

## NOTICE

**NOTICE** is hereby given that the 25<sup>th</sup> Annual General Meeting (AGM) of shareholders of Adani Wilmar Limited ("the Company") will be held on Thursday, 20<sup>th</sup> July, 2023 at 12.00 Noon (IST) through Video Conferencing/ Other Audio Visual Means to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Fortune House, Near Navrangpura Railway Crossing, Ahmedabad 380009.

### Ordinary Business:

1. To receive, consider and adopt the
  - a. audited standalone financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2023 together with the reports of the Board of Directors (the "Board") and Auditors thereon; and
  - b. audited consolidated financial statements of the Company for the financial year ended on 31<sup>st</sup> March, 2023 together with the report of Auditors thereon;
2. 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, who has been a Director (Non-Executive) since 27<sup>th</sup> February, 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.

Therefore, the Members are requested to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

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

3. To appoint a Director in place of Dr. Malay Mahadevia (DIN: 00064110), 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. Dr. Malay Mahadevia, who has been a Director (Non-Executive) since 17<sup>th</sup> June, 2019 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.

Therefore, the Members are requested to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Malay Mahadevia (DIN: 00064110) be and is hereby re-appointed as a Director, liable to retire by rotation."

### Special Business:

4. To consider and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during the financial year 2024-2025 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("Act"), read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the Members of the Company do hereby accord approval to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and/or continuing with existing contracts / arrangements/ transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise), with Wilmar Trading Pte Ltd., being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise during the financial year 2024-2025, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that

the aggregate value of all these transaction(s), whether undertaken directly or along with its subsidiaries, may exceed ₹1,000 Crores or 10% of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower, or such other materiality threshold, as may be prescribed from time to time, provided however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution."

5. To consider, and if thought fit, approve continuation of the term of office of Mr. Kuok Khoon Hong as Director (Non -Executive and Non – Independent, DIN 00021957) of the Company beyond the age of 75 years in his current tenure and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any) and the applicable rule(s)/ regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members be and is hereby accorded for the continuation of directorship of Mr. Kuok Khoon Hong (DIN 00021957) as a Director (Non – Executive and Non -Independent) of the Company from the day he attains the age of 75 years viz. 30<sup>th</sup> April 2024 till the expiry of his current term."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution."

6. To consider and if thought fit, approve re-appointment of Mr. Angshu Mallick (DIN: 02481358) as Managing Director & Chief

Executive Officer (CEO) of the Company and to pass, with or without modification(s) the following resolution, as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the requisite approvals, if any required, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Angshu Mallick (DIN: 02481358) as Managing Director and Chief Executive Officer (CEO) of the Company with effect from 1<sup>st</sup> April, 2024 till 31<sup>st</sup> March, 2027, liable to retire by rotation, on the terms and conditions as set out in the explanatory statement attached hereto and forming part of this notice with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Act including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board and Mr. Angshu Mallick."

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

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

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

7. 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 31<sup>st</sup> March, 2024 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 148 and all other applicable provisions if any, of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Dalwadi & Associates, Practicing Cost Accountants (Firm Regn. No. 000338) appointed as Cost Auditors by the Board of Directors, based on the recommendation of the Audit Committee, for the financial year 2023-24 be paid the remuneration amounting to ₹0.09 Crores plus taxes and

reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit."

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

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

**Darshil Lakhia**

Company Secretary  
Membership No: A20217

Date: 3<sup>rd</sup> May, 2023  
Place: Ahmedabad

## NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 and Circular No. 21/2021 dated December 14, 2021, 02/2022 dated 5<sup>th</sup> May 2022 and 10/2022 dated December 28, 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13<sup>th</sup> May, 2022 and SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedure and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 25<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.adaniwilmar.com](http://www.adaniwilmar.com).
2. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 022-23058542/43.
3. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 ("the Act") and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is annexed hereto.
4. Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In line with the aforesaid Ministry of Corporate Affairs Circulars, the AGM Notice calling the AGM has been uploaded on the website of the Company at [www.adaniwilmar.com](http://www.adaniwilmar.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](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.evotingindia.com](http://www.evotingindia.com).
7. The Register of members and share transfer books of the Company will remain closed from Thursday, 13<sup>th</sup> July, 2023 to Thursday, 20<sup>th</sup> July, 2023 (both days inclusive) for the purpose of AGM.
8. Members seeking any information with regard to the accounts are requested to write to the Company at least 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 Members holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to Company's R&T Agent for nomination form by quoting their folio number.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice will be available for inspection in electronic mode.
12. The Members can join the AGM through the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
13. Process and manner for Members opting for voting through Electronic means:
  - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 14<sup>th</sup> December, 2021 and 5<sup>th</sup> May 2022, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered

into an agreement with Central Depository Services (India) Limited (CDSL), as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a Member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.

- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Thursday, 13<sup>th</sup> July, 2023, 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, 13<sup>th</sup> July, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Monday, 17<sup>th</sup> July, 2023 at 9.00 a.m. and will end on Wednesday, 19<sup>th</sup> July, 2023 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Thursday, 13<sup>th</sup> July, 2023 may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- v. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Thursday, 13<sup>th</sup> July, 2023.
- vii. The Company has appointed CS Chirag Shah, Practising Company Secretary (Membership No. FCS: 5545; CP No: 3498), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.



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

- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-

attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to darshil.lakhia@adaniwilmar.in .

- b) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

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

- (i) The voting period begins on Monday, 17<sup>th</sup> July, 2023 at 9.00 a.m. and ends on Wednesday, 19<sup>th</sup> July, 2023 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, 13<sup>th</sup> July, 2023, 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 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 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access the e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.

Type of shareholders	Login Method
	3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a>
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <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 & voting during the meeting.
	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>
	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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	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 CDSL	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 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(i) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.

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

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

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

(ii) After entering these details appropriately, click on "SUBMIT" tab.

(iii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN of the Company – ADANI WILMAR LIMITED on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.

**(xiii) 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 22 55 33.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
  3. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
  4. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
  5. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
17. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.adaniwilmar.com](http://www.adaniwilmar.com) 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 25<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 the AGM mentioning their name, demat account number / folio number, email id, mobile number at [darshil.lakhia@adaniwilmar.in](mailto:darshil.lakhia@adaniwilmar.in) and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
6. 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:**

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

## ANNEXURE TO THE NOTICE

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

#### Item No. 4

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 1<sup>st</sup> April, 2022, mandates prior approval of the Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ₹1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company has obtained prior approval of the members by way of an Ordinary Resolution passed at the 24<sup>th</sup> Annual General Meeting (AGM) held on 30<sup>th</sup> August, 2022, for entering into transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) either individually or together with its subsidiaries, with Wilmar Trading Pte Ltd., being a related party of the

Company which are likely to exceed the materiality threshold during the financial year 2023-2024, in compliance with the SEBI Listing Regulations.

To facilitate un-interrupted business, prior approval of the Members is being sought to enable the Company to enter into transaction(s) (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) either individually or together with its subsidiaries with Wilmar Trading Pte Ltd., being a related party of the Company, during the financial year 2024-2025, which, considering the existing and projected trends, are likely to exceed the materiality threshold as per the SEBI Listing Regulations. The Audit Committee has reviewed and approved the proposed material related party transactions to be entered into by the Company during the FY 2024-2025.

All the related party transaction(s) as mentioned hereunder, proposed to be entered into by the Company during the FY 2024-2025 would be in the ordinary course of business of the Company and on an arm's length basis.

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

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

i.	Name of the Related Party	Wilmar Trading Pte. Ltd.
ii.	Type of transaction	Purchase of goods, Sale of goods, Rendering of services and Receiving of services.
iii.	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing market price and commercial terms as on the date of entering into the contract.
iv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Wholly owned subsidiary of Wilmar International Limited, parent entity of joint venture partner of the Company.
v.	Tenure of the proposed transaction	During the financial year 2024-2025
vi.	Value of the proposed transaction	Not to exceed 35% of the annual consolidated turnover of the Company for the FY 2023-24.

vii.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	Not to exceed 35% of the annual consolidated turnover of the Company for the FY 2023-24. The Company has already obtained prior approval of the Members for entering into related party transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) either individually or together with its subsidiaries with Wilmar Trading Pte Ltd. for the FY 2023-24 not exceeding 35% of the Company's consolidated turnover as on 31 <sup>st</sup> March, 2023. The Company is obtaining prior approval of the Members for material related party transactions to be entered into, either individually or together with its subsidiaries with Wilmar Trading Pte. Ltd. for the FY 2024-25 for operational convenience.
viii.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) Details of financial indebtedness Incurred	Not Applicable
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Not Applicable
ix.	Justification as to why the RPT is in the interest of the Company.	Wilmar group is one of the leading agri business groups of Asia and amongst the largest edible oil players of the world. It is also one of the largest producers and exporters of palm oil. The Company gets assured supply guarantee and best quality of oil from Wilmar Trading Pte. Ltd. Palm oil is a major sub segment of edible oil business of the Company. Hence an assurance of continuous and good quality supply is of immense importance to ensure availability of products of the Company in the market. These transactions are in the normal course of business of the Company and at an arms' length basis.
x.	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xi.	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

The Members may please note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the Ordinary Resolution, as set out in Item no. 4 of this Notice.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the

Company, if any, in the proposed Ordinary Resolution, as set out in Item no. 4 of this Notice.

### Item No. 5

Mr. Kuok Khoo Hong, aged 74 years, is the Non – Executive Director of the Company, liable to retire by rotation. He has been designated as Vice-Chairman of the Company. Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing



Regulations”), provides that no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect by the members.

Mr. Kuok Khoon Hong, will be attaining the age of 75 years on 30<sup>th</sup> April, 2024. He is the Chairman and CEO of Wilmar International Limited, Asia's leading agribusiness group and amongst the largest edible oil players of the world. He has been associated with the Company since its inception. The Board is of the opinion that, under his astute leadership, the Company has been able to achieve and maintain its leadership position in the edible oil and foods category. The Company has been taking long strides towards becoming a leading integrated Food-FMCG Company and his continuation as a Director will be instrumental in the transition of the Company from a leading edible oil player to an integrated Food-FMCG Company.

A brief profile of Mr. Kuok Khoon Hong, name of companies in which he holds directorships, shareholding in the Company, etc. is given in Appendix-1 to this Notice pursuant to the provisions of SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India.

The Nomination and Remuneration Committee and the Board have recommended the continuation of Mr. Kuok Khoon Hong as a Director of the Company, liable to retire by rotation, beyond the age of 75 years in his current tenure.

The Board recommends passing of the Special Resolution as set out in Item no. 5 of this Notice, for approval by the Members of the Company.

Mr. Kuok Khoon Hong 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 Special Resolution, as set out in Item no. 5 of this Notice.

## Item No. 6

Mr. Angshu Mallick has been the Managing Director and Chief Executive Officer (CEO) of the Company since 1<sup>st</sup> April 2021. At the extra-ordinary general meeting of the Company held on 5<sup>th</sup> May, 2021, the Members of the Company had approved the appointment and terms of remuneration of Mr. Angshu Mallick as the Managing Director and CEO of the Company for a period of 3 years from 1<sup>st</sup> April, 2021 upto 31<sup>st</sup> March, 2024, including, inter-alia, salary of ₹6.50 Crore per annum (Rupees Six Crore Fifty Lacs

only) (all inclusive), with an authority to the Board to revise his salary. Further, the shareholders of the Company at the 24<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> August, 2022 had approved the revision in his remuneration as Managing Director and CEO to the effect that the total remuneration payable to him w.e.f. 1<sup>st</sup> April, 2022, in any financial year, shall not exceed ₹10 Crore (Rupees Ten Crore only) (all inclusive) per annum.

Mr. Angshu Mallick is responsible for the overall affairs of the Company. He has provided dedicated and meritorious services and has made significant contribution to the overall growth of the Company. The Company has achieved success in creating a brand image under his able leadership and direction. The Company is also rapidly transitioning from being an edible oil company to an integrated Food and FMCG company and is looking at organic and inorganic growth by acquiring brands and companies in the foods and edible oil sector. Mr. Mallick would be required to play a more dominant role in implementation of the strategies adopted by the management towards attainment of the Company's vision.

In view of this, the Board, on the recommendation of the Nomination and Remuneration Committee, has unanimously approved and seeks consent of the Members for the re-appointment of Mr. Angshu Mallick as Managing Director and CEO for a further period of 3 years w.e.f. 1<sup>st</sup> April, 2024 till 31<sup>st</sup> March, 2027 at such remuneration which shall not exceed ₹10 Crore (Rupees Ten Crore only) per annum including salary, variable pay, performance linked incentive, house rent allowance, medical allowance, meal allowance, leave travel allowance, other allowances, conveyance facilities, car perquisites, statutory bonus, superannuation fund, gratuity fund, annuity fund including any unfunded retirement benefits, leave encashment etc. as per the rules of the Company with a liberty to the Board or the Nomination and Remuneration Committee to revise the remuneration within the prescribed ceiling limits of Schedule V and other applicable provisions of the Act.

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

Mr. Angshu Mallick shall not be paid any sitting fees for attending the meeting of the Board or Committees thereof.

Mr. Angshu Mallick 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 Director.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Angshu Mallick as Managing Director & CEO 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 Companies Act, 2013, setting out the terms, conditions and limits of remuneration for re-appointment of Mr. Angshu Mallick as Managing Director & CEO of the Company.

A brief profile of Mr. Angshu Mallick, name of companies in which he holds Directorships, shareholding in the Company, etc. is given in Appendix- 1 to this Notice pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Special Resolution as set out in Item no. 6 of this Notice, for approval by the Members of the Company.

Mr. Angshu Mallick is deemed to be interested in the said Resolution. None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in Item no. 6 of this Notice.

#### Item No. 7

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 2023-24, 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. 7 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2023-24.

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, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in Item no. 7 of this Notice.

By order of the Board  
For, Adani Wilmar Limited

Date: 3<sup>rd</sup> May, 2023  
Place: Ahmedabad

**Darshil Lakhia**  
Company Secretary

## ANNEXURE TO NOTICE

### Details of Directors seeking Appointment / Re-appointment

Name of Director	Age, Date of Birth (No. of Shares held)	Qualifications	Brief Profile, Nature of expertise in specific functional areas	Name of the companies in which he holds Directorship as on 31.03.2023 along with the name of listed entities from which he has resigned in the past three years	Name of the Committees in which he holds Membership/ Chairmanship as on 31.03.2023
Mr. Kuok Khoon Hong	74 years, 30.04.1949, Nil shares Date of first appointment: 27.02.1999	Bachelor of Business Administration	Mr. Kuok Khoon Hong is the Vice Chairman (Non-Executive) of Adani Wilmar Limited ("AWL") and was appointed to the AWL Board on 27 February 1999. He has extensive experience in the agribusiness industry and has been involved in the grains, edible oils and oilseeds businesses since 1973. He is the co-founder of Wilmar International Limited ("Wilmar"), a leading agribusiness company listed on the Singapore Stock Exchange. He was appointed to the Wilmar Board and as its Chairman on 24 March 2006 and 14 July 2006, respectively.	<ul style="list-style-type: none"> <li>Adani Wilmar Limited^^</li> <li>Shree Renuka Sugars Limited^^</li> </ul> <p>He has not resigned as a Director from any listed entity in the past three years.</p>	<ul style="list-style-type: none"> <li>Nomination and Remuneration Committee (Member)</li> <li>Stakeholders' Relationship Committee (Member)</li> <li>Risk Management Committee (Chairman)</li> <li>Management Committee (Member)</li> </ul>

Name of Director	Age, Date of Birth (No. of Shares held)	Qualifications	Brief Profile, Nature of expertise in specific functional areas	Name of the companies in which he holds Directorship as on 31.03.2023 along with the name of listed entities from which he has resigned in the past three years	Name of the Committees in which he holds Membership/ Chairmanship as on 31.03.2023
Dr. Malay Mahadevia	60 years, 03.05.1963, Nil shares Date of first appointment: 17.06.2019	B.D.S. & M.D.S. from Nair Hospital Dental College, Ph.D in Marine Ecology	Dr. Malay Mahadevia holds a bachelor's and master's degree in dental surgery from University of Bombay.  He completed his Doctor of Philosophy in coastal ecology around Mundra area, Kutch District, from the Gujarat University in 2008. He joined Adani group in 1992 and worked on developing Mundra port from conceptualization to commissioning. He is a member of many professional bodies including Centre for Engineering & Technology (CEPT), Federation of Indian Chambers of Commerce and Industry (FICCI), The Associated Chambers of Commerce and Industry of India (ASSOCHAM), Board of Advisors for Maritime studies in Gujarat University, Confederation of Indian Industry (CII) and Gujarat Chamber of Commerce & Industry (GCCII).	<ul style="list-style-type: none"> <li>Adani Ports and Special Economic Zone Limited<sup>^ ^</sup></li> <li>Adani Wilmar Limited<sup>^ ^</sup></li> <li>Adani Airport Holdings Limited</li> <li>Adani Infrastructure Private Limited</li> <li>Adani Health Ventures Limited</li> <li>Adani Total Private Limited</li> <li>GSPC LNG Limited</li> <li>Mahadevia Dental Hospital Private Limited</li> <li>North Star Diagnostics Private Limited</li> <li>North Star Entities Private Limited</li> <li>North Star Medical Aid Foundation (Section 8 Company)</li> <li>Adani Skill Development Centre (Section 8 Company)</li> <li>Adani Institute for Education and Research (Section 8 Company)</li> <li>Karnavati Museum of Leadership Foundation (Section 8 Company)</li> <li>North Star B2B Marketing LLP</li> <li>North Star Corpoon LLP</li> <li>North Star Learning &amp; Development LLP</li> </ul> <p>He has not resigned as a Director from any listed entity in the past three years.</p>	<ul style="list-style-type: none"> <li>Adani Wilmar Limited<sup>^ ^</sup></li> <li>Corporate Social Responsibility Committee (Member)</li> <li>Adani Ports and Special Economic Zone Limited<sup>^ ^</sup></li> <li>Corporate Social Responsibility Committee (Member)</li> <li>Risk Management Committee (Member)</li> </ul>

Name of Director	Age, Date of Birth (No. of Shares held)	Qualifications	Brief Profile, Nature of expertise in specific functional areas	Name of the companies in which he holds Directorship as on 31.03.2023 along with the name of listed entities from which he has resigned in the past three years	Name of the Committees in which he holds Membership/ Chairmanship as on 31.03.2023
Mr. Angshu Mallick	62 years 01.02.1961 2,468 shares Date of first appointment: 01.04.2021	Bachelor in Dairy Technology, PGDRM, IRMA	<p>Mr. Angshu Mallick is the Chief Executive Officer &amp; Managing Director of the Company and spearheads all the operations of the organisation. Mr Mallick has been a part of Adani Wilmar since its inception in 1999 and has grown from Deputy General Manager to his current designation. He played an instrumental role in the rise of "Fortune" as India's No. 1 edible oil brand within just 20 months of its launch. His critical insights have ensured that "Fortune" has maintained its leadership position to date. Prior to joining the Company, Mr. Mallick was associated with National Dairy Development Board (NDDB) as head of Dhara operations. Before that, he worked with Gujarat Co-Operative Milk Marketing Federation (Amul), Anand, in sales, marketing, distribution &amp; exports. Mr. Mallick has done his Bachelors in Dairy Technology from National Dairy Research Institute, Karnal, &amp; Post Graduate Diploma in Rural Management from the Institute of Rural Management Anand (IRMA). He has been conferred with the "Globoil Man of the Year Award, 2021".</p>	<ul style="list-style-type: none"> <li>Adani Wilmar Limited<sup>^ ^</sup></li> <li>AWL Edible Oils and Foods Private Limited</li> <li>K.T.V. Health Food Private Limited</li> <li>KTV Edible Oils Private Limited</li> <li>All India Basmati Rice Exporters Federation (Section 8 Company)</li> <li>The Indian Society of Advertisers (Section 8 Company)</li> <li>Agriculture Skill Council of India (Section 8 Company)</li> </ul> <p>He has not resigned as a Director from any listed entity in the past three years.</p>	<ul style="list-style-type: none"> <li>Adani Wilmar Limited<sup>^ ^</sup></li> <li>Audit Committee (Member)</li> <li>Risk Management Committee (Member)</li> <li>Stakeholders' Relationship Committee (Member)</li> <li>Corporate Social Responsibility Committee (Member)</li> </ul>

<sup>^ ^</sup> Listed Company.

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other Directors and Key Managerial Personnel in respect of the above Directors, please refer to the Corporate Governance Report













For a healthy growing nation