00	-
Trade Credits From Banks (refer note - b)	178.89	44.85
Bank Overdraft Facilities	-	77.91
Current maturities of non current borrowings (refer note 18)	104.17	57.59
Total	643.06	180.35

Notes:

a) Current Loan from Bank amounting to ₹ 300 Crore is secured by First Pari paasu charge over the current assets both present and future cashflows, receivables, book debts, commissions and revenues.

Current Loan from Bank amounting to ₹ 60 Crore is secured by First Pari passu charge over current assets of the existing four geographical areas and Second Pari pasu charge over movable fixed assets of existing four geographical areas.

b) Trade credits from Banks aggregating to ₹ 178.89 Crore are secured or to be secured by First Pari paasu charge over the current and moveable assets of the Geographical Areas allotted under 9th Round of CGD Bidding , exclusive charge over the capital goods purchased and subsequent charge on all current assets and movable fixed assets, both present and future of the borrower

24 Current Lease Liabilities

	(₹ in Crores)	
	As at 31 st March, 2022	As at 31 st March, 2021
Lease Liabilities (Refer note 48)	3.95	3.37
Total	3.95	3.37

Notes to Consolidated financial statements for the year ended 31st March, 2022

25 Trade Payables

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Trade Payables		
i. Total outstanding dues of micro and small enterprises	0.71	5.88
ii. Total outstanding dues of creditors other than micro and small enterprises	164.79	109.64
Total	165.50	115.52

Notes:

- i) Refer note 46 for Related Party Balances
- ii) Disclosures required under Section 22 of the Micro, Small and Medium Enterprise Development Act, 2006

(₹ in Crores)

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	0.71	5.88
ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed date	-	-
iv) The amount of interest due and payable for the year	-	-
v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

The information on Micro, Small and Medium Enterprises, to whom the Group owes dues, which are outstanding as at the Balance Sheet date, has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the auditors. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Group has not received any claim for interest from any supplier as at the balance sheet date. These facts have been relied upon by the auditors.

Trade Payable ageing schedule - Balances as at 31-03-2022

(₹ in Crores)

Sr No	Particulars	Not Due	Outstanding for following periods from due date of Payment				Total
			Less than 1 year	1-2 years	2-3 Years	More than 3 years	
1	MSME	0.68	0.03	-	-	-	0.71
2	Others	60.19	101.98	0.13	0.08	0.07	162.45
3	Disputed dues - MSME	-	-	-	-	-	-
4	Disputed dues - Others	-	-	-	-	2.34	2.34
	Total	60.87	102.01	0.13	0.08	2.41	165.50

Notes to Consolidated financial statements for the year ended 31st March, 2022

25 Trade Payables : (Contd.)

Trade Payable ageing schedule - Balances as at 31-03-2021 (₹ in Crores)

Sr No	Particulars	Not Due	Outstanding for following periods from due date of Payment				Total
			Less than 1 year	1-2 years	2-3 Years	More than 3 years	
1	MSME	5.88	-	-	-	-	5.88
2	Others	45.75	61.36	0.14	0.02	0.03	107.30
3	Disputed dues - MSME	-	-	-	-	-	-
4	Disputed dues - Others	-	-	-	2.34	-	2.34
	Total	51.63	61.36	0.14	2.36	0.03	115.52

26 Other Current Financial Liabilities

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Interest accrued but not due on borrowings	3.73	2.26
Unclaimed Dividend	0.04	0.03
Security Deposit from Customers	425.49	352.80
Security Deposit from Contractors	0.73	0.64
Other payables		
- Retention money payable	89.63	47.79
- Capital Creditors	94.33	80.82
- Others	0.03	-
Total	613.98	484.34

Note: i) Refer note 46 for Related Party Balances

27 Other Current Liabilities

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Revenue received in advance		
Contract Liability - Advances from Customers (Refer Note 47)	6.84	0.22
Statutory Liabilities	21.46	17.98
Total	28.30	18.20

28 Current Provisions

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Provision for Employee Benefits		
Provision for Gratuity (Refer note 44)	5.29	5.10
Provision for compensated absences (Refer note 44)	1.99	1.36
Total	7.28	6.46

Notes to Consolidated financial statements for the year ended 31st March, 2022

29 Current Tax Liabilities (net)

(₹ in Crores)

	As at 31 st March, 2022	As at 31 st March, 2021
Provision for Tax (net of advance tax and tax deducted at source)	2.06	-
Total	2.06	-

30 Revenue from Operations

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Revenue from Contract with Customers		
Sale of Goods		
CNG Sales	1,413.52	739.01
PNG Sales	1,745.68	1,023.75
Sale of Services		
Connection Income	10.88	7.21
Transportation Income	-	2.53
Other Operating Revenues		
Revenue from EPC Contract	16.28	
Others	20.00	11.97
Total	3,206.36	1,784.47

Note: i) Refer note 46 for Related Party Balances

31 Other Income

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Interest Income		
Inter Corporate Loans	-	0.87
Bank Deposits	28.19	26.73
Others	0.03	0.88
Net Gain on Sale of Current Investments	0.18	0.57
Net Gain on Sale of Property, plant and equipment	0.08	0.04
Liabilities no longer required written back	5.92	9.81
Sale of Stores and Spares	0.60	0.02
Corporate Guarantee Income	3.61	3.53
Other non-operating income	2.89	1.91
Total	41.50	44.36

Note: i) Refer note 46 for Related Party Balances

Notes to Consolidated financial statements for the year ended 31st March, 2022

32 Cost of Natural Gas and Traded Items

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Cost of Natural Gas	1,922.29	770.70
Cost of EPC Contract	16.24	-
Total	1,938.53	770.70

33 Changes in Inventories

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Opening Stock of Finished Goods / Stock in Trade	2.05	0.97
Less: Closing Stock of Finished Goods / Stock in Trade	10.92	2.05
Total	(8.87)	(1.08)

34 Employee Benefits Expense

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Salaries, wages and Bonus	47.60	45.46
Contribution to Provident and Other Funds	3.86	3.75
Staff Welfare Expenses	3.27	2.31
Total	54.73	51.52

35 Finance costs

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Interest Expenses on		
Term Loan	32.10	30.58
Security Deposit	5.78	4.71
Income Tax	-	0.29
Lease liabilities	2.83	1.51
Others	7.58	0.69
Other Borrowing Costs		
Bank and Other Finance Charges	4.44	2.70
Total	52.73	40.48

Notes to Consolidated financial statements for the year ended 31st March, 2022

36 Other Expenses

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Consumption of stores and spare parts	9.67	7.90
Job Work Charges	20.94	6.32
Power and fuel	54.24	27.10
Transportation Charges	55.29	22.24
Foreign Exchange Loss	0.02	-
Security Expenses	5.49	3.64
Facilitation Fees	2.74	0.64
Commission & Brokerage	2.31	1.02
Rent (Refer note 49)	13.40	5.65
Repairs and Maintenance		
Plant and Machinery	46.50	35.29
Buildings	0.83	0.75
Others	1.32	3.25
Insurance Expenses	1.41	1.11
Rates and Taxes	7.68	5.77
Legal and Professional Expenses	17.52	23.21
Travelling and Conveyance Expenses	3.50	2.84
Bid and Tender Expenses	7.27	-
Advertisement and Business Promotion Expenses	6.79	2.28
Office Expenses	1.19	1.12
Communication & IT Expenses	7.65	9.60
Printing and Stationery Expenses	0.81	0.90
Donations	0.13	0.05
Corporate Social Responsibility Expenses (Refer note 43)	10.27	7.82
Directors' Sitting Fees	0.37	0.27
Commission to Non Executive Directors	0.94	0.86
Payment to Auditors		
Statutory Audit Fees	0.15	0.14
Others	0.02	0.01
Write-off for Doubtful Debt, Loans & Advances	0.01	0.08
Allowances for Credit Losses	1.10	(0.43)
Miscellaneous Expenses	0.86	0.71
Total	280.42	170.14

Note: i) Refer note 46 for Related Party Balances

Notes to Consolidated financial statements for the year ended 31st March, 2022

37 Exceptional Items

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
S.Tax liability on gas connection income (refer note -a)	-	9.99
Project Written Off (refer note- b)	-	4.48
Total	-	14.47

Notes:

- a) During the FY 2020-21, the Group received an order dated 28th August, 2020 from the Hon'ble Supreme Court of India with respect to Service Tax liability on gas connection income pertaining to FY 2008-09. Pursuant to the order, the Group has recognized and paid ₹ 9.99 Crores towards Service Tax Liability including interest and penalty thereon.
- b) During the FY 2020-21, the Group has written off ₹ 4.48 Crore towards expenditure incurred for a GA that was bid by the Group, pursuant to the order received for withdrawal of contempt petition from Hon'ble Supreme Court.

38 Income Tax

- a. The major components of income tax expense for the year ended 31st March, 2022 and 31st March, 2021 are:

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Income Tax Expense :		
Current Tax:		
Current Income Tax Charge	148.19	139.09
Total (a)	148.19	139.09
Deferred Tax		
In respect of current year origination and reversal of temporary differences	26.19	20.17
Total (b)	26.19	20.17
Total (a+b)	174.38	159.26

- b. Reconciliation of Income Tax Expense with Accounting Profit

(₹ in Crores)

	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Profit before Tax as per consolidated statement of Profit and Loss	679.04	631.21
Income tax using the Group's domestic tax rate 25.17% (as at 31 st March, 2021 @ 25.17%)		
Expected Income Tax Expense at domestic tax rate	170.90	158.86
Tax Effect of :		
Expenses not deductible for tax purposes	2.62	2.69
Adjustment of earlier years	1.13	0.55
Others	(0.27)	(2.85)
Income Tax recognised in consolidated statement of profit and loss at effective rate	174.38	159.26

Notes to Consolidated financial statements for the year ended 31st March, 2022

39 Contingent Liabilities and Commitments (to the extent not provided for) : (₹ in Crores)

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
(i) Contingent Liabilities :		
a) Claims against the Company not acknowledged as Debts	20.03	-
b) Pending labour matters contested in various courts	0.47	0.99
c) Cases pending in Consumer Forums	0.77	0.77
d) Cases pending in MACT	0.10	0.10
e) In respect of Service tax, Excise Duty and VAT	29.31	29.31
f) In respect of Income Tax	2.38	2.68
g) Special Civil Suits	0.25	0.25
h) Property Tax	11.86	11.69
i) Other Litigation	0.37	0.37
Total	65.54	46.16

- j) The Code on Social Security, 2020 ("Code") relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.
- k) Gas suppliers have submitted a claim of ₹ 77.51 Crores pertaining to earlier years (FY 2013-14 to FY 2020-21) for use of allocated gas for other than specified purpose. The Group has refuted this claim contending that there is a gross error in actual domestic gas purchase and actual sales considered by the suppliers. The management is of the view that the Group is not liable to pay any such claim. The Group has already taken up the matter with concerned entities/authorities to withdraw the claim.
- l) Haryana Shehri Vikas Pradhikaran ("HSVP") has raised demand notes of ₹ 39.18 crores against plot of lands allotted by HSVP to the Group for CNG gas stations. Presently the Group does not have any basis of the computation of the claim. The Group is regularly paying all the lease rentals and has made a requisite provision on the basis of the allotment letter. The Group is of the opinion that, as remaining amount is not clear and ascertainable and is beyond the terms of allotment letters, hence not provided in the books.
- m) OMCs namely IOCL, HPCL and BPCL vide letters dated November 30, 2021 have communicated their proposal on the revision of trade discount they wish to make applicable to various geographies of the Group as per the recommendation of the De-Novo study by IIM Bengaluru. The Group had suitably taken up with the OMCs and Ministry of Petroleum & Natural Gas replied vide letters dated December 7, 2021, that any revision in the trade discount must be mutually discussed and agreed between OMCs and the Group. The issue is pending for further discussions with the OMCs. As the issue is applicable to the CGD entities at large, the Group is hopeful of arriving at amicable resolution of the subject issue and as such the quantification of any additional liability is not ascertainable at this stage.

(ii) Commitments :

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
a) Estimated amount of contract on capital account to be executed and not provided for (net of advance)	665.86	631.24
b) Corporate Guarantee on behalf of Joint Venture Company	3,533.46	3,533.46
	4,199.32	4,164.70

Notes:

- a) Interest on the above contingencies is not included in the above amounts wherever not ascertainable.
- b) Management is not expecting any future cash outflow with respect to above litigations.

Notes to Consolidated financial statements for the year ended 31st March, 2022

40 Expenses Directly Attributable To Construction Period

The following expenses which are specifically attributable to construction of project are included in Capital Work-in-Progress (CWIP) :

Particulars	(₹ in Crores)	
	As at 31 st March, 2022	As at 31 st March, 2021
Opening Balances	106.96	61.66
Employee Benefits Expense	36.22	31.95
Finance Cost	11.08	6.67
Operating and Other Expenses	60.58	27.97
Project Expenses	6.58	2.96
	221.43	131.21
Less:		
Project Written Off	-	2.98
Capitalisations	53.29	21.27
Closing Balances	168.14	106.96

41 Financial Instruments, Financial Risk and Capital Management :

A) Accounting Classification and Fair Value Hierarchy

Financial Assets and Liabilities

The Group's principal financial assets include loans and trade receivables, cash and cash equivalents and other receivables. The Group's principal financial liabilities comprise of borrowings, provisions, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations and projects.

Fair Value Hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level-1 : Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level-2 : Inputs are other than quoted prices included within Level-1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level-3 : Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on the assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The following tables summarises carrying amounts of financial instruments by their categories and their levels in fair value hierarchy for each year end presented.

Notes to Consolidated financial statements for the year ended 31st March, 2022

41 Financial Instruments, Financial Risk and Capital Management : (Contd.)

As at 31st March, 2022

(₹ in Crores)

Particulars	Refer Note	Fair Value through OCI (Level-2)	Amortised cost	Total
Financial Assets				
Cash and cash equivalents	11	-	31.13	31.13
Other Bank balances	12	-	3.19	3.19
Investments	5(b)	3.69	-	3.69
Trade Receivables	10	-	186.55	186.55
Loans	13	-	0.35	0.35
Other Financial Assets	6, 14	-	420.87	420.87
Total		3.69	642.09	645.78
Financial Liabilities				
Borrowings	18, 23	-	995.47	995.47
Lease Liability	19, 24	-	39.69	39.69
Trade Payables	25	-	165.50	165.50
Other Financial Liabilities	20, 26	-	619.34	619.34
Total		-	1,820.00	1,820.00

As at 31st March, 2021

(₹ in Crores)

Particulars	Refer Note	Fair Value through OCI (Level-2)	Amortised cost	Total
Financial Assets				
Cash and cash equivalents	11	-	10.23	10.23
Other Bank balances	12	-	0.64	0.64
Investments	5(b)	3.69	-	3.69
Trade Receivables	10	-	103.68	103.68
Loans	13	-	0.20	0.20
Other Financial Assets	6, 14	-	426.74	426.74
Total		3.69	541.49	545.18
Financial Liabilities				
Borrowings	18, 23	-	488.28	488.28
Lease Liability	19, 24	-	40.84	40.84
Trade Payables	25	-	115.52	115.52
Other Financial Liabilities	20, 26	-	485.46	485.46
Total		-	1,130.10	1,130.10

Notes :

- (a) Investments exclude Investment in Joint Venture.
- (b) Carrying amounts of current financial assets and liabilities as at the end of the each year presented approximate the fair value because of their short term nature. Difference between carrying amounts and fair values of other non-current financial assets and liabilities subsequently measured at amortised cost is not significant in each of the year presented.

Notes to Consolidated financial statements for the year ended 31st March, 2022

41 Financial Instruments, Financial Risk and Capital Management : (Contd.)

B) Financial Instruments and Financial Risk Review

In the ordinary course of business, the Group is mainly exposed to risks resulting from interest rate movements, exchange rate fluctuation collectively referred as Market Risk, Credit Risk, Liquidity Risk and other price risks such as equity price risk. The Group's senior management oversees the management of these risks.

The Group's risk management activities are subject to the management direction and control under the framework of Risk Management Policy as approved by the Board of Directors of the Group. The Management ensures appropriate risk governance framework for the Group through appropriate policies and procedures and that risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Group is mainly exposed to risks resulting from interest rate risk, credit risk and liquidity risk.

i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk, price risk.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to changes in interest rates due to its financing, investing and cash management activities. The risks arising from interest rate movements arise from borrowings with variable interest rates. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

The Group's risk management activities are subject to the management, direction and control of Central Treasury Team of the Adani Group under the framework of Risk Management Policy for interest rate risk. The Group's central treasury team ensures appropriate financial risk governance framework for the Group through appropriate policies and procedures and that financial risks are identified, measured and mitigated in accordance with the Group's policies and risk objectives.

For Group's total borrowings, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year however the year end balances are not necessarily representative of the average debt outstanding during the year.

Particulars	(₹ in Crores)	
	As at 31 st March, 2022	As at 31 st March, 2021
Total Exposure of the Group to the variable rate of Borrowings	816.58	443.38

In case of fluctuation in interest rates by 50 basis points and all other variable were held constant, the Group's profit for the year would increase or decrease as follows

Particulars	(₹ in Crores)	
	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Impact on profit before tax for the year	4.08	2.22

b) Foreign Currency Risk

Foreign Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Group's operating and financing activities. Since, the transactions in foreign currency are limited, the exposure to foreign currency risk is minimal and hence no hedging is opted.

Notes to Consolidated financial statements for the year ended 31st March, 2022

41 Financial Instruments, Financial Risk and Capital Management : (Contd.)

The details of foreign currency exposures not hedged by derivative instruments are as under :-

Particulars	Currency	As at 31 st March, 2022		As at 31 st March, 2021	
		Forex	₹ in Crore	Forex	₹ in Crore
Trade Payables	USD	9,327.43	0.07	37,993.00	0.28
Trade Payables	EUR	-	-	1,32,660.00	1.18

Every percentage point depreciation / appreciation in the exchange rate between the Indian Rupee and the Foreign Currency, would have affected the Group's profit from Continuing Operation for the year as follows:

Particulars	For the year ended	
	31 st March, 2022	31 st March, 2021
USD Sensivity	0.00	0.01
EUR Sensivity	-	0.06

(₹ in Crores)

c) Price risk

Risk arising on account of fluctuations in price of natural gas is mitigated by ability to pass on the fluctuations in prices to customers over period of time. The Group monitors movements in the prices closely on regular basis.

The Group's exposure to price risk in the investment in mutual funds and classified in the balance sheet as fair value through profit or loss. Management monitors the prices closely to mitigate its impact on profit and cash flows. Since these investments are insignificant, the exposure to equity price changes is minimal.

The Group has given corporate guarantees to fulfil the collateral requirements of the joint ventures companies. The counterparties have an obligation to return the guarantees to the Group. There are no other significant terms and conditions associated with the use of guarantee.

ii) Credit risk

Credit risk refers to the risk that a counterparty or customer will default on its contractual obligations resulting in a loss to the Group. Financial instruments that are subject to credit risk principally consist of Loans, Trade and Other Receivables, Cash & Cash Equivalents, Investments and Other Financial Assets. The carrying amounts of financial assets represent the maximum credit risk exposure.

Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of counter parties on continuous basis with appropriate approval mechanism for sanction of credit limits. Credit risk from balances with banks, financial institutions and investments is managed by the Group's treasury team in accordance with the Group's risk management policy. Cash and cash equivalents and Bank deposits are placed with banks having good reputation, good past track record and high quality credit rating.

Movement in expected credit loss allowance on trade receivables

Particulars	As at	
	31 st March, 2022	31 st March, 2021
Opening Balance of Credit Losses	0.45	0.88
Changes during the year	1.09	(0.43)
Closing Balance of Credit Losses	1.54	0.45

(₹ in Crores)

Notes to Consolidated financial statements for the year ended 31st March, 2022

41 Financial Instruments, Financial Risk and Capital Management : (Contd.)

iii) Liquidity Risk

Liquidity risk refers the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities. The Group monitors its risk of shortage of funds using cash flow forecasting models. These models consider the maturity of its financial investments, committed funding and projected cash flows from operations. The Group's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner and to manage its capital structure. A balance between continuity of funding and flexibility is maintained through the continued support from lenders, trade creditors as well as through issue of equity shares.

Maturity profile of financial liabilities :

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payment:

As at 31st March, 2022 (₹ in Crores)

Particulars	Refer Note	Less than 1 year	1 to 5 year	More than 5 Years	Total
Borrowings	18, 23	643.81	342.28	11.72	997.81
Trade Payables	25	165.50	-	-	165.50
Lease Liability	19, 24	5.99	21.61	45.41	73.01
Other Non Current Financial Liabilities	20	-	5.36	-	5.36
Other Current Financial Liabilities	26	613.98	-	-	613.98

As at 31st March, 2021 (₹ in Crores)

Particulars	Refer Note	Less than 1 year	1 to 5 year	More than 5 Years	Total
Borrowings	18, 23	180.66	287.87	21.09	489.62
Trade Payables	25	115.52	-	-	115.52
Lease Liability	19, 24	5.80	21.29	50.91	78.00
Other Non Current Financial Liabilities	20	-	1.12	-	1.12
Other Current Financial Liabilities	26	484.34	-	-	484.34

iv) Capital Management

For the purpose of the Group's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Group. The primary objective of the Group when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

The Group sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirements are met through a mixture of equity, internal fund generation, and other non-current/current borrowings. The Group's policy is to use current and non-current borrowings to meet anticipated funding requirements. The Group monitors capital on the basis of the net debt to equity ratio.

Notes to Consolidated financial statements for the year ended 31st March, 2022

41 Financial Instruments, Financial Risk and Capital Management : (Contd.)

Particulars	Note	(₹ in Crores)	
		As at 31 st March, 2022	As at 31 st March, 2021
Net debt (total debt less cash and cash equivalents) (A)	18,23,11 and 12	961.15	477.41
Total capital (B)	16 and 17	2,416.23	1,933.81
Total capital and net debt C=(A+B)		3,377.38	2,411.22
Gearing ratio (A/C)		28%	20%

Management monitors the return on capital, as well as the level of dividends to equity shareholders. In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. No changes were made in the objectives, policies or processes for managing capital during the year ended 31st March, 2022 and 31st March, 2021 respectively.

42 Earnings Per Share (EPS)

Pursuant to the Indian Accounting Standard (Ind AS- 33) – Earnings per Share, the disclosure is as under:

Particulars	UOM	(₹ in Crores)	
		For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Basic and Diluted EPS			
Net Profit after tax attributable to Equity Shareholders	(₹ in Crores)	504.66	471.95
Weighted Average Number of Equity Shares for basic and diluted EPS	No	1,09,98,10,083	1,09,98,10,083
Nominal Value of equity share	₹	1	1
Basic and Diluted EPS	₹	4.59	4.29

43 Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a corporate social responsibility (CSR) committee has been formed by the Group. The Group is liable to incur CSR expense as per requirement of Section 135 of Companies Act, 2013. Accordingly, it has incurred expenses of ₹ 10.27 Crore (Previous year - ₹ 7.82 Crore) on the activities which are specified in Schedule VII of the Companies Act, 2013.

(a) Gross amount as per the limits of Section 135 of the Companies Act, 2013 : ₹ 10.26 Crore

(b) Amount spent during the period : ₹ 10.27 Crore (Previous year - ₹ 7.82 Crore)

Particulars	(₹ in Crores)	
	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
(i) Amount required to be spent by the Group during the year	10.26	7.82
(ii) Amount of expenditure incurred	10.27	7.82
(iii) Shortfall at the end of the year	-	-
(iv) Total of previous years shortfall	-	-
Total amount contributed during the year	10.27	7.82

(v) Reason for shortfall : Not Applicable

(vi) CSR activities for green environment and promotion of natural gas i.e. Compressed Bio-Gas (CBG) Project through Implementing agency Adani Foundation

(vii) Out of note (b) above ₹ 10.27 Crores (Previous year : ₹ 2.82 Crores) contributed to one of the related parties, Adani Foundation.

Notes to Consolidated financial statements for the year ended 31st March, 2022

44 The Group has made provision in the accounts for Gratuity based on actuarial valuation. The particulars under the Ind AS 19 "Employee Benefits" furnished below are those which are relevant and available to the Group for this year.

a) **Contributions to Defined Contribution Plan, recognised as expense for the year are as under:**

Particulars	(₹ in Crores)	
	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Provident Fund	1.79	1.75
Super Annuation Fund	0.01	0.02
Total	1.80	1.77

b) **Defined Benefit Obligations :**

The Group has a defined benefit gratuity plan (funded) and is governed by the Payment of Gratuity Act, 1972. Under the Act, which provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The scheme is funded with Life Insurance Corporation of India (LIC) in form of a qualifying insurance policy with effect from September 01, 2010 for future payment of gratuity to the employees.

Liability in respect of Gratuity is determined based on actuarial valuation done by actuary as at the balance sheet date. Each year, the management reviews the level of funding in the gratuity fund. Such review includes the asset - liability matching strategy. The management decides its contribution based on the results of this review. The management aims to keep annual contributions relatively stable at a level such that no plan deficits (based on valuation performed) will arise.

Aforesaid post-employment benefit plans typically expose the Group to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk

Investment Risk	These Plans invest in long term debt instruments such as Government securities and highly rated corporate bonds. The valuation of which is inversely proportionate to the interest rate movements. There is risk of volatility in asset values due to market fluctuations and impairment of assets due to credit losses.
Interest Risk	The present value of the defined benefit liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on Government securities. A decrease in yields will increase the fund liabilities and vice-versa.
Longevity Risk	The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary Risk	The present value of the defined benefit liability is calculated by reference to the future salaries of plan participants. As such, an increase in salary of the plan participants will increase the plan's liability.

Notes to Consolidated financial statements for the year ended 31st March, 2022

44 : (Contd.)

i. Reconciliation of Opening and Closing Balances of Defined Benefit Obligation (₹ in Crores)

Particulars	As at	As at
	31 st March, 2022	31 st March, 2021
Liability at the beginning of the Year	11.06	10.77
Current Service Cost	1.32	1.26
Past Service Cost	-	-
Interest Cost	0.74	0.71
Employee Transfer in / transfer out (net)	(0.26)	(0.20)
Benefits paid	(0.46)	(1.25)
Re-measurement (or Actuarial) (gain) / loss arising from:		
change in demographic assumptions	(0.31)	(0.18)
change in financial assumptions	(0.19)	-
experience variance (i.e. Actual experience vs assumptions)	(0.04)	(0.05)
Present Value of Defined Benefits Obligation at the end of the Year	11.86	11.06

ii. Reconciliation of Opening and Closing Balances of the Fair value of Plan Assets (₹ in Crores)

Particulars	As at	As at
	31 st March, 2022	31 st March, 2021
Fair Value of Plan assets at the beginning of the Year	5.96	6.74
Investment Income	0.40	0.45
Return on plan asset excluding amount recognised in net interest expenses		(0.04)
Employers Contributions	0.62	0.06
Benefits paid	(0.41)	(1.25)
Fair Value of Plan assets at the end of the Year	6.57	5.96

iii. Reconciliation of the Present value of defined benefit obligation and Fair value of plan assets

Particulars	As at	As at
	31 st March, 2022	31 st March, 2021
Present Value of Defined Benefit Obligations at the end of the Year	11.86	11.06
Fair Value of Plan assets at the end of the Year	6.57	5.96
Net Asset / (Liability) recognized in balance sheet as at the end of the Year	(5.29)	(5.10)

iv. Gratuity Cost for the Year (₹ in Crores)

Particulars	As at	As at
	31 st March, 2022	31 st March, 2021
Current service cost	1.32	1.26
Interest cost	0.74	0.71
Expected return on plan assets	-	-
Actuarial Gain / (Loss)	-	-
Past service cost-vested benefit recognised during the year	-	-
Investment income	(0.40)	(0.45)
Net Gratuity cost	1.66	1.52

Notes to Consolidated financial statements for the year ended 31st March, 2022

44 : (Contd.)

v. Other Comprehensive income (₹ in Crores)

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Actuarial (gains) / losses		
Change in demographic assumptions	(0.32)	(0.18)
Change in financial assumptions	(0.19)	-
Experience variance (i.e. Actual experiences vs assumptions)	(0.04)	(0.05)
Actuarial (gain)/loss arising because of change in effect of asset ceiling	-	-
Return on plan assets, excluding amount recognised in net interest expense	-	0.04
Components of defined benefit costs recognised in other comprehensive income	(0.55)	(0.19)

vi. Actuarial Assumptions

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Discount Rate (per annum)	6.90%	6.70%
Annual Increase in Salary Cost	8.00%	8.00%
Mortality Rate During employment	IALM(2012-14)	IALM(2012-14)
Attrition Rate	11.60%	7.45%

vii. Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Particulars	(₹ in Crores)			
	For the year ended 31 st March, 2022		For the year ended 31 st March, 2021	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	12.61	11.18	12.00	10.23
Salary Growth Rate (- / + 1%)	11.18	12.59	10.23	11.98
Attrition Rate (- / + 50%)	12.33	11.54	11.47	10.76
Mortality Rate (- / + 10%)	11.86	11.86	11.06	11.05

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has been significant change in expected rate of return on assets due to change in the market scenario.

viii. Effect of Plan on Entity's Future Cash Flows

a) Funding arrangements and Funding Policy

The Group has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Group. Any deficit in the assets arising as a result of such valuation is funded by the Group.

Notes to Consolidated financial statements for the year ended 31st March, 2022

44 : (Contd.)

b) Expected Contribution during the next annual reporting period

The Group's best estimate of Contribution during the next year is ₹ 6.51 Crore.

c) Maturity Profile of Defined Benefit Obligation

The average duration of the defined benefit plan obligation at the end of the reporting period is 6 years (31 March 2021: 8 years). The expected maturity analysis of gratuity benefits is as follows:

Expected cash flows over the next (valued on undiscounted basis):	(₹ in Crores)
1 year	1.91
2 to 5 years	5.66
6 to 10 years	5.54
More than 10 years	6.35

ix. Risk Exposure and Asset Liability Matching

Through its defined benefit plan of Gratuity, the Group is exposed to its number of risks, viz. asset volatility, changes in return on assets, inflation risks and life expectancy. The Group has purchased insurance policy, which is a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The Insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk.

c) Compensated absences/ leaves

Other long term employee benefits comprise of compensated absences/leaves, which are recognised based on actuarial valuation. The actuarial liability for compensated absences as at the year ended 31st March, 2022 is ₹ 6.56 Crores (31st March 2021: ₹ 5.94 Crores).

45 Pursuant to Para B14 of Ind AS 112, Disclosure of Interest in Other Entities, following is the disclosure relating to Joint Venture of the entity:

The Company have Joint Venture interests in Indian Oil Adani Gas Private Limited and Smartmeters Technologies Private Limited, the Companies incorporated under the Companies Act, 2013. As at 31st March, 2022, the Company has invested a sum of ₹ 631.19 Crores (31st March, 2021: ₹ 432.25 Crores) and ₹ 12.80 Crores (31st March, 2021: NIL) respectively.

Assets, liabilities, income & expenditure, contingent liabilities and capital commitments of the Joint Venture are as given below:

Particulars	(₹ in Crores)		
	IOAGPL (Audited)		SMTPL (Audited)
	2021-22	2020-21	2021-22
Country of Incorporation	India	India	India
% of ownership interest	50%	50%	50%
Current Assets	307.62	185.25	8.58
Non Current Assets	2,193.37	1,702.00	58.61
Current Liabilities	257.57	260.09	12.11
Non Current Liabilities	1,008.72	777.29	29.50
Income	873.18	358.20	9.74
Profit/(Loss) for the year	9.38	(18.25)	0.08
Other Comprehensive Income	0.19	(0.09)	0.02
Total Comprehensive Income	9.57	(18.34)	0.10
Contingent Liabilities	0.00	0.00	0.00
Capital Commitments	697.84	538.66	14.34

Notes to Consolidated financial statements for the year ended 31st March, 2022

46 Related party transactions

a. List of related parties and relationship

The Management has identified the following entities and individuals as related parties of the Group for the year ended 31st March, 2022 for the purpose of reporting as per Ind AS 24 Related Party Disclosure which are as under:-

Ultimate Controlling Entity	: S. B. Adani Family Trust (SBAFT) TotalEnergies Holdings SAS
Joint Venture Entity	: IndianOil-Adani Gas Private Limited Smartmeters Technologies Private Limited (wef 08-10-2021)
Entities under common control / associate Entities (with whom transactions are done)	: Adani Enterprise Limited Adani Total Private Limited Adani Power Limited Adani Airport Holdings Limited Adani Power (Mundra) Limited Adani Hospitals Mundra Private Limited Adani Logistics Limited Adani Road Transport Limited Adani Foundation Shantikrupa Estates Private Limited Belvedere Golf and Country Club Private Limited Adani Agri Fresh Limited Adani Institute for Education and Research Adani Green Energy Limited Adani Estate Management Private Limited Adani Electricity Mumbai Limited Maharashtra Eastern Grid Power Transmission Co.Ltd Adani Power Jharkhand Limited Adani Ports and Special Economic Zone Limited Gare Pelma III Collieries Limited Guwahati International Airport Limited Kutch Copper Limited Total Adani Fuel Management Private Limited
Key Management Personnel	: Mr. Gautam S. Adani, Chairman Mr. Pranav V. Adani, Director Mr. Alexis Thelemaque, Director (Resigned w.e.f. 31.10.2021) Mr. José-Ignacio Sanz Saiz, Director Mr. Olivier Sabrie, Additional Director (Appointed w.e.f. 09.12.2021) Mr. Suresh P. Mangalani, CEO Mr. Parag Parikh, CFO Mr. Gunjan Taunk, Company Secretary Mr. Maheshwar Sahu, Independent Director Mrs. Chandra Iyengar, Independent Director Mr. Naresh Kumar Nayyar, Independent Director Ms. Gauri Trivedi, Independent Director

Notes to Consolidated financial statements for the year ended 31st March, 2022

46 Related party transactions : (Contd.)

b. Transactions with Related Parties

i) Transaction for the year ended on 31-03-2022

(* Denotes amount less than ₹ 50,000)

(₹ in Crores)

Nature of Transactions	Joint Venture Entities	Entities under common control / associate Entities	Board of Directors and KMP
Purchase of Goods**	7.36	1,016.57	-
Purchase of Assets	-	3.04	-
Receiving of Services	4.10	44.85	-
Rent Expenses	-	1.62	-
Donation	-	10.27	-
Sale of Goods	7.10	-	-
Sale of Assets	-	0.01	-
Rendering of Services	5.93	0.07	-
Corporate Guarantee Income	3.61	-	-
Interest Income on Loan given	*	-	-
Security Deposit Given	-	0.72	-
Transfer of Employee Liabilities from Related Parties	-	0.24	-
Transfer of Employee Liabilities to Related Parties	-	0.68	-
Corporate Guarantee Issued	316.50	-	-
Corporate Guarantee Released	316.50	-	-
Loan Given	6.10	-	-
Loan Received Back	6.10	-	-
Equity Investments in Joint Venture	211.75	-	-
Director Sitting Fees	-	-	0.32
Commission to Directors	-	-	0.80
Remuneration	-	-	8.19
Total	885.05	1,078.07	9.31

**excludes the amount of claims against company not acknowledged as debt

ii) Transaction for the year ended on 31-03-2021

(* Denotes amount less than ₹ 50,000)

(₹ in Crores)

Nature of Transaction	Joint Venture Entity	Entities under common control / associate Entities	Board of Directors and KMP
Purchase of Goods	1.54	203.45	-
Purchase of Asset	-	35.82	-
Receiving of Services	1.70	31.55	-
Rent Expenses	-	1.76	-
Donation	-	2.82	-
Sale of Goods	1.03	-	-
Rendering of Services	6.67	0.15	-
Corporate Guarantee Income	3.53	-	-
Interest Income on Loan	0.34	0.54	-
Reimbursement of Expenses	-	2.38	-
Transfer-in of Employee Liabilities	-	0.24	-
Transfer-out of Employee Liabilities	-	0.61	-

Notes to Consolidated financial statements for the year ended 31st March, 2022

46 Related party transactions : (Contd.)

(* Denotes amount less than ₹ 50,000) (₹ in Crores)

Nature of Transaction	Joint Venture Entity	Entities under common control / associate Entities	Board of Directors and KMP
Loan Given	7.00	-	-
Loan Received back	7.00	311.22	-
Equity Investments in Joint Venture	141.25	-	-
Director Sitting Fees	-	-	0.23
Commission to Director	-	-	0.73
Remuneration	-	-	5.40
Total	170.05	590.54	6.36

**excludes the amount of claims against company not acknowledged as debt

c. Balances with Related Party

i) Balances as at 31-03-2022

(₹ in Crores)

Particulars	Joint Venture Entities	Entities under common control / associate Entities
Trade Payables	5.26	8.95
Trade Receivables	0.09	-
Other Current Financial Assets	3.01	0.42
Other Non - Current Financial Assets	-	1.15
Other Non Current Assets	-	0.86
Other Current Financial Liabilities	2.41	5.73
Corporate Guarantee	3,533.46	-
Total	3,544.23	17.11

ii) Balances as at 31-03-2021

(₹ in Crores)

Particulars	Joint Venture Entities	Entities under common control / associate Entities
Trade Payables	0.92	30.04
Trade Receivables	0.06	-
Other Current Financial Assets	6.82	2.79
Other Non - Current Financial Assets	-	0.43
Other Non Current Assets	-	1.53
Corporate Guarantee	3,533.46	-
Total	3,541.26	34.80

Terms and conditions of transactions with related parties

- The Group is dealing in the CNG & PNG sales to the domestic, industrial and commercial consumers. The above related party transaction do not include the transactions of CNG & PNG Gas sales to the related parties in ordinary course of business, as all such transactions are done at Arm's Length Price only. As per Para 11(c)(iii) of Ind AS-24 "Related Party Disclosures", normal dealings of Group with related parties by virtue of public utilities are excluded from the purview of Related Party Disclosures.
- Outstanding balances of related parties at the year-end are unsecured.

Notes to Consolidated financial statements for the year ended 31st March, 2022

46 Related party transactions : (Contd.)

- iii) Remuneration to Key Managerial Personnel does not include provision for Leave Encashment and Gratuity as it is provided in the books of account on the basis of actuarial valuation for the Group as a whole and hence individual figures cannot be identified
- iv) Reimbursement to associate entity includes amount of cost allocation of remuneration to some of the Key Management Personnel
- v) All above figures are net of taxes wherever applicable.
- d. Following are the details of loans and advances in nature of loans given to subsidiaries, associates and other entities in which directors are interested in terms of regulation 53(f) read together with Para A of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) 2015, as amended

Name of Entity	Closing Balance	(₹ in Crores)
		Maximum amount outstanding during the year
Indian Oil-Adani Gas Private Limited		
Current Year	-	6.10
Previous Year	-	-

47 Contract Balances

- (a) The following table provides information about receivables, contract assets and contract liabilities from the contracts with customers.

Particulars	Refer note	(₹ in Crores)	
		As at 31 st March, 2022	As at 31 st March, 2021
Trade receivables	10	186.55	103.68
Contract assets	14	29.44	16.93
Contract liabilities	27	6.84	0.22

The contract assets primarily relate to the Group's right to consideration for work completed but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to the Customer. The contract liabilities primarily relate to the advance consideration received from the customers.

- (b) Significant changes in contract assets and liabilities during the period:

Particulars	(₹ in Crores)
	For the year ended 31 st March, 2022
Contract assets reclassified to receivables	16.93
Contract liabilities recognised as revenue during the year	0.22

- (c) Reconciliation of the amount of revenue recognised in the Consolidated statement of profit and loss with the contracted price:

Particulars	(₹ in Crores)	
	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Consolidated Revenue as per contracted price	3,206.36	1,784.47
Adjustments		
Discounts	-	-
Revenue from contract with customers	3,206.36	1,784.47

The Group does not have any remaining performance obligation for sale of goods.

Notes to Consolidated financial statements for the year ended 31st March, 2022

48 Leases

The Group has lease contracts for land, buildings and Servers used in its operations. Leases of this items are generally have lease terms between 1 to 99 years. Generally, the Group is restricted from assigning and subleasing the leased assets.

The Group has elected not to apply the requirements of Ind AS 116 to short term leases of all the assets that have a lease term of twelve months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight line basis over the lease term.

The weighted average incremental borrowing rate applied to lease liabilities is 9.75%.

i) The movement in Lease liabilities during the year

Particulars	(₹ in Crores)	
	As at 31 st March, 2022	As at 31 st March, 2021
Opening Balance	40.84	25.25
Additions during the year	7.31	17.90
Retirement During the year	5.78	
Finance costs incurred during the year	3.66	3.21
Payments of Lease Liabilities	6.34	5.52
Closing Balance (refer note 19 & 24)	39.69	40.84

ii) The carrying value of the Rights-of-use and depreciation charged during the year

Particulars	(₹ in Crores)	
	As at 31 st March, 2022	As at 31 st March, 2021
Opening Gross Carrying Value	89.55	71.65
Addition to Right-of-use assets during the year	7.31	17.90
Deduction during the year	7.52	-
Right-of-use assets as at end of the year	89.34	89.55
Accumulated Depreciation		
Opening Value of Accumulated Depreciation	9.65	4.82
Depreciation charged for the year	5.55	4.83
Deduction during the year	2.21	-
Closing Balance	12.99	9.65

iii) Amount Recognised in the consolidated statement of Profit and Loss during the Year

Particulars	(₹ in Crores)	
	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
(i) Expenses related to Short Term Lease & Low Asset Value Lease	13.40	5.65
Total	13.40	5.65

iv) Amounts recognised in consolidated statement of cash flows

Particulars	(₹ in Crores)	
	For the year ended 31 st March, 2022	For the year ended 31 st March, 2021
Total cash outflow for leases	6.34	5.52

Notes to Consolidated financial statements for the year ended 31st March, 2022

48 Leases : (Contd.)

v) Maturity analysis of lease liabilities

Particulars	(₹ in Crores)	
	As at 31 st March, 2022	As at 31 st March, 2021
Maturity Analysis of contractual undiscounted cash flows		
Less than one year	5.99	5.80
One to five years	21.61	21.29
More than five years	45.41	50.91
Total undiscounted lease liabilities	73.01	78.00
Balances of Lease Liabilities		
Non-Current lease liabilities	35.74	37.47
Current lease liabilities	3.95	3.37
Total Lease Liability	39.69	40.84

49 Additional information of net assets and share in profit or loss contributed by the Parent Company and its Joint Venture as required under Schedule III of the Companies Act, 2013.

Particulars	Net Assets i.e. Total Assets Less Total Liabilities		Share in Profit & Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	₹ in Crores	As % of Consolidated Profit or Loss	₹ in Crores	As % of Consolidated OCI	₹ in Crores	As % of Consolidated Total Comprehensive Income	₹ in Crores
Adani Total Gas Limited	101%	2,429.99	99%	504.66	79%	0.41	99%	505.07
Joint Ventures							0%	
IndianOil - Adani Gas Private Limited	-1%	(13.83)	1%	4.69	19%	0.10	1%	4.79
Smartmeters Technologies Private Limited	0%	(0.01)	0%	0.05	2%	0.01	0%	0.06
Total	100%	2,416.15	100%	509.40	100%	0.52	100%	509.92

50 Other Disclosures

- a) The Hon'ble Apex Court on 28th September, 2021 has disposed of an appeal filed by the Group claiming deemed authorization for Sanand, Bavla and Dholka (Outer Ahmedabad City) to lay and maintain a gas distribution network. The Group is considering to approach appropriate authority for seeking suitable directions for the compliance of Hon'ble Supreme Court order and as such no financial impact has been considered in these Consolidated Financials Statements.
- b) Security Deposit include amount of ₹ 2.09 Crore and interest due thereon of ₹ 2.35 Crore are outstanding for a substantial period of time. The Group has been actively negotiating for recovery, periodic confirmation of balances are taken and the management is reasonably confident of recovery against the same.
- c) The Group had signed a Definitive Agreement on 3rd November, 2020 for acquisition of 3 Geographical Areas namely Ludhiana, Jalandhar and Kutch (East). The matter is currently sub-judice and is yet to be consummated.

51 Details of Loans given, Investments made and Guarantee given or security provided covered u/s 186 (4) of the Companies Act, 2013 are given under respective heads (refer notes 5 and 46).

Notes to Consolidated financial statements for the year ended 31st March, 2022

- 52** The Group has considered the impact of COVID19 as evident so far in this consolidated financial statements. The Group will also continue to closely monitor any material changes to future economic conditions which necessitate any further modifications.
- 53** The Board of Directors at its meeting held on 4th May, 2022 have recommended the payment of final dividend of ₹ 0.25 per equity share of the face value of ₹ 1 each for the financial year 2021-22. This proposed dividend is subject to approval of shareholders in the ensuing annual general meeting.
- 54** No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries). The Group has not received any fund from any party(s) (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

55 Events occurring after the Balance sheet Date

The Group evaluates events and transactions that occur subsequent to the balance sheet date but prior to approval of the financial statements to determine the necessity for recognition and/or reporting of any of these events and transactions in the financial statements. As of 4th May, 2022, there are no subsequent events to be recognized or reported that are not already disclosed.

56 Approval of consolidated financial statements

The consolidated financial statements were approved for issue by the board of directors on 4th May, 2022.

As per our attached report of even date

For SHAH DHANDHARIA & CO LLP

Chartered Accountants

Firm Registration Number : 118707W/W100724

SHUBHAM ROHATGI

Partner

Membership No. 183083

For and on behalf of the Board

ADANI TOTAL GAS LIMITED

GAUTAM S. ADANI

Chairman

DIN 00006273

PRANAV V. ADANI

Director

DIN 00008457

JOSÉ-IGNACIO SANZ SAIZ

Director

DIN 08705604

SURESH P MANGLANI

Chief Executive Officer

PARAG PARIKH

Chief Financial Officer

GUNJAN TAUNK

Company Secretary

Date : 4th May, 2022

Date : 4th May, 2022

Form No. AOC - 1

Salient features of the financial statement of Joint Venture as per Companies Act, 2013
(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014, related to Joint Venture)

Joint Ventures	Sr. No.	Name of Joint Venture	Latest Audited Balance Sheet Date	Share held by the company		Extent of Holding %	Description of Significant Influence	Reason why not Consolidated	Networth Attributable to Shareholding as per latest audited Balance Sheet	Profit / (Loss) for the Year	
				No. of Shares	Amount of Investment					Considered in Consolidation	Not Considered in Consolidation
	1	IndianOil - Adani Gas Private Limited	31/03/22	63,11,90,000	631.19	50%	Note-A	N.A.	617.36	4.79	-
	2	Smartmeters Technologies Private Limited	31/03/22	1,28,00,000	12.80	50%	Note-A	N.A.	12.79	0.06	-

Note-A

There is a significant influence due to percentage (%) of shareholding.

As per our attached report of even date**For SHAH DHANDHARIA & CO LLP**

Chartered Accountants

Firm Registration Number : 118707W/W100724

For and on behalf of the Board**ADANI TOTAL GAS LIMITED****SHUBHAM ROHATGI**

Partner

Membership No. 183083

GAUTAM S. ADANI

Chairman

DIN 00006273

PRANAV V. ADANI

Director

DIN 00008457

JOSÉ-IGNACIO SANZ SAIZ

Director

DIN 08705604

SURESH P MANGLANI

Chief Executive Officer

Date : 4th May, 2022

PARAG PARIKH

Chief Financial Officer

Date : 4th May, 2022

GUNJAN TAUNK

Company Secretary

Notice

NOTICE is hereby given that the 17th Annual General Meeting (AGM) of Adani Total Gas Limited (ATGL / Company) will be held on Tuesday, 26th July, 2022 at 12.00 noon through Video Conferencing / Other Audio Visual Means to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at "Adani Corporate House", Shantigram, Near Vaishno Devi Circle, S.G. Highway, Khodiyar, Ahmedabad – 382 421, Gujarat.

1. To receive, consider and adopt the –
 - a. audited financial statements of the Company for the financial year ended on 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon; and
 - b. audited consolidated financial statements of the Company for the financial year ended on 31st March, 2022 together with the report of Auditors thereon;
2. To declare dividend on Equity Shares for the financial year 2021-22.
3. To appoint a Director in place of Mr. Jose-Ignacio Sanz Saiz (DIN: 08705604), who retires by rotation and being eligible offers, himself for re-appointment.

Explanation: Based on the terms of appointment, Executive Directors and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Jose-Ignacio Sanz Saiz, who has been as Director (Category – Non-Executive) since 5th August, 2020 and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation, the Board recommends his reappointment.

Therefore, the Members are requested to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Jose-Ignacio Sanz Saiz (DIN: 08705604), who retires by rotation, be and is hereby re-appointed as a Director."

4. To consider and, if thought fit, approve the re-appointment of the Statutory Auditors for second term of five years.

Explanation: The Board had appointed M/s. Shah Dhandharia & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company for a period of 5 years and their first term is expiring at the conclusion of this AGM. Based on their performance and independence and the recommendation of the Audit Committee, the Board recommends their re-appointment for second term of 5 (five) years.

Therefore, the Members are requested to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Shah Dhandharia & Co. LLP, Chartered Accountants (Firm Registration No.: 118707W/ W100724) be and is hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of 17th Annual General Meeting (AGM) till the conclusion of 22nd AGM of the Company to be held in the year 2027 (subject to ratification of their appointment at every AGM) on such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be as may be approved by the Audit Committee / Board of Directors of the Company."

5. To consider and if thought fit, approve the appointment of Mr. Olivier Marc Sabrie (DIN: 09375006) as an Director (Non-Executive, Non-Independent) of the Company and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Olivier Marc Sabrie (DIN: 09375006), who was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

6. To consider and if thought fit, approve the appointment of Mr. Shashi Shanker (DIN: 06447938) as an Independent Director (Non-Executive) of the Company and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
- "RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed thereunder, read with Scheduled IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Shashi Shanker (DIN: 06447938), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company to hold office for a first term of consecutive three years up to 3rd May, 2025."
7. To consider and if thought fit, approve appointment of M/s. N D Birla & Co., Practising Cost Accountants as the Cost Auditors for the FY 2022-23 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
- "RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records maintained for Petroleum Products of the Company for the financial year ending 31st March, 2023, be paid the remuneration of ₹ 1,35,000 plus applicable tax.
- RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
8. To consider and if thought fit, approve the material related party transactions entered into by the Company during the FY 2021-22 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
- "RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed with the Stock Exchanges, consent of the Members be and is hereby accorded for ratification / approval of material related party transaction(s) entered by the Company with related parties during the FY 2021-22, as per the details set out in the explanatory statement annexed to the notice convening this meeting. **RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."
9. To consider and if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during the FY 2022-23 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
- "RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or

otherwise), with **Adani Total Private Limited**, a related party of the Company, during the FY 2022-23 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings

as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard".

Date: 4th May, 2022 **For and on behalf of the Board**
Place: Ahmedabad

Regd. Office: **Gunjan Taunk**
"Adani Corporate House", Company Secretary
Shantigram, Near Vaishno Devi Circle,
S. G Highway, Khodiyar,
Ahmedabad - 382 421
Gujarat, India.
CIN : L40100GJ2005PLC046553

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the Members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/DDHS/P/ CIR/2022/0063 dated 13th May, 2022 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the AGM through VC/OAVM. In terms of the said circulars, the 17th AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 13 and available at the Company's website www.adanigas.com.
2. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 1800-222-990.
3. Information regarding appointment/ re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Act and/ or Regulation 36(3) of the SEBI Listing Regulation is annexed hereto.
4. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to Finance Act 2020, dividend income is taxable in the hands of Members w.e.f. 1st April,

2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The Members are requested to update their PAN with the DP (if shares held in electronic form) and Company / RTA (if shares held in physical form).

A Resident individual Member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to rnt.helpdesk@linkintime.co.in by 15th July, 2022. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF / JPG Format) by e-mail to rnt.helpdesk@linkintime.co.in. The aforesaid declarations and documents need to be submitted by the Members by 15th July, 2022.

7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated 12th May, 2020, the Notice of AGM alongwith Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at www.adanigas.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. The Company has fixed Friday, 15th July, 2022 as the 'Record Date' for determining entitlement of Member to receive dividend for the FY 2021-22, if approved at the AGM.

Those Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date shall be entitled for the dividend which will be paid on or after Tuesday, 26th July, 2022, subject to applicable TDS.
9. The Register of Members and share transfer books of the Company will remain closed from Tuesday, 19th July, 2022 to Tuesday, 26th July, 2022 (both days inclusive) for the purpose of AGM.
10. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
11. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
12. In terms of Section 72 of the Act, nomination facility is available to individual Member holding shares in the physical form. The Members, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.
14. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on

first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

15. Process and manner for members opting for voting through Electronic means:

- i. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a Member using remote e-voting as well as venue voting system on the date of the AGM will be provided by NSDL.
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, 19th July, 2022, shall be entitled to avail the facility of remote e-voting as well as venue voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday, 19th July, 2022, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.

- iv. The remote e-voting will commence on Friday, 22nd July, 2022 at 9.00 a.m. and will end on Monday, 25th July, 2022 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Tuesday, 19th July, 2022, may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- v. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Tuesday, 19th July, 2022.
- vii. The Company has appointed CS Ravi Kapoor, Practising Company Secretary (Membership No. FCS: 2587; CP No: 2407), to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the AGM, in a fair and transparent manner.
- viii. The procedure and instructions for remote e-voting are, as follows:

Step 1: Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Step 2: Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

Step 3: A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Step 4: Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

Step 5: Your password details are given below:

- (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- (c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the

.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

Step 6: If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

Step 7: After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Step 8: Now, you will have to click on "Login" button.

Step 9: After you click on the "Login" button, Home page of e-Voting will open.

Step 10: After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

Step 11:Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual

meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

Step 12: Now you are ready for e-Voting as the Voting page opens.

Step 13: Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

Step 14: Upon confirmation, the message "Vote cast successfully" will be displayed.

Step 15: You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Step 16: Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

- ix. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ravi@ravics.com with a copy marked to evoting@nsdl.co.in.
- x. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

16. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice :

- a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.agl@adani.com.

- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.agl@adani.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- c) Alternatively member may send an e-mail request to evoting@nsdl.co.in for procuring User ID and Password by proving above mentioned documents.
- d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

17. The instructions for members for e-Voting on the day of the AGM are as under:-

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

18. Instructions for members for attending the AGM through vc/oavm are as under:
- a) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 - b) Members are encouraged to join the Meeting through Laptops for better experience.
 - c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - e) For ease of conduct, members who would like to ask questions may send their questions in advance at least (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number at investor.agl@adani.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
 - f) Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
19. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.adanigas.com within forty eight hours of the passing of the Resolutions at the 17th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

Contact Details:

Company	Adani Total Gas Limited Regd. Office: "Adani Corporate House ", Shantigram, Nr. Vaishno Devi Circle, S G Highway, Khodiyar, Ahmedabad-382 421, Gujarat, India CIN: L40100GJ2005PLC046553 E-mail IDs: investor.agl@adani.com
Registrar and Transfer Agent	Link Intime India Private Limited C-101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai 400 083 Tel No.: +91 22 4918 6270 Fax : +91 22 49186060 E-mail: rnt.helpdesk@linkintime.co.in
e-Voting Agency	National Securities Depository Limited E-mail ID: evoting@nsdl.co.in Phone : +91 22 2499 4890
Scrutinizer	CS Ravi Kapoor Practising Company Secretary E-mail ID: ravi@ravics.com

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

For Item No. 5:

The Board of Directors through circular resolution passed on 9th December, 2021 had appointed Mr. Olivier Marc Sabrie as an Additional Director (Non-Executive, Non-Independent) of the Company. According to the provisions of Section 161 of the Act, he holds office as Director only up to the date of the ensuing AGM. As required under Section 160 of the Act, a notice has been received from a Member signifying its intention to propose the appointment of Mr. Olivier Marc Sabrie as a Director.

Mr. Olivier Marc Sabrie is graduate in Civil Engineering. He has 27 years of experience in the energy industry. He has experience in working in different parts of the world. He started his career in Mozambique in the marketing and retail business in 1994 where he joined TotalEnergies Company. He held various diversified portfolios including operational and management positions in retail, B2B and specialties activities within the TotalEnergies Company, France.

Brief resume and other details of Mr. Olivier Marc Sabrie are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulation and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 5 of this Notice, for approval by the Members of the Company.

Mr. Olivier Marc Sabrie is deemed to be interested in the said resolution as it relates to his appointment.

None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the resolution, as set out in the Item No. 5 of this Notice.

For Item No. 6:

On recommendation of Nomination & Remuneration Committee, the Board of Directors in its meeting held on 4th May, 2022 had appointed Mr. Shashi Shanker (DIN: 06447938) as an Additional Director (Non-Executive & Independent) of the Company. According to the provisions of Section 161 of the Act, he holds office as Additional Director only up to the date of this AGM. As required under Section 160 of

the Act, a notice has been received from a Member signifying its intention to propose the appointment of Mr. Shashi Shanker as a Director.

Mr. Shashi Shanker is the former Chairman and Managing Director (CMD) of Oil and Natural Gas Corporation Ltd. (ONGC) – a Fortune 500 company & a premier Maharatna PSU and the flagship National Oil company, and also the Chairman of ONGC group of companies comprised of subsidiaries - ONGC Videsh Limited, MRPL and Joint Ventures - OPaL, OMPL, OTPC and MSEZ. He is an industry veteran with more than 38 years of experience in diverse Exploration & Production (E&P) activities.

Mr. Shanker is a Petroleum Engineer from Indian Institute of Technology (ISM), Dhanbad and holds an MBA degree with specialisation in Finance. He has also received executive education from prestigious institutes like Indian Institute of Management, Lucknow and Indian School of Business, Hyderabad.

Mr. Shanker was also President of Global Compact Network India (GCNI), the Indian Local Network of the United Nations Global Compact (UNGC) which has been providing a robust platform for Indian businesses, academic institutions and civil society organizations to embrace the ten principles of Global Compact Network, United Nations.

Mr. Shanker was named 3rd amongst the Indian CEOs and 77th in global ranking by the CEOWORLD magazine's global ranking of the world's most influential chief executives in 2019. He is also a recipient of distinguished Fellowship of the Institute of Directors (IOD) award in 2019.

Mr. Shanker has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and the SEBI Listing Regulations as applicable. In the opinion of the Board, he fulfils the conditions specified in the Act read with the rules made thereunder for appointment as an Independent Director and he is independent of the management.

Mr. Shanker is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Shashi Shanker as an Independent Director is now being placed before the Members for their approval.

The terms and conditions for appointment of Mr. Shashi Shanker as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Brief resume and other details of Mr. Shashi Shanker is provided in annexure to this Notice pursuant to the provision of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 6 of this Notice, for approval by the Members of the Company.

Mr. Shashi Shanker is deemed to be interested in the said resolution as it relates to his appointment.

None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the resolution, as set out in the Item No. 6 of this Notice.

For Item No. 7:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. N D Birla & Co., Practising Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records for maintaining Petroleum Product of the Company for the FY 2022-23, at a fee of ₹ 1,35,000/- plus applicable Taxes and reimbursement of out of pocket expenses, as remuneration for cost audit services for the FY 2022-23.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 7 of this Notice, for approval by the Members of the Company.

None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the resolution, as set out in the Item No. 7 of this Notice.

For Item No. 8:

Pursuant to the provisions of Section 188 of the Act read with rules made thereunder and in terms of applicable provisions of the SEBI Listing Regulations as applicable as on 31st March, 2022, consent of Members by way of an ordinary resolution is required for ratification/ approval of material related party transactions entered into by the Company with related party, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction was considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity.

In FY 2021-22, the related party transactions as mentioned below, in the aggregate, have crossed the applicable materiality threshold as mentioned above. Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought for ratification of all such arrangements / transactions undertaken by the Company, with the related party mentioned below. The transactions were in the ordinary course of business of the Company and on an arm's length basis.

(₹ in crore)

Name of Related Party	Relationship	Nature of Transactions	Transaction value for the period ended 31 st March, 2022
Adani Total Private Limited	Entity under Common Control	Purchase of Natural Gas	1,016.57
		Service Availed	23.91
Indian Oil – Adani Gas Private Limited	Joint Venture Company	Corporate Guarantee	316.50

Rationale for the transaction with Adani Total Private Limited: Your Company has entered into long-term agreement with Adani Total Private Limited for a period of up to 3 years w.e.f. 1st January, 2021 to 31st December, 2023 for supply of Natural Gas and its transportation services to cater to the demand of its existing/ upcoming GA's for a Contract Value of ₹ 1,500 crore for respective period. During the FY2021-22 the Company did transactions worth ₹ 1,040.48 crore.

Rationale for the transaction with Indian Oil – Adani Gas Private Limited: Indian Oil – Adani Gas Private Limited is a 50:50 joint venture company between Indian Oil Corporation Limited and Adani Total Gas Limited and being a promoter of the IOAGPL, ATGL has given corporate guarantee as replacement for its financial arrangement, which has been released during the FY2021-22.

The said related party transactions were reviewed and approved by the Audit Committee of the Company.

As per Regulation 23 of SEBI Listing Regulation related parties of the Company shall abstain from voting on said resolution.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 8 of this Notice, for approval by the Members of the Company.

None of the other Directors or key managerial personnel or their relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed ordinary resolution as set out in Item No. 8 of this Notice.

For Item No. 9:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 1st April, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions, even if such transactions

are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from 1st April, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Further, in accordance with the said regulation, a related party transaction that has been approved by the audit committee prior to 1st April, 2022 which continues beyond such date and becomes material as per the revised materiality threshold shall be placed before the shareholders in the first General Meeting held after 1st April, 2022.

In the FY 2022-23, the Company, propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company, either directly or along with its subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 4th May, 2022, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item No. 9 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22nd November 2021 is provided herein below:

Particulars of material related party transactions to be entered by the Company with Adani Total Private Limited, a related party of the Company.

SN	Particulars	Details
i.	Name of the Related Party	Adani Total Private Limited
ii.	Type of transaction	Purchase of Natural Gas & other Services
iii.	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms entered into the contract.

SN	Particulars	Details
iv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Adani Total Private Limited is an entity under common control with the Company.
v.	Tenure of the proposed transaction	During the FY 2022-23
vi.	Value of the proposed transaction	Not to exceed ₹ 1,000 crore
vii.	Value of RPT as % of Company's audited consolidated annual turnover of ₹ 3,206.36 crore for the financial year 2021-2022.	Approximately 31.19%.
viii.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) Details of financial indebtedness Incurred	Not Applicable
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Not Applicable
ix.	Justification as to why the RPT is in the interest of the Company.	The Company has entered into long-term agreement with Adani Total Private Limited for a period of up to 3 years w.e.f. 1 st January, 2021 to till 31 st December, 2023 for supply of Natural Gas and its transportation services to cater to the demand of its existing/ upcoming GA's to the Company.
x.	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xi.	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing of the Ordinary Resolutions, for approval by the shareholders of the Company.

None of the other Directors or key managerial personnel or their relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed ordinary resolution as set out in Item No. 9 of this Notice.

Date: 4th May, 2022

Place: Ahmedabad

For and on behalf of the Board

Regd. Office:
"Adani Corporate House",
Shantigram, Near Vaishno Devi Circle,
S. G Highway, Khodiyar,
Ahmedabad - 382 421
Gujarat, India.
CIN : L40100GJ2005PLC046553

Gunjan Taunk
Company Secretary

Annexure to Notice

Details of Directors seeking Appointment / Re-appointment

Name of Director	Age, Date of Birth (No. of Shares held)	Qualification	Nature of expertise in specific functional areas	Name of the companies in which he holds directorship as on 31.03.2022	Name of committees in which he/she holds membership/ chairmanship as on 31.03.2022
Mr. Jose-Ignacio Sanz Saiz	53 years 09.05.1968 (Nil)	Graduate in Industrial Engineering	He is a graduate in Industrial Engineering at the Polytechnic University of Madrid, Spain. He has 27 years of experience in the energy industry and he has worked in different parts of the world. He started his career in the UK, working in R&D projects. He joined the TOTAL Group in Spain in 2000 and has held various positions in the Gas & Power and in the Exploration & Production branches. He has been Managing Director of the G&P affiliate TOTAL LNG USA in Houston and of the TOTAL E&P affiliates in Bolivia, United States and Australia.	<ul style="list-style-type: none"> • Adani Total Gas Limited^^ • Adani Green Energy Limited^^ • Adani Green Energy Twenty Three Limited • TotalEnergies Gas & Power Project India Private Limited • Indian Oil – Adani Gas Private Limited 	<ul style="list-style-type: none"> • Adani Total Gas Limited^^ <ul style="list-style-type: none"> o Stakeholders' Relationship Committee (Member) o Risk Management Committee (Member) o Corporate Social Responsibility Committee (Member) o Merger & Amalgamation Committee (Member) o Reputation Risk Committee (Member) • Adani Green Energy Limited^^ <ul style="list-style-type: none"> o Audit Committee (Member) o Nomination & Remuneration Committee (Member) o Risk Management Committee (Member)
Mr. Olivier Marc Sabrie	53 years 22.05.1969 (Nil)	Graduate in Civil Engineering	Mr. Olivier Sabri� is graduate in Civil Engineering. He has 27 years of experience in the energy industry. He has experience in working in different parts of the world. He started his career in Mozambique in the marketing and retail business in 1994 where he joined TotalEnergies Company. He held various diversified portfolios including operational and management positions in retail, B2B and specialties activities within the TotalEnergies Company, France.	<ul style="list-style-type: none"> • Adani Total Gas Limited^^ • TotalEnergies Marketing India Private Limited (Formerly Known as Total Oil India Private Limited) • IndianOil Total Private Limited • Total Adani Fuels Marketing Private Limited • South Asia LPG Company Private Limited • Premier LP Gas Limited (Bangladesh) 	Nil

Name of Director	Age, Date of Birth (No. of Shares held)	Qualification	Nature of expertise in specific functional areas	Name of the companies in which he holds directorship as on 31.03.2022	Name of committees in which he/she holds membership/ chairmanship as on 31.03.2022
Mr. Shashi Shanker	61 years 02.03.1961 (Nil)	Petroleum Engineer & MBA (Finance)	<p>Mr Shashi Shanker is the former Chairman and Managing Director (CMD) of Oil and Natural Gas Corporation Ltd. (ONGC) – a Fortune 500 company & a premier Maharatna PSU and the flagship National Oil Company, and also the Chairman of ONGC group of companies comprised of subsidiaries - ONGC Videsh Limited, MRPL and Joint Ventures - OPaL, OMPL, OTPC and MSEZ. He is an industry veteran with more than 38 years of experience in diverse Exploration & Production (E&P) activities.</p> <p>He is a Petroleum Engineer from Indian Institute of Technology (ISM), Dhanbad and holds an MBA degree with specialisation in Finance. He has also received executive education from prestigious institutes like Indian Institute of Management, Lucknow and Indian School of Business, Hyderabad.</p> <p>He was also President of Global Compact Network India (GCNI), the Indian Local Network of the United Nations Global Compact (UNGC) which has been providing a robust platform for Indian businesses, academic institutions and civil society organizations to embrace the ten principles of Global Compact Network, United Nations.</p> <p>He was named 3rd amongst the Indian CEOs and 77th in global ranking by the CEOWORLD magazine's global ranking of the world's most influential chief executives in 2019. He is also a recipient of distinguished Fellowship of the Institute of Directors (IOD) award in 2019.</p>	Nil	Nil

^^Listed Companies.

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Corporate Governance Report, of this Annual Report of 2021-22.

Abbreviations

CAGR	Compound annual growth rate	MMSCM	Million Metric Standard Cubic Meter
CGD	City Gas Distribution	MMSCMD	Million Metric Standard Cubic Meter Per day
CNG	Compressed Natural Gas	MoHUA	Ministry of Housing and Urban Affairs
CPCB	Central Pollution Control Board	MTC	Medical Treatment Case
CPWD	Central Public Works Department of India	OHSAS	Occupational Health and Safety Assessment Series
CSR	Corporate Social Responsibility	OMC	Oi Marketing Companies
DGFASLI	Directorate General Factory Advice Service and Labour Institutes	PAT	Profit After Tax
DIPP	Department of Industrial Policy and Promotion	PCB	Pollution Control Board
EBITDA	Earnings Before Interest, Taxes, Depreciation, and Amortisation	PESO	The Petroleum and Explosives Safety Organisation
EPS	Earnings Per Share	PM	Particulate Matter
ERDMP	Emergency Response and Disaster Management Plan	PNG	Pipe Natural Gas
FAC	First Aid Case	PNGRB	Petroleum and Natural Gas Regulatory Board
FAT	Fatality	QHSE	Quality, Health, Safety and Environment Management
GA	Geographical Area	RMC	Risk Management Committee
GHG	Greenhouse gases	RWC	Restricted Workday Case
GW	Giga-Watt	SCM	Standard Cubic Meter
IEA	International Energy Agency	SRC	Stakeholder Relationship Committee
IMS	Integrated Management System	STOC	Safety, Technical & Operation Competency
ISO	International Organisation for Standardisation	TNI	Training Needs Identification
LNG	Liquefied natural gas	TRIFR	Total Recordable Injury Frequency Rate
LTIFR	Lost Time Injury Frequency Rate	TRIIFR	Total Recordable occupational illness' frequency rate

Disclaimer:

This Report may contain certain forward looking statements relating to the future business, development and economic performance. Such Statements may be subject to a number of risks, uncertainties and other important factors, such as but not limited to (1) competitive pressure; (2) legislative and regulatory developments; (3) global, macro-economic and political trends; (4) fluctuations in currency exchange rates and general market conditions; (5) delay or inability in obtaining approval from authorities; (6) technical developments; (7) litigations; (8) adverse publicity and news coverage, which could cause actual developments and results to differ materially from the statements made in this presentation.

Adani Total Gas Limited assumes no obligation to update or alter forward-looking statements whether as a result of new information, future events or otherwise.



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