

ADANI WILMAR LIMITED

Registered office: "Fortune House", Near Navrangpura Railway Crossing,
Ahmedabad – 380 009, Gujarat (India).

Phone No.: +91-79-26455650 **Fax No.:** +91-79-26455621

CIN: L15146GJ1999PLC035320 **Website:** www.adaniwilmar.com

Email: investor.relations@adaniwilmar.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013, (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given to the Members ("**the Members or the Shareholders**") that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 9/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out at Sr. No. 1 and Sr. No. 2 below are proposed to be passed as an Ordinary Resolution by the Members of **Adani Wilmar Limited** (the "**Company**") by means of Postal Ballot, only by way of remote e-voting ("**e-voting**") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1), 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice ("**Notice**") are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and Section 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors by circular resolution passed on 15th December, 2023, has appointed Mr. Chirag Shah, (Membership No. FCS: 5545; CP No.: 3498) or failing him Mr. Raimen Maradiya (Membership No. FCS 11283, CP No.: 17554), Partners of M/s. Chirag Shah and Associates, Practising Company

Secretaries as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Saturday, 27th January, 2024, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as "**NSDL**" or "**Service Provider**") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. Link Intime India Private Limited, Registrar and Share Transfer Agent ("**RTA**") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://www.adaniwilmar.com>, on the website of NSDL at www.evoting.nsdl.com and the same shall also be displayed at the Registered Office of the Company while simultaneously being communicated to National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Saturday, 27th January, 2024.

SPECIAL BUSINESS:-

1. Appointment of Mr. Ravindra Kumar Singh (DIN: 08253320) as a Director of the Company.

To consider, and, if thought fit, approve the appointment of Mr. Ravindra Kumar Singh (DIN: 08253320) as a Director of the Company w.e.f. 1st November, 2023 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 ("**the Act**") (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, as amended from time to time, Mr. Ravindra Kumar Singh (DIN: 08253320) who was appointed as an Additional Director of the Company, by the Board of Directors of the Company ("**the Board**") based on the recommendation of the Nomination and Remuneration Committee with effect from 1st November, 2023 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for

the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, w.e.f. 1st November, 2023.”

“RESOLVED FURTHER THAT the Board (including its Committee thereof) and/or Company Secretary of the Company, be and is hereby authorised to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution.”

2. Appointment of Mr. Ravindra Kumar Singh (DIN: 08253320) as a Whole Time Director (Executive, Non - Independent) of the Company.

To consider, and, if thought fit, approve the appointment of Mr. Ravindra Kumar Singh (DIN: 08253320) as a Whole Time Director (Executive, Non - Independent) of the Company, liable to retire by rotation, for a term of 3 (Three) consecutive years w.e.f. 1st November, 2023 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, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable provisions of the SEBI Listing Regulations, the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the appointment of Mr. Ravindra Kumar Singh (DIN-08253320) as a Whole Time Director of the Company, liable to retire by rotation, for a period of 3 (Three) consecutive years w.e.f. 1st November, 2023 upon the terms and conditions as set out in the explanatory statement attached hereto and forming a 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 as 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. Ravindra Kumar Singh.”

“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. Ravindra Kumar Singh 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. Ravindra Kumar Singh within such prescribed limits or ceiling as agreed by and between the Board and Mr. Ravindra Kumar Singh without any further reference to the Company in the General Meeting.”

“RESOLVED FURTHER THAT the Board (including its Committee thereof) and/or Company Secretary of the Company, be and is hereby authorised to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution.”

**By order of the Board
For, Adani Wilmar Limited**

**Sd/-
Darshil Lakhia
Company Secretary
M. No: ACS 20217**

Registered Office:

“Fortune House”
Near Navrangpura Railway Crossing,
Ahmedabad – 380009
Gujarat, India
CIN – L15146GJ1999PLC035320
E-mail: investor.relations@adaniwilmar.in
Website : www.adaniwilmar.com

Place: Ahmedabad

Date: 15th December, 2023

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act read with the rules framed thereunder concerning the special business in respect of item nos. 1 and 2 as set out above is annexed hereto and forms part of this Notice.

2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (**the “NSDL”**) and Central Depository Services (India) Limited (**the “CDSL”**) as on Friday, 22nd December, 2023 (**the “Cut-Off Date”**) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. Link Intime India Private Limited (**the “RTA”**), in accordance with the provisions of the Act read with the Rules framed thereunder and the framework provided under the MCA Circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a Member as on the Cut-

Off Date or who becomes a Member of the Company after the Cut-Off Date should treat this Notice for information purposes only.

3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.

4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.

5. It is clarified that for permanent registration of e-mail address, the Members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.

6. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on Friday, 22nd December, 2023 being the Cut-off date for the purpose. The Shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, can cast their vote electronically.

7. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the Member. The voting rights of the Members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

8. A Member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to pcschirag@gmail.com with a copy marked to evoting@nsdl.co.in.

9. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

10. Postal Ballot (e-voting) commences on **Friday, 29th December, 2023 (9.00 a.m. IST) and ends on Saturday, 27th January, 2024 (5.00 p.m. IST)**. At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.

11. The proposed resolutions, if approved, by the requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Saturday, 27th January,

2024. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.

12. This Notice shall also be available on the website of the Company at www.adaniwilmar.com, websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") at www.nseindia.com and www.bseindia.com respectively, and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

13. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investor.relations@adaniwilmar.in.

General information and instructions relating to e-voting:-

- (i) The voting period begins on **Friday, 29th December, 2023 (9.00 a.m. IST)** and ends on **Saturday, 27th January, 2024 (5.00 p.m. IST)**. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) viz. Friday, 22nd December, 2023 may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. 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 E-mail ID in their demat accounts in order to access e-voting facility.
- (iii) 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.
- (iv) 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.
- (v) Process and manner for members opting for voting through electronic means:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2.If you are 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p>

	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1.Users who have opted for CDSL 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>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 e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is 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.</p> <p>3.If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 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 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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 website.

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

Login type	Helpdesk details
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 022 - 4886 7000 and 022 - 2499 7000
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 contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5.Password details for shareholders other than Individual shareholders are given below:

a)If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b)If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6.If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a)Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b)**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c)If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d)Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7.After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8.Now, you will have to click on "Login" button.

9.After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of the Company viz. 127417.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcschirag@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor.relations@adaniwilmar.in .

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.relations@adaniwilmar.in . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 Email: investor.relations@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. Email: rnt.helpdesk@linkintime.co.in
E-Voting Agency:	National Securities Depository Limited Email: evoting@nsdl.co.in Phone: +91-22-22723333/8588
Scrutinizer:	CS Chirag Shah Practising Company Secretary Email: pcschirag@gmail.com

ADANI WILMAR LIMITED

Registered office: "Fortune House", Near Navrangpura Railway Crossing,
Ahmedabad – 380 009, Gujarat (India).

Phone No.: +91-79-26455650 **Fax No.:** +91-79-26455621

CIN: L15146GJ1999PLC035320 **Website:** www.adaniwilmar.com

Email: investor.relations@adaniwilmar.in

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

In terms of the provisions of Section 102 of the Companies Act, 2013 ("**the Act**"), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the following statement sets out the material facts relating to Item no. 1 and Item no. 2 of this Notice:

Item No. 1 - Appointment of Mr. Ravindra Kumar Singh (DIN: 08253320) as a Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 1st November, 2023 has appointed Mr. Ravindra Kumar Singh (DIN: 08253320) as an Additional Director (Non-Executive, Non-Independent) of the Company to hold office till conclusion of the next General Meeting of the Company or up to the period of 3 months from the date of appointment, whichever is earlier pursuant to the provisions of Section 161 of the Act, rules made thereunder, applicable SEBI Listing Resolutions and any other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for time being in force. As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Ravindra Kumar Singh as a Director of the Company.

As per Regulation 17(1C) of the SEBI Listing Regulations effective from 1st January, 2022, the approval of shareholders is required to be taken for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, in terms of the amended Regulation 17(1D) of the SEBI Listing Regulations, effective from 1 April, 2024, the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

Brief resume and other details of Mr. Ravindra Kumar Singh are provided in annexure to this Notice pursuant to the provisions of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Ravindra Kumar Singh holds a Bachelor's degree in Chemical Technology (Oil Technology) from HBTI Kanpur. He has more than 33 years of experience in the oil and food business. He has been associated with the Company since July 2003 in various roles and is currently the Technical Head. Prior to joining Adani Wilmar Limited, he

was associated with National Dairy Development Board and worked on various projects & operations.

The Board is of the view that the association of Mr. Ravindra Kumar Singh and the rich experience and the vast knowledge he brings with him would benefit the Company. Mr. Ravindra Kumar Singh shall not be entitled to sitting fees for attending the meetings of the Board and its committees or any other form of compensation, except as mentioned in Item No. 2 of this Notice. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 1 of this Notice, for approval by the Members of the Company.

Mr. Ravindra Kumar Singh 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. 1 of this Notice.

Item No. 2 – Appointment of Mr. Ravindra Kumar Singh (DIN: 08253320) as a Whole Time Director (Executive, Non - Independent) of the Company.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Ravindra Kumar Singh (DIN – 08253320) as a Whole Time Director (Executive, Non- Independent) of the Company for a period of 3 (Three) consecutive years w.e.f. 1st November, 2023, liable to retire by rotation, subject to the approval of the shareholders.

Mr. Ravindra Kumar Singh holds a Bachelor's degree in Chemical Technology (Oil Technology) from HBTI Kanpur. He has more than 33 years of experience in the oil and food business. He has been associated with the Company since July 2003 in various roles and is currently the Technical Head. Prior to joining Adani Wilmar Limited, he was associated with National Dairy Development Board and worked on various projects & operations.

In consideration of performance of his duties to the Company, he shall be entitled to remuneration which shall not exceed Rs. 4.50 Crores (Rupees Four Crores Fifty Lacs only) per annum (including Salary, House Rent allowance, Medical allowance, Meal allowance, Leave Travel allowance, other allowances, conveyance facilities, perquisites, bonus, performance incentive, contribution to Provident Fund, Superannuation Fund, Gratuity Fund, Annuity Fund including any unfunded retirement benefits as per rules of the Company, medical leave encashment etc.) with a liberty to the Board or the Nomination and Remuneration Committee to revise the remuneration provided that the remuneration does not exceeds the limits of Schedule V and other applicable provisions of the Act. The performance incentive (included in the abovementioned remuneration) payable to him shall be as per the defined parameters which shall be assessed and recommended by the Nomination and Remuneration Committee to the Board of Directors for its approval.

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Ravindra Kumar Singh 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. Ravindra Kumar Singh shall not be paid any sitting fees for attending the meeting of the Board or Committees thereof.

Mr. Ravindra Kumar Singh satisfies all the conditions set out in Part I of Schedule V to the Act and the conditions set out under Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Whole Time Director.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the appointment of Mr. Ravindra Kumar Singh as a Whole Time Director (Executive, Non- Independent) will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience.

This explanatory statement may be considered as the requisite abstract under Section 190 of the Act, setting out the terms, conditions and limits of remuneration for managerial personnel and may also be regarded as a disclosure under Secretarial Standard on General Meetings (SS-2) of Institute of Company Secretaries of India (ICSI).

A brief profile of Mr. Ravindra Kumar Singh, 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 the 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 is of the opinion that considering Mr. Ravindra Kumar Singh's in-depth knowledge, extensive technical expertise and long association with the Company, his induction on the Board of Directors will be in the interest of the Company.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 2 of this Notice, for approval by the Members of the Company.

Mr. Ravindra Kumar Singh 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. 2 of this Notice.

**By order of the Board
For, Adani Wilmar Limited**

**Sd/-
Darshil Lakhia
Company Secretary
M. No: ACS 20217**

Registered Office:

"Fortune House"

Near Navrangpura Railway Crossing,

Ahmedabad – 380009

Gujarat, India

CIN – L15146GJ1999PLC035320

E-mail: investor.relations@adaniwilmar.in

Website : www.adaniwilmar.com

Place: Ahmedabad

Date: 15th December, 2023

ADANI WILMAR LIMITED

Registered office: "Fortune House", Near Navrangpura Railway Crossing,
Ahmedabad – 380 009, Gujarat (India).

Phone No.: +91-79-26455650 **Fax No.:** +91-79-26455621

CIN: L15146GJ1999PLC035320 **Website:** www.adaniwilmar.com

Email: investor.relations@adaniwilmar.in

ANNEXURE TO NOTICE

Details of Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings.

Name of Director	Mr. Ravindra Kumar Singh
Age, Date of birth	56 years, 1 st March, 1967.
No. of shares held	2,340 equity shares
Qualification	Bachelor's degree in Chemical Technology (Oil Technology) from HBTI Kanpur
Brief profile and nature of expertise in specific functional areas	Mr. Ravindra Kumar Singh holds a Bachelor's degree in Chemical Technology (Oil Technology) from HBTI Kanpur. He has more than 33 years of experience in the oil and food business. He has been associated with the Company since July 2003 in various roles and is currently the Technical Head. Prior to joining Adani Wilmar Limited, he was associated with National Dairy Development Board and worked on various projects & operations.
Date of first appointment on the Board	1 st November, 2023
Terms and conditions of appointment	Please refer to the Resolutions and Explanatory Statement for Item No. 1 & 2.
Remuneration last drawn (per annum)	Rs. 3.15 Crores [^] (Rupees Three Crores Fifteen Lacs only) per annum
Relationship with other Directors, Manager and None other Key Managerial Personnel of the Company	None
Other Directorship (Includes directorship in public, private and foreign companies and insurance corporations)	Nil
Chairmanship/ Membership of the Committees of other Companies in which position of Director is held	Nil
Resignations, if any, from listed entities (in India) in past three years	None

[^]This also includes a one time special incentive on account of initial public offer (IPO) of the Company.