

30th April, 2024

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: Outcome of Board Meeting held on 30th April 2024 and submission of Audited Financial Results (Standalone and Consolidated) for the quarter and year ended 31st March 2024

With reference to above, we hereby submit / inform that:

- 1. The Board of Directors ("the Board") of the Company at its meeting held on 30th April 2024, commenced at 12.30 p.m. and concluded at 5.25 p.m., has approved the Audited Financial Results (Standalone and Consolidated) of the Company for the quarter and year ended 31st March 2024.
- 2. The said Audited Financial Results prepared in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the Auditors' Report are enclosed herewith.
- 3. These results are also being uploaded on the Company's website at www.adanigas.com

We would like to inform that M/s. Walker Chandiok & Co LLP, Statutory Auditors have issued audit reports with unmodified opinion on Audited Financial Results (Standalone and Consolidated) for the quarter and year ended 31st March 2024.

4. The Board has also approved the proposal to convene 19th Annual General Meeting ("AGM") of the Company on **Tuesday**, **25th June 2024 at 1.00 p.m.** 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.



5. The Board has recommended Dividend of Re. 0.25 (Rupees Twenty-Five Paise only) per Equity Share of face value of Re.1/- each fully paid-up for the Financial Year 2023-24, subject to approval of shareholders of the Company.

Pursuant to the Regulation 42 of SEBI Listing Regulations, it is hereby informed that the Company has fixed **Friday**, **14**th **June 2024** as **'Record Date'** for the purpose of determining entitlement of the members of the Company to receive Dividend of Re. 0.25 (Rupees Twenty-Five Paise only) per Equity Share having face value of Re.1/- each fully paid-up for the financial year 2023-24. The said Dividend, if declared by the shareholders at the ensuing AGM, shall be paid on or after 25th June 2024, subject to deduction of tax at source as applicable.

You are requested to take the same on your record.

Thanking you.

Yours faithfully,
For Adani Total Gas Limited

Parag Parikh
Chief Financial Officer

Encl.: As above

RE 11, 1st Floor, Near Vikramnagar, Iscon, Ambli Road, Ambli, Ahmedabad - 380 058 Gujarat, India

Independent Auditor's Report on Consolidated Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Adani Total Gas Limited

Opinior

- We have audited the accompanying consolidated annual financial results ('the Statement') of Adani Total Gas Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and joint ventures for the year ended 31 March 2024, attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').
- 2) 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 on separate audited financial statements of the subsidiaries and joint ventures, as referred to in paragraph 13 below, the Statement:
 - i) includes the annual financial results of the entities listed in Annexure 1;
 - presents financial results in accordance with the requirements of Regulation 33 of the Listing Regulations; and
 - iii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India, of the consolidated net profit after tax and other comprehensive income and other financial information of the Group and its joint ventures, for the year ended 31 March 2024.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Statement section of our report. We are independent of the Group and its joint ventures, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Act, and the rules 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 obtained by us together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 13 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.



Emphasis of Matter

We draw your attention to Note 9 to the accompanying Statement, which describes the matter related to Short Seller Report ('SSR') was published during the previous year. Based on legal opinions and management's assessment, the management is of the view that there are no material consequences of the allegations mentioned in the SSR and other allegations on the Company.

Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance for the Statement

- The Statement, which is the responsibility of the Holding Company's management and has been approved by the Holding Company's Board of Directors, has been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the consolidated net profit or loss and other comprehensive income, and other financial information of the Group including its joint ventures in accordance with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group and its joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding of the assets of the Group, and its joint ventures, 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 financial results, that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial results have been used for the purpose of preparation of the Statement by the Directors of the Holding Company, as aforesaid.
- 6) In preparing the Statement, the respective Board of Directors of the companies included in the Group and of its joint ventures, are responsible for assessing the ability of the Group and of its joint ventures, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
- 7) Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group and of its joint ventures.

Auditor's Responsibilities for the Audit of the Statement

- 8) Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 Standards on Auditing specified under section 143(10) of the Act 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 this Statement.
- 9) As part of an audit in accordance with the Standards on Auditing specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Statement, 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;

Chartered Accountants

- Obtain an understanding of internal control 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 Holding Company has adequate internal
 financial controls with reference to financial statements 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 the Board of Directors;
- Conclude on the appropriateness of Board of Directors'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 ability of the Group and its joint ventures, 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 Statement 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 and its joint ventures to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation; and
- Obtain sufficient appropriate audit evidence regarding the financial statements of the entities within
 the Group and its joint ventures, to express an opinion on the Statement. We are responsible for
 the direction, supervision and performance of the audit of financial information of such entities
 included in the Statement, of which we are the independent auditors. For the other entities included
 in the Statement, which have been audited by the other auditors, such other auditors remain
 responsible for the direction, supervision and performance of the audits carried out by them. We
 remain solely responsible for our audit opinion.
- 10) We communicate with those charged with governance of the Holding Company 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.
- 11) 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.
- 12) We also performed procedures in accordance with SEBI Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019, issued by the SEBI under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

Other Matters

We did not audit the annual financial statements of two subsidiaries included in the Statement, whose financial statements reflects total assets of ₹136.94 Crore as at 31 March 2024, total revenues of ₹3.53 Crore, total net loss after tax of ₹1.65 Crore, total comprehensive loss of ₹1.63 Crore, and cash flows (net) of ₹ 0.69 Crore for the year ended on that date, as considered in the Statement. The Statement also includes the Group's share of net profit after tax of ₹17.90 Crore and total comprehensive income of ₹17.82 Crore for the year ended 31 March 2024, in respect of two joint ventures, whose annual financial statements have not been audited by us. These annual financial statements have been audited by other auditors whose audit reports have been furnished to us by the management, and our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures is based solely on the audit reports of such other auditors.

Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and the reports of the other auditors.

Chartered Accountants

- 14) The Statement includes the consolidated financial results for the quarter ended 31 March 2024, being the balancing figures between the audited consolidated figures in respect of the full financial year and the published unaudited year-to-date consolidated figures up to the third quarter of the current financial year, which were subject to limited review by us.
- 15) The audit of consolidated financial results for the corresponding quarter and year ended 31 March 2023 included in the Statement was carried out and reported by Shah Dhandharia & Co LLP who have expressed modified opinion vide their audit report dated 2 May 2023, whose report have been furnished to us and which have been relied upon by us for the purpose of our audit of the Statement. Our opinion is not modified in respect of this matter.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration No.; 001076N/N500013

Mehulkumar Sharadkumar Janani

Partner

Membership No. 118617 UDIN: 24118617BKBFFJ9123

Place: Ahmedabad Date: 30 April 2024



List of entities included in the Statement

Subsidiaries

- 1) Adani TotalEnergies Biomass Limited
- 2) Adani TotalEnergies E-Mobility Limited

Joint ventures

- 3) Indian Oil Adani Gas Private Limited
- 4) SmartMeters Technologies Private Limited



(CIN No: L40100GJ2005PLC046553)



Registered Office : "Adani Corporate House", Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad 382 421

Phone: 079-26565555; Fax: 079-26565500; Email: info@adani.com; Website: www.adanigas.com

Statement of Consolidated Audited Financial Results for the Quarter and Year ended March 31, 2024

(₹ in crore, except per equity share data)

Γ		Quarter ended Year ended				
		March 31,	December 31,	March 31,	March 31,	March 31,
Sr.	Particulars	2024	2023	2023	2024	2023
No.		(refer note 2)	Unaudited	(refer note 2)	Audited	Audited
1	Income					
	Revenue from operations	1,258.37	1,244.00	1,197.31	4,816.49	4,683.39
	Other income	15.02	12.42	9.49	44.02	36.85
	Total income	1,273.39	1,256.42	1,206.80	4,860.51	4,720.24
2	Expenses					
	Cost of natural gas and traded items	705.69	738.24	812.10	2,848.32	3,083.32
	Changes in inventories	0.35	(1.94)	(4.09)	(0.54)	3.05
	Excise duty	91.42	87.86	82.53	341.75	305.20
	Employee benefits expense	18.69	16.67	14.55	66.71	55.68
1	Finance costs	29.08	31,40	32.11	111,45	78.43
	Depreciation and amortisation expense	48.91	38.60	30.86	157.88	113.10
	Other expenses	154.20	115.14	97.05	456.53	366.27
	Total expenses	1,048.34	1,025.97	1,065.11	3,982.10	4,005.05
3	Profit before share of profit from joint ventures and tax (1-2)	225.05	230.45	141.69	878.41	715.19
4	Share of profit from joint ventures (net)	4.22	5.37	(5.97)	17.90	17.35
5	Profit before tax (3+4)	229.27	235.82	135.72	896.31	732.54
6	Tax expense					
	Current tax	44.79	44.53	26.38	179.89	148.65
	Deferred tax	16.52	14.65	11.43	48.92	37.40
	Total tax expense	61.31	59.18	37.81	228.81	186.05
7	Profit for the period/year (5-6)	167.96	176.64	97.91	667.50	546.49
8	Other comprehensive income				,	
	Items that will not be reclassified subsequently to					
	profit or loss(net of tax)					
	-Re-measurement (loss)/gain on defined benefit	(0.07)	(0.34)	(0.17)	(1.04)	(1.14)
	olans -Net gains on equity investments	0.71	•	8.81	0.71	6.88
	Total other comprehensive income/(loss)	0.64	(0.34)	8.64	(0.33)	5.74
	Total comprehensive income for the period/year					
9	(7+8)	168.60	176.30	106.55	667.17	552.23
10	Profit attributable to:					
	Owners of the Parent	167.96	176.64	97.91	667.50	546.49
	Non-controlling interests	-	-	-	-	
	Total other comprehensive income/(loss)				ì	
11	attributable to :					
	Owners of the Parent	0.64	(0.34)	8.64	(0.33)	5.74
	Non-controlling interests	-			-	=
12	Total comprehensive income attributable to :				1	1
	Owners of the Parent	168.60	176.30	106.55	667.17	552.23
	Non-controlling interests	-	-		-	-
13	Paid-up equity share capital (Face value of ₹ 1 each)	109.98	109.98	109.98	109.98	109.98
14	Other equity				3,470.34	2,830.98
15	Earnings per share (Face value of ₹ 1 each)					
	(not annualised for the interim period):		, 1			
	Basic & diluted (in ₹)	1.53	1.61	0.89	6.07	4.97





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Consolidated Balance Sheet

		As at		
Sr.		March 31,	March 31,	
No.	Particulars	2024	2023	
1		(Audited)	(Audited)	
\vdash	ASSETS	(Addiced)	(Addiced)	
1	Non-Current Assets			
'	Property, plant and equipment	2,960.26	2,211.64	
			91.67	
1	Right-of-use assets	169.63		
	Capital work-in-progress	1,497.98	1,616.04	
	Goodwill	25.49	25.49	
	Other intangible assets	18.64	5.95	
1	Intangible assets under development	4.40	2.72	
1	Investments accounted using equity method	692.76	669.76	
	Financial assets		2.70	
	Investments	13.36	12.50	
	Other financial assets	34.16	18.49	
	Income-tax assets (net)	22.94	16.12	
	Other non-current assets	120,00	116.88	
	Total Non - Current Assets	5,559.62	4,787.26	
11	Current Assets			
	Inventories	99.17	90.96	
	Financial assets			
	Trade receivables	409.92	315.62	
	Cash and cash equivalents	137.16	12.04	
	Bank Balances other than above	318.95	359.80	
1	Loans	0.43	0.41	
	Other financial assets	19.37	7.66	
1	Other current assets	47.24	71.55	
	Total Current Assets	1,032.24	858.04	
	Total Assets	6,591.86	5,645.30	
	EQUITY AND LIABILITIES			
	Equity			
	Equity share capital	. 109.98	109.98	
	Other equity	3,470.34	2,830.98	
	Equity attributable to owners of the Parent	3,580.32	2,940.96	
	Non-controlling interests	-		
	Total equity	3,580.32	2,940.96	
	LIABILITIES			
т	Non-Current liabilities			
	Financial liabilities	1 1		
		002 07	260.76	
	Borrowings	882.87	268.36	
	Lease liabilities	77.28	44.29	
	Other financial liabilities	9.55	16.86	
	Provisions	6.84	5.70	
	Deferred tax liabilities (net)	224.49	175.76	
	Total Non - Current Liabilities	1,201.03	510.97	
11	Current liabilities			
	Financial liabilities			
	Borrowings	588.62	1,103.53	
	Lease liabilities	8.48	5.91	
	Trade payables - total outstanding dues of	1000 A0000		
	- micro enterprises and small enterprises	11.35	10.68	
	 creditors other than micro enterprises and small enterprises 	330.91	296.17	
	Other financial liabilities	812.76	737.05	
	Other current liabilities	43.01	28.61	
	Provisions	15.38	11.42	
	Total Current Liabilities	1,810.51	2,193.37	
	Total Equity and Liabilities	6,591.86	5,645.30	
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ADANI TOTAL GAS LIMITED (CIN No : L40100GJ2005PLC046553)



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Statement of Consolidated Cashflows

		Year	ended
Particulars		March 31, 2024 (Audited)	March 31, 2023 (Audited)
Α	CASHFLOW FROM OPERATING ACTIVITIES		
	Net Profit before Tax	896.31	732.54
	Adjustment to reconcile the Profit before tax to net cash flows:		
	Share of Gain from Joint Ventures	(17.90)	(17.35)
	Depreciation and amortisation expenses	157.88	113.10
	Finance costs	111.45	78.43
	Interest income	(24.78)	(28.43)
	Gain on sale of investments through profit and loss	(0.44)	(0.56)
	Profit on disposal of property, plant and equipment	(0.05)	
	Allowance for credit losses	3.04	2.63
	Liabilities no longer required written back	(10.96)	(0.18)
	Write-off for financial assets	0.45	0.03
	Corporate guarantee commission income Operating Profit before Working Capital Changes	(3.49) 1,111,51	(3.69) 876.52
	Adjustment for:	1,111.51	876.52
	Increase in trade and other receivables	(102.20)	(102.88)
	Increase in Inventories	(8.21)	(14.18)
	(Decrease) / Increase in Other financial assets	(5.89)	10.92
	Increase in Other current assets	24.48	(44.35)
	Increase in Trade payables	46.37	141.53
	Increase in Provisions	3.80	3.71
	Increase in Other financial liabilities	57.58	135.78
	Increase in Other current liabilities	14.40	0.31
	Cash Generated From Operations	1,141.84	1,007.36
	Tax paid (net)	(186.71)	(154.51)
	Net Cash from Operating Activities (A)	955.13	852.85
В	CASHFLOW FROM INVESTING ACTIVITIES	. 1	
	Purchase of property, plant and equipment and intangible assets (including capital work-in-progress, intangible assets under development, capital creditors and capital advances)	(799.32)	(1,175.37)
	Proceeds from sale / disposal of property, plant and equipment	0.08	-
	Movement in Bank balances (net)	40.55	(1.73)
	Interest received	17.48	28.44
	Corporate guarantee commission received	3.49	3.69
	Purchase of non-current investments	(15.00)	(22.18)
	Proceeds on sale of current investments Net Cash used in Investing activities (B)	0.44 (752.28)	0.56 (1,166.59)
		(752.26)	(1,100.39)
С	CASHFLOW FROM FINANCING ACTIVITIES Proceeds from non-current borrowings	001.40	500.00
		801.48	590.00
	Repayment of non-current borrowings Repayment of principal element of lease liabilities	(419.29) (9.06)	(442.78) (4.24)
	Payment of interest on lease liabilities	(7.55)	(3.34)
	Proceeds / (repayment) of current borrowings (net)	(281.26)	227.88
	Finance cost paid	(134.55)	(45.37)
	Dividend paid	(27.50)	(27.50)
	Net Cash generated from / (used in) Financing activities (C)	(77.73)	294.65
	Net Increase in Cash and cash equivalents (A+B+C)	125.12	(19.09)
	Cash and cash equivalents at the beginning of the period	12.04	31.13
	Cash and cash equivalents at the end of the period	137.16	12.04





ADANI TOTAL GAS LIMITED (CIN No : L40100GJ2005PLC046553)

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Notes:

- 1 The aforesaid consolidated financial results of Adani Total Gas Limited ('the Holding Company'), its subsidiaries and its joint ventures (referred together as 'the Group') for the quarter and year ended March 31, 2024 have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on April 29, 2024 and April 30, 2024.
- 2 The figures for the quarter ended March 31, 2024 and March 31, 2023 are balancing figures between the audited financial statements for the year ended as on that date and the year to date figures upto the end of third quarter of the respective financial year on which the auditor had performed limited review.
- These consolidated results have been prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards specified under Section 133 of the Companies Act 2013 ('the Act') read with Companies (Indian Accounting Standards) Rules 2015 and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 (as amended).
- 4 The Group's business falls within a single operating segment of selling and distribution of natural gas. Hence, there are no other reportable segments in terms of requirements of Ind AS 108 "Operating Segments".
- The Holding Company had signed a Definitive Agreement on November 03, 2020 for acquisition of 3 Geographical Areas namely Ludhiana, Jalandhar and Kutch (East). The matter regarding authorisation and penalties levied by The Petroleum and Natural Gas Regulatory Board ('the PNGRB') on the Seller consortium has been disposed favorably by Appellate Tribunal for Electricity (APTEL) recently. The intended transaction is yet to be consummated.
- The Hon'ble Supreme Court on September 28, 2021 has disposed of an appeal filed by the Holding Company claiming deemed authorization for Sanand, Bavla and Dholka (Outer Ahmedabad City) to lay and maintain the gas distribution network. The Holding Company has sought suitable directions from the PNGRB for the compliance of Hon'ble Supreme Court order. The counter party had filed an appeal before APTEL against an order of PNGRB. APTEL then disposed-off these appeals filed with the directions to PNGRB to adjudicate the matter. As such no financial impact has been considered in these Financials Results.
- The Holding Company has filed an appeal at Appellate Tribunal for Electricity (APTEL) challenging the impugned orders dated April 25, 2023 and April 26, 2023, passed by the PNGRB, whereunder the Holding Company's application for authorisation has been rejected in relation to the laying, building, operating and expanding a City Gas Distribution Network in Noida District (including Greater Noida) Geographical Area and also for bifurcating Faridabad GA into F1 and F2 and awarding F1 to other entity.
- 8 The Board of Directors have recommended final dividend of ₹ 0.25 (25%) per equity share of the face value of ₹ 1 each for the financial year 2023-24. This proposed dividend is subject to approval of shareholders in the ensuing annual general meeting.
- During the previous financial year 2022-23, a short seller report ("SSR") was published in which certain allegations were made on certain Adani Group Companies including the Holding Company. In this regard, various writ petitions were filed with the Hon'ble Supreme Court ("SC") seeking independent investigation of the allegations in the SSR and the Securities and Exchange Board of India ("SEBI") also commenced investigating the allegations made in the SSR for any violations of applicable SEBI Regulations. The SC, in terms of its order dated March 02, 2023 also constituted an expert committee to investigate and advise into the various aspect of existing laws and regulations, and also directed the SEBI to consider certain additional aspects in its scope. The Expert committee submitted its report dated May 06, 2023, finding no evidence for regulatory failure, in respect of applicable laws and regulations. The SEBI also concluded its investigations in twenty-two of the twenty-four matters as per the status report dated August 25, 2023 to the SC.

The SC in its order dated January 03, 2024, disposed off all matters of appeal in various petitions including petitions for separate independent investigations relating to the allegations in the SSR (including other allegations) and stated that the SEBI should complete the pending two investigations, preferably within 3 months, and take its investigations (including the twenty-two investigations already completed) to their logical conclusion in accordance with law. During the quarter, the Holding Company has received Show Cause Notice (SCN) from the SEBI relating to validity of Peer Review Certificate (PRC) of predecessor auditors in previous financial year, which the Holding Company has responded to. Based on legal advice obtained, management believes that the matter is technical in nature and has no material consequential effects to relevant financial statements, and that there is no material non-compliance of applicable laws and regulations.

In April 23, the Holding Company had obtained a legal opinion by independent law firm, confirming the Holding Company is in compliance with the requirements of applicable laws and regulations.

Based on the legal opinions and the SC order referred above, the fact that there are no pending regulatory or adjudicatory proceedings as of date, except as mentioned above, management of the Holding Company concludes that there are no consequences of the allegations mentioned in the SSR and other allegations on the Holding Company, and accordingly, these financial statements do not have any reporting adjustments in this regard.

10 Previous periods' figures have been re-grouped wherever necessary, to conform to the current period's classification.

For and on behalf of the Board of Directors,

AHMEDABAD

Place: Ahmedabad Date: April 30, 2024



Gautam S. Adani Chairman

RE 11, 1st Floor, Near Vikramnagar, Iscon, Ambli Road, Ambli, Ahmedabad - 380 058 Guiarat. India

Independent Auditor's Report on Standalone Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Adani Total Gas Limited

Opinion

- We have audited the accompanying standalone annual financial results ('the Statement') of Adani Total Gas Limited ('the Company') for the year ended 31 March 2024, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').
- In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - i) presents financial results in accordance with the requirements of Regulation 33 of the Listing Regulations; and
 - ii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under section 133 of the Companies Act, 2013 ('the Act'), read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India, of the standalone net profit after tax and other comprehensive income and other financial information of the Company for the year ended 31 March 2024.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Statement 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 ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Act and the rules 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 obtained by us, is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4) We draw your attention to Note 9 to the accompanying Statement, which describes the matter related to Short Seller Report ('SSR') was published during the previous year. Based on legal opinions and management's assessment, the management is of the view that there are no material consequences of the allegations mentioned in the SSR and other allegations on the Company.

Our opinion is not modified in respect of this matter.



Responsibilities of Management and Those Charged with Governance for the Statement

- This Statement has been prepared on the basis of the standalone annual financial statements and has been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income and other financial information of the Company in accordance with the Ind AS specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 Statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.
- 6) In preparing the Statement, the Board of Directors is 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
- 7) The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Statement

- Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 Standards on Auditing, specified under section 143(10) of the Act, 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 this Statement.
- 9) As part of an audit in accordance with the Standards on Auditing, specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Statement, 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 control 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 in place an adequate internal
 financial controls with reference to financial statements 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 the Board of Directors;



- Conclude on the appropriateness of the Board of Directors' 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 Statement 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; and
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
- 10) 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.
- 11) 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.

Other Matters

- 12) The Statement includes the financial results for the quarter ended 31 March 2024, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subject to limited review by us.
- 13) The audit of standalone financial results for the corresponding quarter and year ended 31 March 2023 included in the Statement was carried out and reported by Shah Dhandharia & Co LLP who have expressed modified opinion vide their audit report dated 2 May 2023, whose report has been furnished to us, and which has been relied upon by us for the purpose of our audit of the Statement. Our opinion is not modified in respect of this matter.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration No.: 001076N/N500013

Mehulkumar Sharadkumar Janani

Partner

Membership No. 118617

UDIN: 24118617BKBFFI7491

Place: Ahmedabad Date: 30 April 2024

(CIN No: L40100GJ2005PLC046553)



Registered Office : "Adani Corporate House", Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad 382 421

Phone: 079-26565555; Fax: 079-26565500; Email: info@adani.com; Website: www.adanigas.com

Statement of Standalone Audited Financial Results for the Quarter and Year ended March 31, 2024

(₹ in crore, except per equity share data)

		Quarter ended			Year ended		
Sr. No.	Particulars	March 31, 2024	December 31, 2023	March 31, 2023	March 31, 2024	March 31, 2023	
		(refer note 2)	Unaudited	(refer note 2)	Audited	Audited	
1	Income			,			
	Revenue from operations	1,257.37	1,243.16	1,197.15	4,813.48	4,683.23	
	Other income	15.87	13.06	9.75	46.62	37.12	
	Total income	1,273.24	1,256.22	1,206.90	4,860.10	4,720.35	
2	Expenses						
	Cost of natural gas and traded items	704.35	737.79	812.06	2,845.89	3,083.28	
	Changes in inventories	0.98	(1.94)	(4.09)	0.09	3.05	
	Excise duty	91.42	87.86	82.53	341.75	305.20	
	Employee benefits expenses	18.68	16.57	14.36	66.45	55.49	
	Finance costs	29.05	31.37	32.23	111.35	78.55	
	Depreciation and amortisation expense	48.82	38.26	30.72	157.10	112.96	
	Other expenses	153.29	114.85	97.03	455.56	365.95	
	Total expenses	1,046.59	1,024.76	1,064.84	3,978.19	4,004.48	
3	Profit before tax (1-2)	226.65	231.46	142.06	881.91	715.87	
4	Tax expense						
	Current tax	44.79	44.53	26.38	179.89	148.65	
	Deferred tax	16.52	14.65	11.43	48.92	37.40	
	Total tax expense	61.31	59.18	37.81	228.81	186.05	
5	Profit for the period/year (3-4)	165.34	172.28	104.25	653.10	529.82	
6	Other comprehensive income		j				
	Items that will not be reclassified						
	subsequently to profit or loss (net of tax)			1	* 1		
	-Re-measurement (loss)/gain on defined	0.02	(0.35)	(0.17)	(0.99)	(1.14)	
	benefit plans		(0.22)		, ,		
	-Net gains on equity investments	0.71	-	6.88	0.71	6.88	
	Total other comprehensive income/(loss)	0.73	(0.35)	6.71	(0.28)	5.74	
7	Total comprehensive income for the	166.07	171,93	110.96	652.82	535.56	
	period/year (5+6)		17 1122	110120		233.30	
8	Paid-up equity share capital (Face value of ₹ 1 each)	109.98	109.98	109.98	109.98	109.98	
9	Other equity				3,453.39	2 020 07	
955	Earnings per share (Face value of ₹1 each)				3,433.39	2,828.07	
10	(not annualised for the interim period):						
	Basic & diluted (in ₹)	1.50	1.57	0.95	5.94	4.82	
	ם אוני כי מוומר המי (ווו גי)	1,50	1.57	0,95	5.94	4.82	





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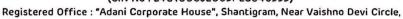
Standalone Balance Sheet

	(₹ in Crore.				
Sr.		AS	90.		
No.	Particulars	March 31, 2024	March 31, 2023		
N-10120.41		(Audited)	(Audited)		
	ASSETS				
ı	Non-Current Assets				
	Property, plant and equipment	2,878.30	2,207.88		
1	Right-of-use assets	167.30	89.19		
	Capital work-in-progress	1,471.71	1,609.39		
	Goodwill	25.49	25.49		
	Other intangible assets	18.64	5.95		
	Intangible assets under development	4.40	2.72		
	Financial assets				
	Investments	704.03	682.67		
	Loans	69.14	9.65		
1	Other financial assets	31.18	18.47		
	Income-tax assets (net)	22.91	16.11		
	Other non-current assets	116.41	109.98		
	Total Non-Current Assets	5,509.51	4,777.50		
0	Current Assets		4,777.50		
"	Inventories	95.69	90.96		
	Financial assets	90.09	90.90		
	Trade receivables	407.95	315.47		
	Cash and cash equivalents	133.15	8.67		
	Bank balances other than above	318.88	359.80		
	Loans	0.43	20, 23, 30,00 00,000		
	Other financial assets	19.43	0.41 12.04		
	Other current assets	3. 00070400, 80000	100-2 30 00		
		38.85	71.13		
	Total Current Assets Total Assets	1,014.38 6,523.89	858.48 5,635.98		
		0,223.03	2,023,36		
	EQUITY AND LIABILITIES				
	Equity	100.00	100.00		
	Equity share capital	109.98	109.98		
	Other equity	3,453.39	2,828.07		
1	Total equity	3,563.37	2,938.05		
	Liabilities				
1	Non-current liabilities				
	Financial liabilities				
	Borrowings	882.87	268.36		
	Lease liabilities	75.05	42.03		
	Other financial liabilities	9.55	16.86		
	Provisions	6.59	5.49		
	Deferred tax liabilities (net)	224.49	175.76		
	Total Non - Current Liabilities	1,198.55	508.50		
li	Current liabilities				
	Financial liabilities		Section section sections		
	Borrowings	588.62	1,103.53		
	Lease liabilities	8.24	5.67		
	Trade payables - total outstanding dues of	person directors			
	- micro enterprises and small enterprises	11.35	10.68		
	 creditors other than micro enterprises and small enterprises 	327.07	296.05		
	Other financial liabilities	769.23	733.61		
	Other current liabilities	42.14	28.49		
	Provisions	15.32	11.40		
	Total Current Liabilities	1,761.97	2,189.43		
	Total Equity and Liabilities	6,523,89	5,635,98		





(CIN No: L40100GJ2005PLC046553)



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Statement of Standalone Cashflows

		(₹ in Crores)		
Particulars		Year	ended	
		March 31, 2024	March 31, 2023	
		(Audited)	(Audited)	
A	CASHFLOW FROM OPERATING ACTIVITIES			
	Net Profit before tax	881.91	715.87	
	Adjustment to reconcile the Profit before tax to net cash flows:	881.51	/15.6/	
1	Depreciation and amortisation expenses	157.10	112.96	
	Finance costs	111.35	78.55	
	Interest income	(27.43)	(28.60)	
İ	Gain on sale of investments through profit and loss	(0.44)	(0.56)	
	Profit on disposal of Property, plant and equipment	(0.05)	-	
	Allowance for credit losses	3.04	2.63	
İ	Liabilities no longer required written back	(10.96)	(0.18)	
	Write-off for financial assets Corporate guarantee commission income	0.45	0.03	
	Operating profit before working capital changes	(3.49) 1,111,48	(3.69) 877.01	
	Adjustment for:	1,111.40	677.01	
	Increase in trade and other receivables	(96.06)	(107.11)	
	Increase in Inventories	(4.73)	(14.18)	
	(Decrease) / Increase in Other financial assets	(2.93)	10.94	
	(Increase)/Decrease in Other current assets	32.45	(43.93)	
	Increase in Trade payables Increase in Provisions	42.65 3.69	141.41 3.51	
	Increase in Other financial liabilities	57.58	132.34	
	Increase in Other current liabilities	13.65	0.19	
	Cash generated from Operations	1,157.78	1,000.18	
	Tax paid (net)	(186.69)	(154.50)	
	Net Cash generated from Operating activities (A)	971.09	845.68	
l .				
В	CASHFLOW FROM INVESTING ACTIVITIES			
	Purchase of property, plant and equipment and intangible assets (including capital work-in-	(744.39)	(1,157.98)	
	progress, intangible assets under development, capital creditors and capital advances)		,	
	Proceeds from sale / disposal of property, plant and equipment	0.08		
	Movement in Bank balances (net)	40.62	(1.73)	
9	Interest received	20.13	28.61	
	Corporate guarantee commission received	3.49	3.69	
	Purchase of non-current investments	(30.00)	(26.18)	
	Proceeds on sale of current investments	0.44	0.56	
	Loans/Inter corporate deposits (ICDs) given	(70.79)	(9.65)	
	Loans/Inter corporate deposits (ICDs) received back	11.30	•	
	Net Cash used in Investing activities (B)	(769.12)	(1,162.68)	
_				
С	CASHFLOW FROM FINANCING ACTIVITIES	201.12		
	Proceeds from non-current borrowings	801.48	590.00	
	Repayment of non-current borrowings	(419.29)	(442.78)	
	Repayment of principal element of lease liabilities	(8.92)	(4.23)	
	Payment of interest on lease liabilities	(7.45)	(3.31)	
	Proceeds / (repayment) of current borrowings (net)	(281.26)	227.88	
	Finance cost paid	(134.55)	(45.52)	
	Dividend paid	(27.50)	(27.50)	
	Net Cash generated from / (used in) Financing activities (C)	(77.48)	294.54	
	Net Increase in Cash and cash equivalents (A+B+C)	124.48	(22.46)	
	Cash and cash equivalents at the beginning of the period	8.67	31.13	
	Cash and cash equivalents at the end of the period	133,15	8.67	





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Notes:

- 1 The aforesaid standalone financial results of Adani Total Gas Limited ('the Company') for the quarter and year ended March 31, 2024 have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on April 29, 2024 and April 30, 2024.
- 2 The figures for the quarter ended March 31, 2024 and March 31, 2023 are balancing figures between the audited financial statements for the year ended as on that date and the year to date figures upto the end of third quarter of the respective financial year on which the auditor had performed limited review.
- These standalone results have been prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards specified under Section 133 of the Companies Act 2013 ('the Act') read with Companies (Indian Accounting Standards) Rules 2015 and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 (as amended).
- 4 The Company's business falls within a single operating segment of selling and distribution of natural gas. Hence, there are no other reportable segments in terms of requirements of Ind AS 108 "Operating Segments".
- 5 The Company had signed a Definitive Agreement on November 03, 2020 for acquisition of 3 Geographical Areas namely Ludhiana, Jalandhar and Kutch (East). The matter regarding authorisation and penalties levied by The Petroleum and Natural Gas Regulatory Board ('the PNGRB') on the Seller consortium has been disposed favorably by Appellate Tribunal for Electricity (APTEL) recently. The intended transaction is yet to be consummated.
- The Hon'ble Supreme Court on September 28, 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 the gas distribution network. The Company has sought suitable directions from the PNGRB for the compliance of Hon'ble Supreme Court order. The counter party had filed an appeal before APTEL against an order of PNGRB. APTEL then disposed-off these appeals filed with the directions to PNGRB to adjudicate the matter. As such no financial impact has been considered in these Financials Results.
- 7 The Company has filed an appeal at Appellate Tribunal for Electricity (APTEL) challenging the impugned orders dated April 25, 2023 and April 26, 2023, passed by the PNGRB, whereunder the Company's application for authorisation has been rejected in relation to the laying, building, operating and expanding a City Gas Distribution Network in Noida District (including Greater Noida) Geographical Area and also for bifurcating Faridabad GA into F1 and F2 and awarding F1 to other entity.
- 8 The Board of Directors have recommended final dividend of ₹ 0.25 (25%) per equity share of the face value of ₹ 1 each for the financial year 2023-24. This proposed dividend is subject to approval of shareholders in the ensuing annual general meeting.
- 9 During the previous financial year 2022-23, a short seller report ("SSR") was published in which certain allegations were made on certain Adani Group Companies including the Company. In this regard, various writ petitions were filed with the Hon'ble Supreme Court ("SC") seeking independent investigation of the allegations in the SSR and the Securities and Exchange Board of India ("SEBI") also commenced investigating the allegations made in the SSR for any violations of applicable SEBI Regulations. The SC, in terms of its order dated March 02, 2023 also constituted an expert committee to investigate and advise into the various aspect of existing laws and regulations, and also directed the SEBI to consider certain additional aspects in its scope. The Expert committee submitted its report dated May 06, 2023, finding no evidence for regulatory failure, in respect of applicable laws and regulations. The SEBI also concluded its investigations in twenty-two of the twenty-four matters as per the status report dated August 25, 2023 to the SC.

The SC in its order dated January 03, 2024, disposed off all matters of appeal in various petitions including petitions for separate independent investigations relating to the allegations in the SSR (including other allegations) and stated that the SEBI should complete the pending two investigations, preferably within 3 months, and take its investigations (including the twenty-two investigations already completed) to their logical conclusion in accordance with law. During the quarter, the Company has received Show Cause Notice (SCN) from the SEBI relating to validity of Peer Review Certificate (PRC) of predecessor auditors in previous financial year, which the Company has responded to. Based on legal advice obtained, management believes that the matter is technical in nature and has no material consequential effects to relevant financial statements, and that there is no material non-compliance of applicable laws and regulations.

In April 23, the Company had obtained a legal opinion by independent law firm, confirming the Company is in compliance with the requirements of applicable laws and regulations.

Based on the legal opinions and the SC order referred above, the fact that there are no pending regulatory or adjudicatory proceedings as of date, except as mentioned above, management of the Company concludes that there are no consequences of the allegations mentioned in the SSR and other allegations on the Company, and accordingly, these financial statements do not have any reporting adjustments in this regard.

10 Previous periods' figures have been re-grouped wherever necessary, to conform to the current period's classification.

Place : Ahmedabad Date : April 30, 2024



Gautam S. Adani

For and on behalf of the Board of Directors,

GA

AHMEDABAD

Chairman



30th April, 2024

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: Declaration pursuant to Regulation 33 (3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We hereby declare that the Statutory Auditors of the Company, M/s Walker Chandiok & Co LLP, Chartered Accountants, (FRN: 001076N/N500013) has issued an Audit Report with unmodified opinion on the Audited Financial Results of the Company for the quarter and financial year ended 31st March, 2024.

This declaration is issued in compliance of Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on your records.

Thanking you.

Yours faithfully,
For Adani Total Gas Limited

Parag Parikh

Chief Financial Officer