



Ref No: AWL/SECT/2021-22/37

5th August, 2022

BSE Limited

Floor 25, P J Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 543458

National Stock Exchange of India Limited

Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Scrip Code: AWL

Sub: Notice of the 24th Annual General Meeting along with Annual Report of Adani Wilmar Limited (“the Company”) for the Financial Year 2021-22.

Dear Sir,

This is to inform that the 24th Annual General Meeting (“AGM”) of the Company will be held on **Tuesday, 30th August, 2022 at 11.00 A.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.

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.adaniwilmar.com.

We would further like to inform that the Company has fixed Tuesday, 23rd August, 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.

You are requested to take the same on your records.

Thanking you,
Yours faithfully,

For Adani Wilmar Limited

Darshil Lakhia
Company Secretary
Memb. No: A20217

Encl: As above



Adani Wilmar Ltd.
Fortune House
Nr. Navrangpura Railway Crossing
Ahmedabad – 380 009
Gujarat, India
CIN: L15146GJ1999PLC035320

Tel +91 79 2645 5650
Fax +91 79 2645 5621
info@adaniwilmar.in
www.adaniwilmar.com

Registered Office: Fortune House, Nr. Navrangpura Railway Crossing, Ahmedabad 380 009, Gujarat, India

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting (AGM) of shareholders of Adani Wilmar Limited ("the Company") will be held on Tuesday, 30th August, 2022 at 11 A.M. (IST) 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 Fortune House, Near Navrangpura Railway Crossing, Ahmedabad 380009.

Ordinary Business:

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 appoint a Director in place of Mr. Pranav Adani (DIN: 00008457), 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. Pranav Adani, who has been a Director (Non-Executive) since 17th June 2019 and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment.

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. Pranav Adani (DIN: 00008457), who retires by rotation, be and is hereby re-appointed as a Director."

3. To appoint a Director in place of Mr. Angshu Mallick (DIN: 02481358), 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. Angshu Mallick, who was appointed as a Director and

designated as Managing Director w.e.f. 1st April, 2021 and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment. Mr. Angshu Mallick shall continue to act as Managing Director till the remaining period of his tenure.

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. Angshu Mallick (DIN: 02481358), who retires by rotation, be and is hereby re-appointed as a Director."

4. To consider and, if thought fit, appoint M/s. S R B C & Co, LLP, Chartered Accountants, as one of the joint Statutory Auditors 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, on the basis of recommendation of the Audit Committee and the Board of Directors of the Company, M/s. S R B C & Co, LLP, Chartered Accountants (ICAI Firm Registration No: 324982E/E300003) who have offered themselves for appointment and have confirmed their eligibility in terms of Section 141 of the Act, be and is hereby appointed as one of the joint Statutory Auditors of the Company for a term of five (5) consecutive years commencing from the conclusion of the 24th AGM till the conclusion of the 29th AGM of the Company to be held in the financial year 2027 on such remuneration as shall be decided by the Board of Directors of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution."

5. To consider and, if thought fit, appoint M/s. Dharmesh Parikh & Co., LLP, Chartered Accountants, as one of the joint Statutory Auditors 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, on the basis of recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Dharmesh Parikh & Co., LLP, Chartered Accountants (ICAI Firm Registration No: 112054W/W100725) who have offered themselves for appointment and have confirmed their eligibility in terms of Section 141 of the Act, be and is hereby appointed as one of the joint Statutory Auditors of the Company for a term of five (5) consecutive years commencing from the conclusion of the 24th AGM till the conclusion of the 29th AGM of the Company to be held in the financial year 2027 on such remuneration as shall be decided by the Board of Directors of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution."

Special Business:

6. To consider and, if thought fit, approve the material related party transactions entered into by the Company during the financial year 2021-22 and 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 framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded for ratification / approval of material related party transaction(s) entered by the Company with **Wilmar Trading Pte. Ltd.**, being a related party of the Company, during the financial year 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."

7. To consider and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during the financial year 2023-24 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 ("Act"), 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 Members of the Company do hereby accord approval to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and/or continuing with existing contracts / arrangements/ transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise), with **Wilmar Trading Pte Ltd.**, being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise during the financial year 2023-2024, 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 or along with its subsidiaries, may exceed ₹1,000 Crores or 10% of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower, or such other materiality threshold, as may be prescribed 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 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, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities

and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution."

8. To consider, and if thought fit, approve the enhanced borrowing limits and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the resolution passed by the members at its Annual General Meeting held on 5th May, 2021 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to borrow by way of loan / debentures (whether secured or unsecured) / bonds / deposits / fund based / non fund based limits/guarantee for the purpose of the business of the Company any sum or sums of money either in Indian or Foreign Currency from time to time from any bank(s) or any financial institution(s) or any other institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India or outside India whomsoever in addition to the temporary loans obtained from the Company's banker(s) in the ordinary course of business provided that the sum or sums so borrowed under this resolution and remaining outstanding at any time shall not exceed the aggregate ₹20,000 Crore (Rupees Twenty Thousand Crore only) in excess of and in addition to the paid-up capital and free reserves of the Company for the time being."

"RESOLVED FURTHER THAT the Board 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 security creation on assets in line with the revised borrowing limits and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession to the resolution passed by the shareholders at the extra-ordinary general meeting of the Company held on 5th May, 2021 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-

enactment(s) thereof, for the time being in force, if any) and all other applicable provisions, if any of the Act, consent of the Members be and is hereby accorded to revise and enhance the powers of the Board of Directors (hereinafter referred to as "the Board" which term shall include a committee thereof authorized for the purpose) to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s) and trustee(s), for securing the borrowings of the Company availed/to be availed by way of loans (in foreign currency and/or Indian rupees) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent(s)/trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreements/heads of agreements, debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the lender(s), agent(s) and trustee(s)/ in respect of the said loans/borrowings/debentures and containing such specified terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s), agent(s)/trustee(s)."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers

herein conferred to any authorized person(s) to give effect to this resolution."

10. To consider and if thought fit, approve revision in payment of remuneration to Mr. Angshu Mallick (DIN: 02481358), Managing Director & Chief Executive Officer (CEO) 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 Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in furtherance to the resolution passed in the Extra-Ordinary General Meeting of the Company held on 5th May, 2021 and subject to the requisite approvals, if any required, approval of the Members of the Company be and is hereby accorded for revision in the payment of remuneration to Mr. Angshu Mallick (DIN: 02481358), Managing Director and Chief Executive Officer (CEO), including salary, variable pay, annual increment, performance linked incentive, house rent allowance, medical allowance, meal allowance, leave travel allowance, other allowances, conveyance facilities, superannuation fund, gratuity fund, annuity fund including any unfunded retirement benefits, medical leave encashment etc. as per the rules of the Company with effect from 1st April, 2022 till the remaining period of his tenure on the terms and conditions as set out in the explanatory statement attached hereto and forming part of this notice with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Act including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board and Mr. Angshu Mallick."

"RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Act, where in any financial year the Company has no profits or inadequate profits, Mr. Angshu Mallick will be paid minimum remuneration as stated in the Explanatory Statement or such remuneration as may be approved by the Board within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment thereof."

"RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V of the Act, the Board be and is hereby authorised to vary and alter the terms of re-appointment including salary, perks and other benefits payable to Mr. Angshu Mallick within such prescribed limits or ceiling as agreed by and between the Board and Mr. Angshu Mallick without any further reference to the Company in the General Meeting."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

11. To consider and if thought fit, approve the remuneration payable to M/s. Dalwadi & Associates, Practicing Cost Accountants (Firm Regn. No. 000338), Cost Auditors of the Company, for the financial year ending 31st March, 2023 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 148 and all other applicable provisions if any, of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Dalwadi & Associates, Practicing Cost Accountants (Firm Regn. No. 000338) appointed as Cost Auditors by the Board of Directors, based on the recommendation of the Audit Committee, for the financial year 2022-23 be paid the remuneration amounting to ₹0.08 Crores plus taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit. "

"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."

By order of the Board
For, Adani Wilmar Limited

Darshil Lakhia
Company Secretary
Membership No: A20217

Date: 3rd August, 2022
Place: Ahmedabad

NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting 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 December 14, 2021 and 02/2022 dated 5th May 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 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 Annual General Meeting through VC/OAVM. In terms of the said circulars, the 24th Annual General Meeting (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. 18 and available at the Company's website www.adaniwilmar.com.
2. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 022-23058542/43.
3. Information regarding appointment/reappointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 (the Act) and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) 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. In line with the aforesaid MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.adaniwilmar.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 CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
7. The Register of members and share transfer books of the Company will remain closed from Wednesday, 23rd August, 2022 to Wednesday, 30th August, 2022 (both days inclusive) for the purpose of Annual General Meeting.
8. Members seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready.
9. 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.
10. In terms of Section 72 of the Act, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to Company's R&T Agent for nomination form by quoting their folio number.
11. 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 this Notice will be available for inspection in electronic mode.
12. The Members can join the AGM through the VC/OAVM mode 15 (fifteen) 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.

13. 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 the SEBI Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021 14th December, 2021 and 5th May 2022, 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 Central Depository Services (India) Limited (CDSL), as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.
- 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 23rd August, 2022, shall be entitled to avail the facility of remote e-voting as well as e-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 dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Tuesday 23rd August, 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, 26th August, 2022 at 9.00 a.m. and will end on Monday, 29th August, 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 23rd August, 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 CDSL 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 23rd August, 2022.
- vii. The Company has appointed CS Chirag Shah, Practising Company Secretary (Membership No. FCS: 5545; CP No: 3498), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

14. Process for those shareholders whose email ids are not registered:

- a) For Physical shareholders- please provide necessary details like 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 darshil.lakhia@adaniwilmar.in .
- b) For Demat shareholders -, Please update your e-mail id and mobile no. with your respective Depository Participant (DP).

15. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE VOTING ARE AS UNDER:

- (i) The voting period begins on Friday, 26th August, 2022 at 9.00 a.m. and ends on Monday 29th August, 2022 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday 23rd August, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 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 advised to update their mobile number and email Id in their demat accounts in order to access the e-Voting facility.

Pursuant to the abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSLs Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.
 1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on Shareholders.
 3. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 6. If you are a first time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN of the Company – ADANI WILMAR LIMITED on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xiv) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
 - If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
 - All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

16. The instructions for shareholders attending the AGM through VC/OAVM & e-voting during meeting are as under:-

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
 3. 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 available in the AGM.
 4. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
 5. 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.
17. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.adaniwilmar.com and on the website of CDSL i.e. www.cdslindia.com within two days of the passing of the Resolutions at the 24th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

18. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders'/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops/ iPads for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. For ease of conduct, members who would like to ask questions may send their questions in advance atleast (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number at darshil.lakhia@adaniwilmar.in 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.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

Contact Details:

Company	: Mr. Darshil Lakhia
	Company Secretary and Compliance Officer
	Adani Wilmar Limited
	Regd. Office: "Fortune House", Near Navrangpura Railway Crossing, Ahmedabad- 380 009. Gujarat, India
	CIN: L15146GJ1999PLC035320 E-mail: darshil.lakhia@adaniwilmar.in
Registrar and Transfer Agent	: M/s. Link Intime India Private Limited
	C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400083.
	Contact Person: Mr. Jayprakash VP
	Email: rnt.helpdesk@linkintime.co.in
e-Voting Agency	: Central Depository Services (India) Limited
	E-mail: helpdesk.evoting@cdslindia.com
	Phone: 022- 22723333 / 8588
Scrutinizer	: CS Chirag Shah
	Practising Company Secretary
	E-mail: pcschirag@gmail.com

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No. 4 and 5:

Statement pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Pursuant to Section 139 of the Act read with applicable rules thereunder, M/s Shah Dhandharia and Co. LLP, Chartered Accountants, the existing statutory auditors of the Company will complete their first term on the conclusion of this AGM of the Company. The Board has, at its meeting on 3rd August 2022, on the recommendation of the Audit Committee, approved the appointment of M/s. S R B C & Co., LLP, Chartered Accountants and M/s Dharmesh Parikh & Co., LLP, Chartered Accountants, as the joint statutory auditors of the Company, subject to the approval of the Members of the Company, to hold the office for a term of five (5) consecutive years commencing from the conclusion of the ensuing 24th AGM till the conclusion of the 29th AGM at a total remuneration of ₹1.40 Crore plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with statutory audit of the Company for the financial year ending on 31st March 2023.

Brief Profile of the Audit Firms:

M/s S R B C & CO LLP (FRN 324982E/E300003), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 2002 and is a limited liability partnership firm ("LLP") incorporated in India. It has registered office at 22, Camac Street, Kolkata and has 13 branch offices in various cities in India.

The Audit Firm has valid Peer Review certificate and is part of S.R. Batliboi & Affiliates network of audit firms. It is primarily engaged in providing audit and assurance services to its clients.

M/s Dharmesh Parikh & Co LLP (FRN 112054W/W100725, ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the Year 1991 and is a Limited Liability Partnership Firm ("LLP") incorporated in India. It has Head Office at 303/304, Milestone, Near Drive In Cinema, Opp. T.V. Tower, Thaltej, Ahmedabad 380054.

The Audit firm has a valid Peer Review certificate. It is primarily engaged in providing audit and assurance services to its clients.

Besides the audit services, the Company may also obtain certifications from the joint statutory auditors under various statutory regulations and certifications required by statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, on the recommendation of the Audit Committee shall approve revision to the remuneration of the joint statutory auditors for the remaining part of the tenure. The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the joint statutory auditors.

The remuneration paid to M/s Shah Dhandharia & Co., LLP, Chartered Accountants for the FY 2021-22 was ₹0.73 Crore inclusive of statutory audit fees and fees for other services. The change in the remuneration paid to M/s. Shah Dhandharia & Co. LLP, Chartered Accountants, the retiring Statutory Auditors, for the statutory audit conducted for the year ended on 31st March, 2022 and the remuneration proposed to be paid to M/s. S R B C & Co., LLP, Chartered Accountants and M/s. Dharmesh Parikh & Co., LLP, Chartered Accountants the joint statutory auditors for the financial year ending 31st March, 2023 is due to inflationary pressures and increase in regulatory compliances and disclosures applicable to the Company pursuant to initial public offer (IPO) of its equity shares.

The Company has obtained a certificate from M/s. S R B C & Co., LLP, Chartered Accountants and M/s. Dharmesh Parikh & Co., LLP, Chartered Accountants that they meet the criteria of independence, eligibility and qualification as prescribed under Section 141 of the Act. As required under the SEBI Listing Regulations, M/s. S R B C & Co., LLP, Chartered Accountants and M/s. Dharmesh Parikh & Co., LLP, Chartered Accountants have confirmed that they

hold a valid certificate issued by the Peer Review Board of ICAI.

The Board recommends passing of the Ordinary Resolutions as set out in Item no. 4 and Item No. 5 of this Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective 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. 4 and Item no. 5 of this Notice.

Item No. 6:

The provisions of Regulation 23 of the SEBI Listing Regulations, as applicable as on 31st March, 2022, mandated that approval of Members by means of an ordinary resolution should be obtained 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. 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 financial year 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. The transactions were in the ordinary course of business of the Company and on an arm's length basis.

The said related party transactions were approved by the Audit Committee of the Company.

Your Board of Directors considered the same and recommends passing of the Ordinary Resolution contained in Item No. 6 of the accompanying notice.

Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herewith:

i.	Name of the Related Party	Wilmar Trading Pte. Ltd.
ii.	Type of transaction	Purchase of goods, Sale of goods, Rendering of services and Receiving of 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 as on the date of entering into the contract.
iv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Wholly owned subsidiary of Wilmar International Limited, an indirect joint venture partner of the Company.
v.	Tenure of the transaction	During the financial year 2021-2022
vi.	Value of the transaction	₹8,974.03 Crore
vii.	Value of RPT as % Company's audited consolidated annual turnover of ₹37,090 Crore for the FY 2020-2021.	24.20%
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.	Wilmar group is one of the leading agri business groups of Asia and amongst the largest edible oil players of the world. It is also one of the largest producers and exporters of palm oil. The Company gets assured supply guarantee and best quality of oil from Wilmar Trading Pte. Ltd. Palm oil is a major sub segment of edible oil business of the Company. Hence an assurance of continuous and good quality supply is of immense importance to ensure availability of products of the Company in the market. These transactions are in the normal course of business of the Company and at an arms' length basis.
ix.	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
x.	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

The Members may please note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the Ordinary Resolution, as set out in Item no. 6 of this Notice.

None of the Directors, Key Managerial Personnel of the Company and their respective 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. 6 of this Notice.

Item No.7

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. A transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, 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.

The Company has obtained prior approval of the members by way of an Ordinary Resolution passed

through Postal Ballot (E-voting) on 17th May, 2022 for entering into transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) either individually or together with its subsidiaries, with Wilmar Trading Pte Ltd., being a related party of the Company which are likely to exceed the materiality threshold during financial year 2022-2023, in compliance with the SEBI Listing Regulations.

To facilitate un-interrupted business, prior approval of the Members is being sought to enable the Company to enter into transaction(s) (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) either individually or together with its subsidiaries with Wilmar Trading Pte Ltd., being a related party of the Company, during the financial year 2023-2024, which, considering the existing and projected trends, are likely to exceed the materiality threshold as per SEBI Listing Regulations. The Audit Committee has reviewed and approved the proposed material related party transactions to be entered into by the Company during the F.Y. 2023-2024.

All the related party transaction(s) as mentioned hereunder, proposed to be entered into by the Company during the F.Y. 2023-2024 would be in the ordinary course of business of the Company and on an arm's length basis.

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.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided herewith:

i.	Name of the Related Party	Wilmar Trading Pte. Ltd.
ii.	Type of transaction	Purchase of goods, Sale of goods, Rendering of services and Receiving of 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 as on the date of entering into the contract.
iv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Wholly owned subsidiary of Wilmar International Limited, parent entity of joint venture partner of the Company.
v.	Tenure of the proposed transaction	During the financial year 2023-2024
vi.	Value of the proposed transaction	Not to exceed 35% of the projected annual consolidated turnover of the Company for the F.Y. 2022-23.
vii.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	Not to exceed 35% of the projected annual consolidated turnover of the Company for the F.Y. 2022-23. The Company has already obtained prior approval of the Members for entering into related party transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) either individually or together with its subsidiaries with Wilmar Trading Pte Ltd. for the F.Y. 2022-23 not exceeding ₹13,000 Crore, which is approximately 24% of the Company's consolidated turnover as on 31 st March, 2022. The Company is obtaining prior approval of Members for material related party transactions with Wilmar Trading Pte. Ltd. for the F.Y. 2023-24 for operational convenience.
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.	Wilmar group is one of the leading agri business groups of Asia and amongst the largest edible oil players of the world. It is also one of the largest producers and exporters of palm oil. The Company gets assured supply guarantee and best quality of oil from Wilmar Trading Pte. Ltd. Palm oil is a major sub segment of edible oil business of the Company. Hence an assurance of continuous and good quality supply is of immense importance to ensure availability of products of the Company in the market. These transactions are in the normal course of business of the Company and at an arms' length basis.
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

The Members may please note that in terms of provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the Ordinary Resolution, as set out in Item no. 7 of this Notice.

None of the Directors, Key Managerial Personnel of the Company and their respective 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. 7 of this Notice.

Item No. 8

The Members at the extra-ordinary general meeting of the Company held on 5th May 2021, had passed a special resolution under Section 180 (1)(c) of the Act, to authorize the Board of Directors to borrow any sum or sums of money, either in Indian or foreign currency, from time to time at its discretion, from any one or more banks, financial institutions and other persons, firms, bodies corporate etc. up to an aggregate amount of ₹16,000 Crore (Rupees Sixteen Thousand Crore Only) in excess of and in addition to the aggregate of the paid up capital and free reserves (that is to say reserves not set apart for any specific purpose) as per the latest audited financial statements of the Company.

Section 180(1) (c) of the Act provides that the Board of Directors shall not borrow in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Members of the Company accorded by way of a special resolution.

During the last fiscal, there has been a substantial increase in the price of crude edible oil. Considering the projected scale of operations and inflationary pressure, the Company would be in need of additional limits / funds to effectively manage its business operations. Envisaging the future growth, expansions and fund requirements to effectively carry out the business activities of the Company, approval of the Members is being sought for enhancement in the limits sanctioned under Section 180(1)(c) of the Act, to ₹20,000 Crore (Rupees Twenty Thousand Crore Only) in excess of and in addition to the aggregate of the paid up capital and free reserves (that is to say reserves not set apart for any specific purpose) as per the latest audited financial statements of the Company.

The Board recommends passing of the Special Resolution as set out in Item no. 8 of this Notice, for approval by the by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective 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 Special Resolution, as set out in Item no. 8 of this Notice.

Item No. 9

Section 180(1)(a) of the Act stipulates that the consent of the Members by way of special resolution has to be obtained by the Board to create charge by way of mortgage and/or hypothecation on asset/s of the Company for the purpose of securing repayment of moneys borrowed by the Company.

Pursuant to the proposed revision in the borrowing limits of the Company, as set out in the resolution set out in Item no. 8 of this Notice, the Board considers it expedient to revise and align the limits for security creation on assets of the Company in line with the revised borrowing limits of the Company.

The Board recommends passing of the Special Resolution as set out in Item no. 9 of this Notice, for approval by the by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective 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.

Item No. 10

The Members at the extra-ordinary general meeting of the Company held on 5th May, 2021 have appointed Mr. Angshu Mallick (DIN: 02481358) as Managing Director and Chief Executive Officer (CEO) with effect from 1st April 2021 for a period of 3 years at an initial remuneration of ₹6.50 Crore (Rupees Six Crore Fifty Lacs only) per annum including salary, variable pay, annual increments, performance linked incentive, house rent allowance, medical allowance, meal allowance, leave travel allowance, other allowances, conveyance facilities, superannuation fund, gratuity fund, annuity fund including any unfunded retirement benefits, medical leave encashment, etc. as per the rules of the Company.

Mr. Angshu Mallick is responsible for the overall affairs of the Company. He has provided dedicated and meritorious services and significant contribution to the overall growth of the Company. The Company has achieved success in creating a brand image under his able leadership and direction. The Company is also rapidly transitioning from being an edible oil company to an integrated Food and FMCG Company and is looking at organic and inorganic growth by

acquiring brands and companies in the foods and edible oil sector. Mr. Mallick would be required to play a more dominant role in implementation of strategies adopted by the management towards attainment of the Company's vision. In view of this, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 3rd August 2022, has approved the revision in remuneration of Mr. Mallick as Managing Director and CEO with effect from 1st April, 2022 to the effect that his remuneration in any financial year during his tenure shall not exceed ₹10 Crore (Rupees Ten Crore only) per annum including salary, variable pay, annual increments, performance linked incentive, house rent allowance, medical allowance, meal allowance, leave travel allowance, other allowances, conveyance facilities, car perquisites, statutory bonus, superannuation fund, gratuity fund, annuity fund including any unfunded retirement benefits, leave encashment etc. as per the rules of the Company with a liberty to the Board or the Nomination and Remuneration Committee to revise the remuneration within the prescribed ceiling limits of Schedule V and other applicable provisions of the Act.

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Angshu Mallick will be entitled to receive the remuneration, perquisites and benefits as aforesaid, subject to the compliance with the applicable provisions of Schedule V of the Act and the provisions of Section 196, 197 and other applicable provisions, if any of the Act.

Mr. Angshu Mallick shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committees thereof. A brief profile of Mr. Angshu Mallick, name of companies in which he holds Directorships, shareholding in the Company, etc. is given in Appendix- 1 to this Notice pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the 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. 10 of this Notice, for approval by the Members of the Company.

Mr. Angshu Mallick is deemed to be interested in the said Resolution. None of the other Directors,

Key Managerial Personnel of the Company and their respective 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. 10 of this Notice.

Item No. 11

The Board of Directors has, on the recommendation of the Audit Committee, approved appointment of M/s. Dalwadi & Associates, Practicing Cost Accountants (Firm Regn. No. 000338) as Cost Auditors of the Company to conduct the audit of the cost records for the financial year 2022-23, at a fee of ₹0.08 Crore plus applicable taxes and reimbursement of out of pocket expenses, as remuneration for cost audit services.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended till date, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, 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 in Item No. 11 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2022-23.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 11 of this Notice, for approval by the Members of the Company.

None of the other Directors, Key Managerial Personnel of the Company and their respective 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. 11 of this Notice.

By order of the Board
For, Adani Wilmar Limited

Date: 3rd August, 2022
Place: Ahmedabad

Darshil Lakhia
Company Secretary

ANNEXURE TO THE 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 holds membership/ chairmanship as on 31.03.2022
Mr. Pranav V. Adani	44 years 09.08.1978 (10,000 equity shares as a nominee of Adani Commodities LLP)	Bachelor of Science in Business Administration from the Boston University, USA	<p>Mr. Pranav Adani has been active in the Adani group since 1999. He has been instrumental in initiating & building numerous new business opportunities across multiple sectors. He has spearheaded the Joint Venture with the Wilmar Group of Singapore and transformed it from a single refinery edible oil business into a pan India Food 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 in scaling up the businesses multi fold.</p> <p>Mr. Pranav Adani 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. Mr. Pranav Adani has been conferred with several awards, Globoil Man of the Year Award 2009 being one of them.</p>	<ul style="list-style-type: none"> Adani Enterprises Limited^^ Adani Total Gas Limited^^ Adani Wilmar Limited^^ Adani Agri Fresh Limited Adani Agri Logistics Limited Adani Bunkering Private Limited Adani Welspun Exploration Limited Mundra Synenergy Limited Adani Sportsline Private Limited Adani Infrastructure and Developers Private Limited Adani Properties Private Limited 	<ul style="list-style-type: none"> Adani Enterprises Limited^^ Stakeholders' Relationship Committee (Member) Corporate Social Responsibility Committee (Member) Legal, Regulatory & Tax Committee (Chairman) Reputation Risk Committee, Chairman (Chairman) Information Technology & Data Security Committee (Member) Adani Total Gas Limited^^ Risk Management Committee (Member) Corporate Social Responsibility Committee (Member) Stakeholders' Relationship Committee (Member) Merger & Amalgamation Committee (Member) Reputation Risk Committee (Chairman) Adani Wilmar Limited^^ Stakeholders' Relationship Committee (Chairman) Audit Committee (Member) Nomination & Remuneration Committee (Member) Risk Management Committee (Member)

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 holds membership/ chairmanship as on 31.03.2022
Mr. Angshu Mallick	61 years 01.02.1961 (2,468 shares)	Bachelor in Dairy Technology, PGDRM, IRMA	Mr. Angshu Mallick has been a part of Adani Wilmar since its inception in 1999 and has grown from Deputy General Manager to his current designation. He played an instrumental role in the rise of Fortune as India's No. 1 edible oil brand within just 20 months of its launch. His critical insights have ensured that Fortune has maintained its leadership position to date. Prior to joining Adani Wilmar, Mr Mallick was associated with National Dairy Development Board (NDDB) as head of Dhara operations. Before that, he worked with Gujarat Co-Operative Milk Marketing Federation (Amul), Anand, in sales, marketing, distribution & exports. Mr. Mallick has done his Bachelors in Dairy Technology from National Dairy Research Institute, Karnal, & Post Graduate Diploma in Rural Management from the Institute of Rural Management Anand (IRMA). He has been conferred with the "Globoil Man of the Year Award, 2021".	<ul style="list-style-type: none"> Adani Wilmar Limited^{^ ^} AWL Edible Oils and Foods Private Limited K.T.V. Health Food Private Limited KTV Edible Oils Private Limited All India Basmati Rice Exporters Federation The Indian Society of Advertisers Agriculture Skill Council of India 	<ul style="list-style-type: none"> Adani Agri Fresh Limited Corporate Social Responsibility Committee (Chairman) Adani Agri Logistics Limited Corporate Social Responsibility Committee (Chairman) Adani Bunkering Private Limited Corporate Social Responsibility Committee (Chairman) Adani Properties Private Limited Corporate Social Responsibility Committee (Chairman)

^{^ ^}Listed Company.

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 the above Directors, please refer to the Corporate Governance Report.

Abbreviations

AIB: American Institute Of Bakery	KPI: Key Performance Indicator
AI: Artificial Intelligence	MAM: Moderate Acute Malnutrition
ASRS: Automated Storage and Retrieval Systems	MAP: Mean Arterial Pressure
ATGS: Automated Tank Gauging System	MATLY: Moving Annual Total Last Year
ATMA: Agricultural Technology Management Agency	MBR: Membrane Bioreactor
B2B: Business To Business	MHCU: Mobile Health Care Unit
B2C: Business To Consumer	MIS: Management Information Systems
BSE: Bombay Stock Exchange	ML: Machine Learning
Bn: Billion	Mn: Million
CAGR: Compound Annual Growth Rate	MT: Metric Tonne
CBG: Compressed Biogas	MW: Megawatt
CII: Confederation of Indian Industry	NGO: Non-Government Organization
CIPET: Central Institute of Plastics Engineering & Technology	NMEO-OP: National Edible Oil Mission-Oil Palm
CPI: Consumer Price Index	NSE: National Stock Exchange of India Ltd
CRM: Customer Relationship Management	O&M: Operations & Maintenance
CSR: Corporate Social Responsibility	OEE: Overall Equipment Effectiveness
D2C: Direct To Consumer	PAE: Process Automation Efficiency
DBP: Diastolic Blood Pressure	PAT: Profit After Tax
DO: Deodorizing	PE: Polyethylene
EBIDTA: Earnings Before Interest, Depreciation, Taxes and Amortization	PIMS: Process Information Management System
EDI: Electrodeionization	PoSH: Prevention of Sexual Harassment
EPS: Earnings Per Share	POSHAN: Prime Minister's Overarching Scheme for Holistic Nutrition
ETA: Estimate Time of Arrival	PLC: Programmable Logic Controller
FDI: Foreign Direct Investment	PLI: Production-Linked Incentives
FFA: Free Fatty Acids	QCFI: Quality Circle Forum of India
FMCG: Fast-Moving Consumer Goods	QSR: Quick Service Restaurant
FMFO: First Manufactured First Out	RACE: Rural Activation and Coverage Expansion
FICCI: Federation of Indian Chambers of Commerce and Industry	RBO: Rice Bran Oil
FSSAI: Food Safety and Standards Authority of India	ROCP: Refined Oil in Consumer Packs
FSSC: Food Safety System Certification	S&OP: Sales and Operations Planning Tool
GMO: Genetically Modified Organisms	SAM: Severe Acute Malnutrition
GTM: Go-To-Market	SBP: Systolic Blood Pressure
GST: Goods and Service Tax	SCADA: Supervisory Control and Data Acquisition
GVA: Gross Value Added	SCM: Supply Chain Management
HDPE: High-Density Polyethylene	SDG: Sustainable Development Goal
HVDC: High-Voltage, Direct Current	SEP: Solvent Extraction Process
ICDS: Integrated Child Development Services	SHG: Self-Help Group
IG-Rated: Investment Grade-Rated	SOP: Standard Operating Procedure
IoT: Internet of Things	SUF: Submerge Ultrafiltration Membrane
IPO: Initial Public Offering	TPD: Tonnes Per Day
IPP: Independent Power Producer	UDID: Unique Disability ID
IYCF: Infant and Young Child Feeding	VAP: Value Added Products
JV: Joint Venture	VBCP: Varanasi Bio-Conversion Project
KFFT: Kutch Fodder Fruit & Forest Development Trust	WASH: Water Sanitization and Hygiene
	WMS: Warehouse Management System

