

# Our Approach to Tax

## Introduction

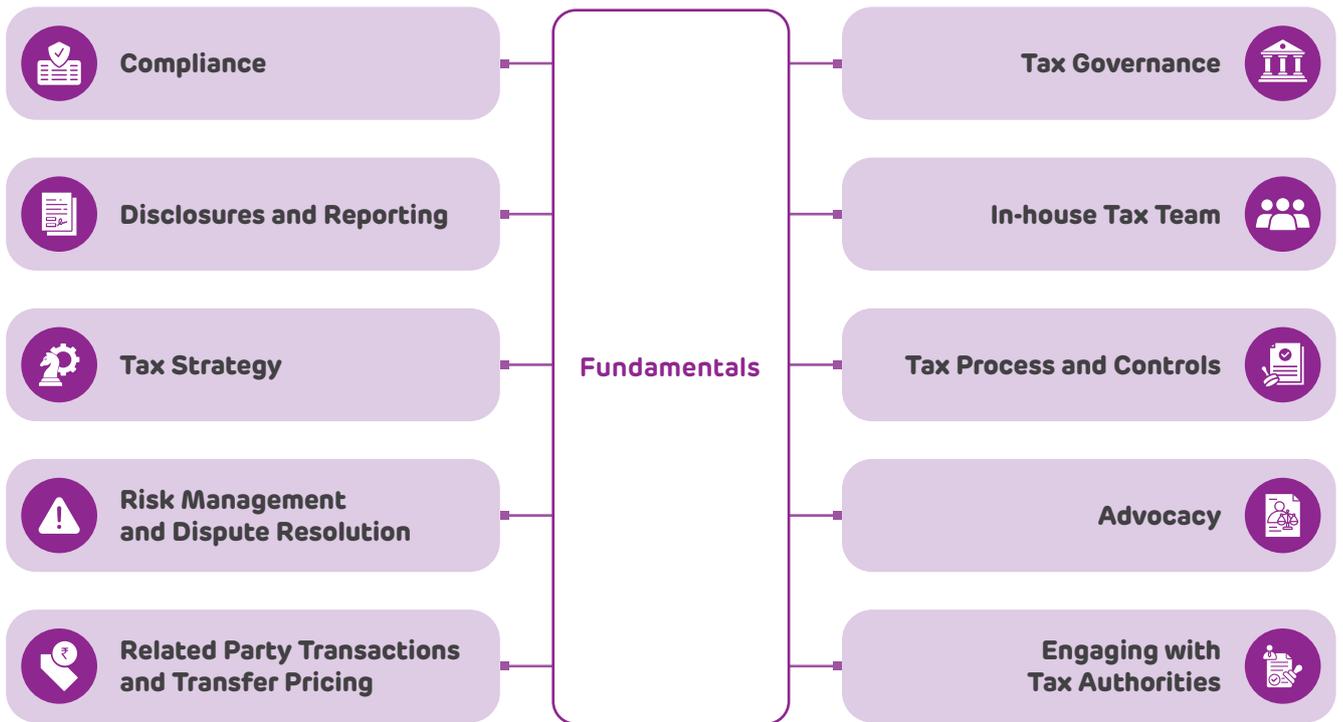
At Adani portfolio, we consider tax as a material topic that plays a significant role in making economic and social contributions (sustainable development goals).

This commitment is aligned with our vision to be a world-class leader in businesses that enrich lives and contribute to nations in building infrastructure through sustainable value creation.

We believe that companies are under an obligation to comply with prevailing tax legislations; the management owns a responsibility to stakeholders to address expectations of good tax practice.

ACL is fully committed to comply with the applicable tax laws of respective countries, wherever applicable and paying its fair share of taxes to government(s). The Company's approach to tax balances compliances with business activities and articulates Group strategies and processes.

### The fundamentals of our tax approach are outlined:



## Compliances

We endeavor to be fully compliant with applicable tax laws in the geographies of our presence and fulfill statutory obligations in those countries which means setting the threshold at zero-tolerance towards non-compliances or any compliance delays.

In view of this, our vision is to create efficient systems from a tax governance perspective (including compliances). We will continue to seek the assistance of tax advisors whenever warranted to ensure a complete and timely compliance with applicable regulations.

Our operational framework comprises an annual compliance calendar that tracks/monitors statutory due dates. These compliances are monitored in real-time. A system of checks and balances (preparer-reviewer-approver) ensures that no compliances are deferred or missed.

This system is reviewed periodically and aligned with regulatory changes, ensuring that it remains contemporary. This ensures that the system is adaptive, responsive and relevant. It is our endeavor to set internal timelines for statutory compliances and meet such internal timelines. We endeavor to ensure that there are no lapses in adhering to the statutory timelines and that, we set a benchmark for others in the industry to follow.

## All tax returns and tax audit reports were filed within statutory due dates

### Disclosures and Reporting

At ACL, we focus on transparency and standards related to disclosures/ reporting on how tax matters are managed. This report is a validation of the commitment. As a policy, we disclose what is required under law and extend beyond, setting a standard in terms of disclosures/ reporting. We view appropriate disclosures and reporting as an opportunity to engage with key stakeholders. The objective of such disclosures / reporting is to increase transparency and promote credibility leading to stakeholder trust (government, regulators and investors).

### Tax Strategy

As a principle, we believe in paying our fair share of taxes without seeking to circumvent, avoiding tax or evasion. We endeavor to operate businesses efficiently and create value for shareholders. In this context, tax optimization is undertaken with a commercial rationale and substance of the transaction being at the helm.

We track tax laws and concessions, seeking to optimize our tax exposure within available guardrails. Our tax planning is guided by a sense of integrity. The result is that we claim tax incentives/ deductions aligned with our strategy and which relate to investments and economic substance.

The international tax landscape has been rapidly evolving following the inception of base erosion and profit shifting ('BEPS') project of G20/ Organization of Economic Co-operation and Development. BEPS attempts to ensure that profits are taxed in the country of economic activity and value creation. India has been an extremely active participant in this regard.

All multinational corporations are impacted by changes in the international tax framework as they operate across borders in multiple countries. Currently, under BEPS 2.0 - Pillar 1 and Pillar 2 are work- in-progress for implementation. Pillar 1 reallocates a certain portion of the residual profits to the market jurisdiction, while Pillar 2 lays down a global minimum tax rate of 15% in the countries in which such multinational corporations operate. While many jurisdictions are moving forward with the implementation of Pillar 2, consensus on Pillar 1 is uncertain. Pillar 2 is designed to create a more equitable tax environment, enhance revenue protection for countries facing tax base erosion, and promote more stable and

predictable international tax policies. This transformative approach supports a fairer global economy. While it may involve adjustments to domestic tax laws, international agreements, and increased administrative responsibilities, it also encourages robust international cooperation to achieve its goals.

Be that as it may, Adani Group has proactively evaluated the implications under Pillar 1 and Pillar 2. This provides greater certainty in terms of the tax impact and leads to development of a robust tax function.

The Company invests in a location with a goal to build long-term relationships with investors, respective governments, employees and local communities. Taxes collected and paid by the Company, globally, on behalf of the government is a representation of company's adherence towards responsible practice as an organization.

### Risk Management and Dispute Resolution

We do not adopt aggressive tax positions; we are committed to positions with an underlying substance and commercial activities / rationale. Wherever significant positions are taken, we seek advice from external experts / senior counsels. We follow sustainable tax practices with high governance. We identify tax risks with the perspective that they may be avoided/ mitigated. This approach comprises tax risk analysis and aligns with governance best practices. Our tax governance framework focuses on how tax risks are identified, managed, monitored and mitigated.

We do recognize that there could be differences of opinion with the tax authorities, potentially leading to disputes. ACL focuses on proactively presenting relevant facts before the tax authorities with comprehensive documentation and a transparent dialogue. In respect of tax disputes, the assistance of external tax experts and senior counsels could be sought.

As a measure of corporate predictability, we periodically review the tax risks to ascertain tax position changes in the context of an evolving tax landscape (law changes, subsequent judicial precedents etc.). The key positions adopted are appropriately documented along with the basis for the same. Material tax matters are reported to the committee / sub-committee of Board of Directors, as considered appropriate.

### Our Tax Risk Management Approach



### Related Party Transactions and Transfer Pricing

Adani portfolio enters related party transactions with portfolio companies in the following manner:

- Adani portfolio is one of the most dynamic infrastructure and utilities platforms with a significant expertise across the value chain for infrastructure development. Its operation and maintenance practices are benchmarked to global standards. It assists portfolio companies to execute projects efficiently with in-house resources.
- When financial support is provided by the parent company to subsidiaries, the transfer price is determined considering factors like commercial expediency, envisaged cash flows, profitability, etc.
- Since Adani Group companies are built around adjacencies within businesses inter-se, there are synergies and business exigencies for inter-company flow of goods and services, leading to related party transactions.

ACL adopted a related party transaction policy, framed around the provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 and Income-tax Act, 1961. The policy regulates related party transactions to ensure proper transaction approval, disclosure and reporting.

Based on this policy, the companies identify related party transactions and obtain approvals (e.g. Audit Committee) for these transactions. The Board of Directors reviews related party transactions and supporting documentation is provided to the Board of Directors to substantiate such transactions on an arm's length principle and in the ordinary course of business.

Adani portfolio's transfer pricing framework covers transfer pricing filings with the tax authorities. Such filings include country-by-country reporting and the master file. These filings transparently report the key business aspects (e.g. number of employees in a country, third party revenues, intra-group revenues) to the tax authorities. The transfer pricing documentation as specified under the income tax laws is maintained for related party transactions and such transactions are also undertaken on an arm's length basis, as required under income tax laws. To determine the arm's length price, a FAR (functions performed, assets employed and risks assumed) Analysis and benchmarking exercise is undertaken internally or externally (as considered appropriate). This framework is directed to a standardised uniform practice across Adani Portfolio entities.

**All transfer pricing tax filings are completed within statutory due dates**

**Tax Governance**

Our endeavour is to practice best in-class tax governance. Our tax function is managed ethically and professionally by our proprietary tax team comprising dedicated professionals led by subject matter experts and supported by external tax specialists (whenever needed). This tax team has formulated standard operating procedures, replicating international best practices with the objective to follow uniform and standardised procedures. The highest body for decision-making/ overseeing tax aspects is the Board of Directors.

ACL's macro-level tax governance structure comprises:

- Board of Directors
- Audit Committee, Risk Management Committee, Mergers & Acquisitions Committee, Legal, Regulatory and Tax Committee
- Group Chief Financial Officer/ Group Financial and Management Controller
- Chief Financial Officer/ Financial Controller
- In-house tax team (dedicated tax professionals)



The periodic meetings of the Board of Directors review strategic tax matters. In the event of mergers and acquisitions, a due diligence exercise covers risk mitigation and certainty perspectives.

**Legal, Regulatory & Tax Committee**

- Exercise oversight with respect to the structure, operation and efficacy of the Company's compliance program.
- Review tax matters that may have a material impact on ACL's financial statements and disclosures, reputational risk or business continuity risk.
- Review compliance with applicable laws and regulations.
- Review significant inquiries received from, and reviews by, regulators or government agencies, including issues pertaining to compliance with various laws.
- Consider and action tax risk management issues that are brought to the attention of the Committee.

**In-House Tax Team**

Adani Group has a top-notch dedicated tax team comprising senior tax professionals. This in-house team focuses on all facets of tax and reports to the Chief Financial Officer/ Financial Controller on key aspects. ACL has its own finance and tax team, and this is supported by Adani Group's corporate tax team (both referred to as in-house tax team). The in-house tax team collaborates with businesses to provide sound tax advice regarding implications of business decisions/ agreements/ transactions. On account of interpretation issues with respect to tax laws, there could be an uncertainty or complexity regarding tax implications. In such a scenario, assistance is sought from external professional advisors and senior counsels (as required). A similar practice is also adopted for significant mergers and acquisitions undertaken.

ACL's robust framework addresses dynamic tax laws by focusing on training and updates of latest tax developments (judicial pronouncements). Regular tax updates from multiple sources and key updates are disseminated to the relevant stakeholders internally (e.g., businesses), facilitating informed decision making. The in-house tax team also participates in topical training (external seminars cum conferences as well as internal discussions).

The in-house tax team is responsible for the implementation of tax functions and principles by identifying, evaluating and advising on tax laws. This in-house tax team also focuses on building effective tax processes and bringing a uniformity in tax compliances.

**Our tax risk management approach:**



**Headed by professional with 25+ years of experience**



**130+ dedicated tax professionals**



**Average 10+ years of experience**

**Tax Processes and Controls**

Adani Group has robust processes and controls address tax obligations, whether related to the payment of taxes or undertaking tax compliances. These processes comprise tracking and monitoring pending tax litigation and necessary compliances required to be legally undertaken. It also includes real-time status monitoring. Standard operating procedures are built for tax processes, with the objective to follow uniform and standardised procedures. From a control's perspective, the concept of checks and balances are in place (maker-reviewer-approver).



**Comprehensive Tax Compliance Calendar**



**Maker-reviewer-approver approach**



**Standard Operating Procedures**

ACL increasingly leverages technology tools to supplement the human interface, helping automate tax processes. Extensive technology changes drive efficiencies related to tax aspects. A repository for the archival of historical and current tax data / documents has helped build a safeguard against subsequent data non-availability.

An internal audit covers tax, covering the effectiveness, efficiency and adequacy of internal control systems and adherence to various frameworks, policies and procedures.

**Standard Operating Procedures**



**Direct Tax**



**Mergers & Acquisitions**



**Goods & Service Tax**

**Tax Technology**

At Adani Group, we lead the way in innovation, embracing emerging technologies long before they become mainstream. Our proactive adoption of advanced tax technology reflects a strategic commitment to elevating efficiency and compliance in managing our global tax responsibilities. By integrating state-of-the-art tax

solutions, we streamline processes and optimize our tax strategies, setting the stage for sustainable growth and securing a competitive edge. Our Group's forward-thinking approach not only anticipates future trends but also drives our mission of operational excellence and leadership in the industry.

**Illustrations of leveraging on tax technology:**

 <p><b>Online income tax notice tracking</b></p>	 <p><b>Automation in direct tax like withholding tax compliances, returns, etc.</b></p>	 <p><b>Automation of lower withholding rate in SAP for vendors</b></p>	 <p><b>Automated GST ITC reconciliation process</b></p>
---	--	---	--

**Advocacy**

ACL has developed an advocacy framework leading to a constructive and transparent dialogue with governments and policymakers across all tax facets (policy, legislation and administration). These advocacy initiatives are engaged either directly by ACL or through relevant industry bodies with the objective of appropriate representation before the Government and policymakers on key tax issues/ concerns that impact business or lead to unintended consequences.

ACL identifies issues impacting businesses on account of the changing landscape; it considers advocacy as an opportunity to present not only its concerns, but also partner with / represent the larger industry and engage with policymakers on key growth drivers for the country/ industry.

**Engaging with Tax Authorities**

Our engagement with the tax authorities is transparent and co-operative. Our endeavour is to disclose relevant and complete facts to the tax authorities for their assessment. Our representations to the tax authorities are typically undertaken by the external professional advisors engaged by ACL, supported by our proprietary tax team in line with our standard approach for representing / communicating with the tax authorities. ACL obtains withholding tax orders/ other certificates from the tax authorities in advance, from a risk mitigation and certainty perspective.

# The Basis of Preparation

This basis of preparation section provides the scope and methodology for the collection and reporting of data on the Tax & Other Contributions made directly and indirectly to the Government, Ministries, Local Authorities, etc. ('Exchequer'). Such data is reported in the section "Our Contribution to Exchequer - Tax & Other Contributions".

The data reported is for the year from 1 April 2024 to 31 March 2025 and is based on the data used in the preparation of the Integrated Annual Report for the year ended 31 March 2025. We have reported the Tax and Other Contributions on a cash basis, unless otherwise mentioned. The base information used to compute the Tax and Other Contributions is the same as that for the audited financial statements of respective companies with inherent differences in the accounting methodology.

We have categorised the Tax and Other Contributions into following parts:

- **Direct contributions:** It represents taxes, duties and other charges borne by ACL and its subsidiaries.
- **Indirect contributions:** It represents taxes and duties collected and paid on behalf of other stakeholders by ACL and its subsidiaries
- **Other contributions:** It represents social security contributed for the benefit of the employees.

We have reported the Tax and Other Contributions to the Exchequer by ACL and its subsidiaries. In this context, the Tax and Other Contributions made by companies incorporated in India have only been considered for the purposes of this report as there are no operations of the Company outside India. Such contributions are reported at gross amounts. We have also reported state-wise tax and other contributions made by ACL and its subsidiaries.

In addition to the above Tax and Other Contributions to the Exchequer, we have also incurred social expenditures in the form of Corporate Social Responsibility (CSR) related contributions, which are not considered under this report as such amount are not paid to the Exchequer.

The grouping of tax and other Contributions under the heads of 'Direct Contribution', 'Indirect Contribution' and 'Other Contribution' are based on our understanding of the nature of the payment and its payment mechanism.

## 1. Direct Contribution

- a. **Corporate Tax on Income:** This represents the actual taxes paid directly on the taxable profits of ACL and its subsidiaries during the financial year 2024-25, including the taxes withheld by third parties while making payment to ACL and to its subsidiaries i.e., taxes withheld by the customers or taxes collected by the third-party vendors. State-wise contributions are determined based upon Permanent Account Number jurisdiction of these entities for each state.

Since these taxes are reported on a cash basis<sup>1</sup>, it may also include the tax paid in respect of the income tax liability for earlier years at respective corporate tax rates applicable for those years, if those were paid during the financial year 2024-25. Typically, these taxes would be reflected in corporate income tax returns made Exchequer, and tend to become payable, and are paid, either directly by way of advance tax or self-assessment tax or through credit of withholding tax, either in the year the profits were made or up to one year later.

- b. **Indirect Tax Borne:** This includes goods and services tax borne, customs duty borne/ cess / charges borne, etc. State-wise contributions for GST and Customs duty have been considered in the states where goods or services are consumed.
- c. **Government Royalty:** This represents concession fees paid to the Exchequer. State-wise contributions have been considered in the state where payment is made to Exchequer.
- d. **Other Charges:** This includes additional goods tax, environmental taxes, electricity duty, license fee, property tax, municipal tax and any other similar contribution by ACL and its subsidiaries. State-wise contributions have been considered in the state where other charges are paid by the Company.

<sup>1</sup> In respect of taxes withheld by third parties on payments to ACL and its subsidiaries, Form No 26AS for the period from March 2024 to December 2024 in FY 2024-25 has been relied upon. As withholding tax returns were not filed by the payers for period pertaining January 2025 to March 2025 on date of computing "Tax and other contributions", Form No 26AS does not reflect entries for said period. Hence, for the months of January 2025 and February 2025, withholding tax on income has been computed basis ledgers, on the basis that such amounts deducted by the payers have been deposited to the Exchequer.

## 2. Indirect Contribution

### a. Withholding Tax

- i. **Suppliers and Vendors:** These represent taxes withheld by ACL and its subsidiaries on various payments made to the suppliers and vendors and deposited with the Exchequer on behalf of such a supplier and vendors.
- ii. **Payroll Taxes:** These represent taxes withheld from the salary payments made to the employees and deposited by ACL and its subsidiaries to the Exchequer. Typically, these taxes would be reflected in payroll tax returns made to the Exchequer and tend to be payable, and are paid, on a periodic basis throughout the year.

We have also presented state-wise contributions of these taxes according to TAN registrations of ACL and its subsidiaries under each state.

### b. Indirect Tax:

- i. **Goods and Services Tax (GST):** This includes GST collected and paid to the Exchequer on a gross basis and GST paid under Reverse Charge Mechanism by the Company. State-wise contributions have been determined based on the state in which the Company has paid the tax to the Exchequer.
- ii. **GST / Cess paid on import of goods:** This includes GST / Cess paid by the Company on the import of goods while filing bill of entry. State-wise contributions have been considered in the states where goods or services are consumed.

### c. Other Taxes:

This includes professional tax withheld and deposited with the Exchequer. State-wise contributions are determined based upon PAN jurisdiction of ACL and its subsidiaries for each state.

Refunds received, if any, have not been reduced for the purpose of Tax and Other Contributions. Separately, interest on tax is included in the Tax and Other Contributions, while penalty paid (if any) is not included. The withholding tax deducted on payments to group entities have been reported under indirect contributions and the corresponding payees have reported the same under direct contributions as tax on its income.

## 3. Other Contribution

- a. **Social Security:** Social security contributions are obligatory payments to the Exchequer that entitle employees to receive a future social benefit such as Provident Fund, Employee State Insurance, Labour Welfare Fund which are solely for the benefit of employees. State-wise contributions are determined based on registration in the state under relevant recognized authorities such as Employees Provident Fund Organization of ACL and its subsidiaries.

The amounts reported as Tax and Other Contributions are based on the periodic forms, returns, challans and other relevant documents filed with the Exchequer.

An effort has been made to report various types of taxes, duties, levies and contributions. Any omission, inclusion or exclusion, other than that specifically mentioned, is unintentional and not expected to have any material impact on the disclosures.

**Currency:** Tax and Other Contributions disclosed in this report are in Indian National Rupees (INR) and are rounded-off to the nearest Crore (Cr).

**List of Tax and Other Contributions Covered**

Direct Contributions	Indirect Contributions	Other Contributions
<ul style="list-style-type: none"> <li>▪ Corporate Income tax (including surcharge &amp; cess)</li> <li>▪ Goods &amp; Services Tax (borne)</li> <li>▪ Payment for Litigations</li> <li>▪ Government Royalty</li> <li>▪ Customs Duty (borne)</li> <li>▪ Licence and other fees payment</li> <li>▪ Land related charges</li> <li>▪ Land revenue</li> <li>▪ Marking fees</li> <li>▪ Stamp duty</li> <li>▪ Municipal tax</li> <li>▪ Property tax</li> <li>▪ Motor vehicle &amp; Road Tax</li> <li>▪ CAMPA Fund - Forest Access</li> <li>▪ Additional Goods Tax</li> <li>▪ Water tax</li> <li>▪ Electricity Duty (borne)</li> <li>▪ Environment tax</li> <li>▪ Any other cess, taxes and charges</li> </ul>	<ul style="list-style-type: none"> <li>▪ Withholding tax collected on salaries</li> <li>▪ Withholding tax collected on vendor payments</li> <li>▪ Tax collected at source on sale from customers</li> <li>▪ Goods &amp; Service Tax (collected &amp; paid)</li> <li>▪ Goods &amp; Service Tax (paid under Reverse Charge Mechanism)</li> <li>▪ Goods &amp; Service Tax (IGST and cess paid on import of goods)</li> <li>▪ Professional tax</li> <li>▪ Equalization levy</li> </ul>	<ul style="list-style-type: none"> <li>▪ Employer's and Employee's contribution to Provident fund</li> <li>▪ Employer's and Employee's contribution to Employee State Insurance</li> <li>▪ Contribution to Labour Welfare Fund</li> <li>▪ Coal Mine Provident Funds</li> </ul>

## List of Entities Covered

Sr.	Name of the entity
1.	Ambuja Cements Limited
2.	ACC Limited (Including RMX)
3.	Ambuja Shipping Services Limited
4.	Bulk Cement Corporation (India) Ltd (BCCI)
5.	Foxworth Resources and Minerals Limited
6.	Lotis IFSC Private Limited
7.	One India BSC Private Limited
8.	Ambuja Concrete West Private Limited
9.	Ambuja Concrete North Private limited
10.	Penna Cement Industries Limited
11.	ACC Concrete West Limited
12.	ACC Concrete South Limited
13.	Chemical Limes Mundwa Private Limited
14.	Lucky Minmat Ltd
15.	M.G.T Cements Private Limited
16.	Sanghi Industries Limited
17.	Singhania Minerals Pvt Ltd
18.	ACC Mineral Resources Limited
19.	Asian Concretes and Cements Private Limited
20.	Asian Fine Cements Private Limited