

# Notice

**NOTICE** is hereby given that the 27<sup>th</sup> Annual General Meeting (“AGM”) of AWL Agri Business Limited (Formerly known as Adani Wilmar Limited (“AWL” / “Company”) will be held on Thursday, June 26, 2025 at 11:00 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 – 380 009, Gujarat.

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025 together with the report of Auditors thereon.
3. To appoint a Director in place of Mr. Kuok Khoon Hong (DIN: 00021957), 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. Kuok Khoon Hong (DIN: 00021957) who has been on the Board of the Company since February 27, 1999 and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment as a Director of the Company.

Therefore, the shareholders are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Kuok Khoon Hong (DIN: 00021957), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded for continuation of directorship of Mr. Kuok Khoon Hong (DIN: 00021957) as a Non-Executive, Non-Independent Director of the Company who has attained the age of 76 years.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and

is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To appoint a Director in place of Mr. Ravindra Kumar Singh (DIN: 08253320), 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. Ravindra Kumar Singh (DIN: 08253320) who has been on the Board of the Company since November 1, 2023 and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment as a Director of the Company.

Therefore, the shareholders are requested to consider and, if thought fit, to pass with or without modification(s), 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. Ravindra Kumar Singh (DIN: 08253320), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation.”

## SPECIAL BUSINESSES:

5. To consider and if thought fit, approve the appointment of M/s. SPANJ & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company for a term of 5 (five) years and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Regulation 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded, to appoint M/s. SPANJ & Associates, a Peer Reviewed of the Company Secretaries in Practice (Firm registration no. PG2014GJ034800) as Secretarial Auditors of the Company to hold office for an audit period of 5 (five) consecutive years commencing from FY 2025-26 till FY 2029-30, at such remuneration and reimbursement of out of pocket expenses for the purpose of audit, as may be fixed by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary,

proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

6. To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during the FY 2026-27 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Wilmar Trading Pte. Ltd.**, a related party of the Company 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), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

**“RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.”

7. To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during the FY 2025-26 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **ADM International SARL.**, a related party of the Company 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), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.”

8. 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 March 31, 2026 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) be appointed as Cost Auditors by the Board of Directors, based on the recommendation of the Audit Committee, for the financial year 2025-26 be paid the remuneration amounting to ₹ 0.09 crore 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.”

Date : April 28, 2025  
Place : Ahmedabad

Regd. Office:  
“Fortune House”,  
Near Navrangpura Railway Corssing,  
Ahmedabad - 380009  
CIN: L15146GJ1999PLC035320

For and on behalf of the Board  
**AWL Agri Business Limited**  
(Formerly known as Adani Wilmar Limited)

**Darshil Lakhia**  
Company Secretary  
Membership No. ACS 20217

**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 April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 ("MCA Circulars") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India ("SEBI Circulars") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 27<sup>th</sup> 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.awl.in](http://www.awl.in).
2. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 022-23058542/43.
3. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special business 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 April 08, 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 Ministry of Corporate Affairs Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.awl.in](http://www.awl.in). 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](http://www.bseindia.com) and [www.nseindia.com](http://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.evoting.india.com](http://www.evoting.india.com).
7. The Register of Members and Share Transfer books of the Company will remain closed from Thursday, June 19 2025 to Thursday June 26, 2025 (both days inclusive).
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 the 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 SEBI Listing Regulations (as amended), and the MCA Circulars, 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, as the authorized e-Voting agency. The facility of casting votes by Members 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. Thursday, June 19, 2025, 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. Thursday, June 19, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
  - iv. The remote e-voting will commence on Sunday, June 22, 2025 at 9.00 a.m. and will end on Wednesday, June 25, 2025 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Thursday, June 19, 2025 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 casted 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. Thursday, June 19, 2025.
  - vii. The Company has appointed CS Chirag Shah (Membership No. FCS: 5545; CP No: 3498) or failing him CS Raimeen Maradiya, (Membership No: FCS 11283, CP No: 17554), partner of M/s Chirag Shah and Associates, Practising Company Secretaries to act as the Scrutinizer for remote e-voting as well as the e-voting 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 RTA email id [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com).
- b) For Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP).
- c) For Individual Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

#### **15. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E- VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:**

- (i) The voting period begins on Sunday, June 22, 2025 at 9.00 a.m. and ends on Wednesday, June 25, 2025 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. Thursday, June 19, 2025, may cast their votes 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 9<sup>th</sup> 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 the 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 December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are 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 <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL's 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If the user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No.,</li> </ol>

Type of shareholders	Login Method
	Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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 above mentioned 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: (022) 4886 7000 and (022) 24999 7000.

**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 holding shares in physical form:
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on Shareholders.
  - Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - 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 **AWL AGRI BUSINESS 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) 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](http://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](mailto: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](mailto: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](mailto: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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

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

1. The procedure for attending the 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.awl.in](http://www.awl.in) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com) within two days of the passing of the Resolutions at the 27<sup>th</sup> 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@awl.in](mailto:darshil.lakhia@awl.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. Only those shareholders, who are 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 during the AGM.
7. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
8. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

## Contact Details:

Company	<b>Mr. Darshil Lakhia</b> Company Secretary and Compliance Officer AWL Agri Business Limited (formerly known as Adani Wilmar Limited) <b>Regd. Office:</b> “Fortune House, Near Navrangpura Railway Crossing, Ahmedabad- 380 009. Gujarat, India <b>CIN:</b> L15146GJ1999PLC035320 <b>E-mail:</b> <a href="mailto:darshil.lakhia@awl.in">darshil.lakhia@awl.in</a>
Registrar and Transfer Agent	<b>M/s. MUFG Intime India Private Limited</b> (formerly known as Link Intime India Private Limited) C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai 400083. <b>Email:</b> <a href="mailto:rnt.helpdesk@mufgintime.co.in">rnt.helpdesk@mufgintime.co.in</a>
e-Voting Agency	<b>Central Depository Services (India) Limited</b> <b>E-mail:</b> <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> <b>Phone:</b> 022-23058542/43
Scrutinizer	<b>CS Chirag Shah or failing him CS Raimeen Maradiya</b> Practising Company Secretary <b>E-mail:</b> <a href="mailto:pcschirag@gmail.com">pcschirag@gmail.com</a>

## ANNEXURE TO NOTICE

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and / or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

#### For Item No. 3:

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Kuok Khoon Hong (DIN: 00021957) is liable to retire by rotation at the conclusion of the 27th Annual General Meeting and, being eligible, has offered himself for re-appointment.

In terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint or continue the directorship of a non-executive director who has attained the age of seventy-five (75) years, unless a special resolution is passed by the shareholders to that effect. The shareholders of the Company had earlier already approved the continuation of Mr. Kuok Khoon Hong as a Non-Executive Director, liable to retire by rotation, by passing a special resolution at the 25th Annual General Meeting held on July 20, 2023, for the duration of his current term.

As Mr. Kuok Khoon Hong, who has attained the age of seventy six (76) years, is now retiring by rotation and has expressed his willingness to be re-appointed, the Board of Directors has, subject to the approval of the shareholders, approved his re-appointment and continuation as a Non-Executive Director, liable to retire by rotation.

The disclosures, as required under the SEBI Listing Regulations and ICSI's Secretarial Standard 2 on General Meetings, are provided as Annexure to the Notice of AGM.

Except Mr. Kuok Khoon Hong, to whom the resolution relates, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.3.

The Board recommends the resolution set forth in Item no. 3 for approval of the Members.

#### For Item No. 5:

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), effective from April 1, 2025, the Company is required to appoint Secretarial Auditors for a term of 5 (five) consecutive years with the approval of the shareholders in the Annual General Meeting.

In view of the above, the Board of Directors at its meeting held on April 28 2025, has recommended the appointment of M/s. SPANJ & Associates, a Peer Reviewed of the Company Secretaries in Practice (Unique ID No: P2014GJ034800 and Peer Review Certificate No 6467/2025) as Secretarial Auditors of the

Company to hold office for an audit period of 5 (five) consecutive years commencing from FY 2025-26 till FY 2029-30.

M/s SPANJ & Associates is a reputed firm of Practicing Company Secretaries with over three decades of distinguished experience in corporate and allied legal domains. The firm provides a wide gamut of services to a vast network of clients in the matters relating to Corporate Laws including Company Law. It also plays a pro-active role in continuous support services to leading business houses having establishments across the country, Government Corporations and Joint Ventures, MNCs and leading Banks. The focus areas of services of the firm includes advisory services on Companies Act and rules framed thereunder, listing compliances, SEBI Act and Rules, restructuring, revival and rehabilitation, appearance before National Company Law Tribunal (NCLT), Ministry of Corporate Affairs (MCA Offices), SEBI, SAT, Due diligence etc. The firm also provides advisory and support services to leading law firms, Corporate Advisory services firms and SEBI Registered Merchant Bankers.

M/s. SPANJ & Associates are eligible to be appointed as Secretarial Auditors of the Company and are not disqualified in terms of SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

#### Terms of appointment:

M/s. SPANJ & Associates is proposed to be appointed as Secretarial Auditors of the Company to hold office for an audit period of 5 (five) consecutive years commencing from FY 2025-26 till FY 2029-30.

The proposed fees payable to M/s. SPANJ & Associates is ₹ 1.50 lakhs (excluding fees for certification, taxes and reimbursement of out-of-pocket expenses) for the purpose of secretarial audit for the FY 2025-26. The fee for secretarial audit of subsequent financial years would be as negotiated by the Board from time to time.

The Board of Directors recommends the said resolution, as set out in item no. 5 of this Notice for your approval.

None of the Directors or key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise in the said resolution.

#### For Item No. 6:

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 April 01, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions and subsequent material

modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Effective from April 01, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Further, the definition of Related Party Transaction as per Regulation 2(1) (zc) of the SEBI Listing Regulations includes the transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand.

The Company proposes to enter into a related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s),

are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. The said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee of the Company (comprising of majority of the Independent Directors) has, on the basis of relevant details provided by the management as required by the law, at its meeting held on April 28, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on an arms' length basis and in the ordinary course of business of the Company and are in accordance with Related Party Transactions Policy of the Company.

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

**Particulars of material related party transaction between AWL Agri Business Limited (Formerly known as Adani Wilmar Limited) and Wilmar Trading Pte Ltd**

SN	Particulars	Details
1	Name of the related party	Wilmar Trading Pte Ltd.
2	Type of transactions	Purchase of Goods which include edible oil and industrial essential products like crude palm oil, crude palm kernel oil, refined oxidized and lightened oil (ROL), crude glycerine, fatty acid, etc. Sale of goods which include de-oiled cakes like rapeseed, castor and mustard. Receiving of services which include royalty, payment of commission and various management support services, rendering of services which include commission income and reimbursement of expenses towards technical testing and other services.
3	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing market price and commercial terms as on the date of entering into the contract(s)
4	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Wilmar Trading Pte Ltd. is a wholly owned subsidiary of Wilmar International Limited, the parent entity of joint venture partner of the Company.
5	Tenure of the Proposed transaction	During the financial year 2026-27
6	Value of the proposed transaction (not to exceed)	Not to exceed 35% of the annual consolidated turnover of the Company for the financial year 2025-26.
7	Value of RPT as % of Company's audited consolidated annual turnover of ₹ 63, 672 crore for the financial year 2025-26	Not to exceed 35% of the annual consolidated turnover of the Company for the financial year 2025-26. The members have already approved similar material RPTs for the FY 2025-26 for an amount not exceeding 35% of the Company's consolidated turnover for the FY 2024-25. The actual transactions of the Company and its subsidiaries with Wilmar Trading Pte Ltd. in the FY 2024-25 were ₹ 8,141.79 crore which is 12.78% of Company's audited consolidated annual turnover for the financial year 2024-25.
8	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable

SN	Particulars	Details
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
9	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 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. Pricing and terms are determined in line with the prevailing market conditions to ensure fairness and compliance with applicable regulations.
10	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
11	Any other information relevant or important for the members to take a decision on the proposed transaction	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing of the Ordinary Resolution as set out in item no. 6 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, nor any representative of Wilmar International Limited 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 resolution, as set out in item no. 6 of this Notice.

#### For Item No. 7:

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 ADM International SARL, being a related party of the Company, during the financial year 2025-26, which considering the existing and projected trends, are likely to exceed the materiality threshold as per the SEBI Listing Regulations. The Audit Committee (comprising of majority of Independent Directors) of the Company at its meeting held on April 28, 2025, has reviewed and approved the proposed material related party transactions to be entered into by the Company during the F.Y. 2025-26.

All the related party transaction(s) as mentioned hereunder, proposed to be entered into by the Company during F.Y. 2025-26 would be in the ordinary course of business of the Company and on arm's length basis.

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

**Particulars of material related party transaction between AWL Agri Business Limited (Formerly known as Adani Wilmar Limited) and ADM International SARL**

SN	Particulars	Details
1	Name of the related party	ADM International SARL
2	Type of transaction	Purchase of goods which include crude degummed soya bean oil, sunflower oil, etc.. Sale of goods include soyabean and sunflower oil etc. and receiving and rendering of services.
3	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing market price and commercial terms as on the date of entering into the contract(s)
4	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	The Archer – Daniels – Midland Company (ADM) is one of the shareholder of Wilmar International Limited, parent entity of joint venture partner of the Company. ADM International SARL is a subsidiary of ADM group.
5	Tenure of the Proposed transaction	During the financial year 2025-26
6	Value of the proposed transaction (not to exceed)	Not to exceed ₹ 1,100 crores.
7	Value of RPT as % of Company's audited consolidated annual turnover of ₹ 63, 672 crore for the financial year 2024-25	0.25%  The actual transactions of the Company and its subsidiaries with ADM International SARL during the FY 2024-25 were ₹ 159 Crore which is 0.25% of Company's audited consolidated annual turnover for the financial year 2024-25.
8	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
	v) details of the source of funds in connection with the proposed transaction;	Not Applicable
	vi) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	Not Applicable
	vii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	viii) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
9	Justification as to why the RPT is in the interest of the Company	<p>The Archer – Daniels – Midland Company (ADM) is one of the largest global food processing and commodities trading corporations, Headquartered in Chicago, Illinois. ADM operates in various sectors including food ingredients, animal nutrition, bio fuels and agricultural products. The Company processes and sells agricultural commodities such as grains, oilseeds, cocoa and other agricultural products.</p> <p>ADM group is one of the shareholder of Wilmar International Limited, parent entity of the joint venturer partner of the Company. ADM International SARL, Switzerland is a subsidiary of ADM group. The Company purchases crude soyabean oil, crude sunflower oil and various other agro products like grains and pulses from ADM International SARL. The Company gets assured supply guarantee and best quality of oil and other agro products from ADM International SARL. Sunflower oil and Soyabean oil are a major sub segments 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.</p>

SN	Particulars	Details
10	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
11	Any other information relevant or important for the members to take a decision on the proposed transaction	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing of the Ordinary Resolution as set out in item no. 7 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, nor any representative of Wilmar International Limited and ADM group 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 resolution, as set out in item no. 7 of this Notice.

#### For Item No. 8:

The Board of Directors has on the recommendation of the Audit Committee, approved the 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 2025-26, at a fee of

₹ 0.09 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. 8 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2025-26.

The Board recommends passing of the Ordinary Resolution as set out in item no. 8 of this Notice, for approval by the 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. 8 of this Notice.

Date : April 28, 2025  
Place : Ahmedabad

For and on behalf of the Board  
**AWL Agri Business Limited**  
(Formerly known as Adani Wilmar Limited)

Regd. Office:  
"Fortune House",  
Near Navrangpura Railway Corssing,  
Ahmedabad - 380009  
CIN: L15146GJ1999PLC035320

**Darshil Lakhia**  
Company Secretary  
Membership No. ACS 20217

## Annexure to Item Nos. 3 and 4 of the Notice

**Details of Directors seeking re-appointment at the 27<sup>th</sup> Annual General Meeting**  
**[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]**

<b>Name of the Director</b>	Mr. Kuok Khoon Hong
<b>Director Identification Number</b>	00021957
<b>Designation / category of the Director</b>	Vice- Chairman, Non-Executive, Non- Independent Director
<b>Date of Birth, Age</b>	April 30, 1949 (76 years)
<b>Nationality</b>	Singapore
<b>Qualifications</b>	Bachelor of Business Administration from the then University of Singapore
<b>Brief Profile and expertise in specific functional area</b>	Mr. Kuok Khoon Hong is the Chairman and CEO of Wilmar Group, one of Asia's leading agri business group. He has extensive experience in the agribusiness industry and has been involved in the grains, edible oils and oilseeds businesses since 1973. With his deep experience in the sector, he has been guiding AWL with his strategic vision. It was his vision to set up a port based refinery in Mundra (India), AWL's first project. He has been instrumental in building AWL to become a leading Food FMCG company in India today.
<b>Date of first appointment on the Board</b>	February 27, 1999
<b>Terms and conditions of re- appointment</b>	In terms of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Kuok Khoon Hong, who retires by rotation, be and is hereby proposed to be re-appointed as a Director of the Company, liable to retire by rotation.
<b>Remuneration last drawn</b>	He is a Non-Executive Director and is not drawing any remuneration from the Company.
<b>Details of remuneration sought to be paid</b>	Not Applicable
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	Nil
<b>Number of Board Meetings attended during the FY 24-25</b>	The details of his attendance are given in the Corporate Governance Report which forms a part of this Annual Report.
<b>List of directorships held in other companies (includes directorships in public and private companies but excluding foreign companies)</b>	1) Shree Renuka Sugars Limited
<b>Chairman/ Member in the Committees of the Boards of other companies in which he is Director (excluding foreign companies).</b>	Mr. Kuok Khoon Hong does not occupy any position in any of the audit committee and stakeholders' relationship committee.
<b>Listed entities from which the Director has resigned from directorship in the past three (3) years</b>	Nil
<b>Relationships between Directors inter-se</b>	None
<b>Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018- 19 and the National Stock Exchange of India Limited with ref no. NSE/ CML/2018/24, dated June 20, 2018.</b>	Mr. Kuok Khoon Hong (DIN: 00021957) is not debarred from holding the office of Director pursuant to any order passed by SEBI or other authority.

<b>Name of the Director</b>	Mr. Ravindra Kumar Singh
<b>Director Identification Number</b>	08253320
<b>Designation/ category of the Director</b>	Whole- Time Director, Executive
<b>Date of Birth, Age</b>	March 1, 1967 (58 years)
<b>Nationality</b>	Indian
<b>Qualifications</b>	Bachelor's Degree in Chemical Technology (Oil Technology) from HBTI, Kanpur University
<b>Brief Profile and expertise in specific functional area</b>	Mr. Ravindra Kumar Singh is a Whole- Time Director and Head – Technical and Operations of the Company. He has overall experience of 33 years in the field of food business. At AWL, he owns the responsibility of operations, Projects, quality assurance and food safety. He is also responsible for EHS and sustainability initiatives. Mr. Singh has been instrumental in taking the organisation from single unit in Mundra to 23 locations. He also guides subsidiary and JV operations.
<b>Date of first appointment on the Board</b>	November 1, 2023
<b>Terms and conditions of re- appointment</b>	Mr. Ravindra Kumar Singh was appointed as a Whole Time Director of the Company for a period of 3 years w.e.f. November 1, 2023 liable to retire by rotation. In terms of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ravindra Kumar Singh, who retires by rotation, be and is hereby proposed to be re-appointed as a Whole Time Director of the Company, liable to retire by rotation.
<b>Remuneration last drawn</b>	₹ 2.49 crore (Rupees Two Crores Forty Nine Lacs only) per annum including salary, other allowances, perquisites and variable pay.
<b>Details of remuneration sought to be paid</b>	Not exceeding ₹ 4.50 crore (Rupees Four Crore Fifty Lacs only) per annum including salary, other allowances, perquisites and variable pay as per resolution passed by the shareholders of the Company by way of postal ballot dated January 27, 2024.
<b>Shareholding in the Company including shareholding as a beneficial owner</b>	2,340 equity shares
<b>Number of Board Meetings attended during the FY 2025</b>	The details of his attendance are given in the Corporate Governance Report which forms a part of this Annual Report.
<b>List of directorships held in other companies (includes directorships in public and private companies but excluding foreign companies)</b>	1) Omkar Chemical Industries Private Limited 2) AWN Agro Private Limited
<b>Chairman/ Member in the Committees of the Boards of other companies in which he is Director (excluding foreign companies).</b>	Mr. Ravindra Kumar Singh does not occupy any position in any of the audit committee and stakeholders' relationship committee.
<b>Listed entities from which the Director has resigned from directorship in the past three (3) years</b>	Nil
<b>Relationships between Directors inter-se</b>	None
<b>Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018- 19 and the National Stock Exchange of India Limited with ref no. NSE/ CML/2018/24, dated June 20, 2018.</b>	Mr. Ravindra Kumar Singh (DIN: 08253320) is not debarred from holding the office of Director pursuant to any order passed by SEBI or other authority.

## NOTES

[illegible]