

# Integrated Governance

## ADANI WILMAR LIMITED

### General information about company

Scrip code	543458	
NSE Symbol	AWL	
MSEI Symbol	NA	
ISIN	INE699H01024	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	31-12-2024	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	Not applicable for the reporting quarter (Q3FY25).
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	Not applicable for the quarter under review.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true	
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	coma01136	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory						true																
Whether the listed entity has a Regular Chairperson																						
Whether Chairperson is related to MD or CEO						false	Disqualification of Directors under section 164 of the Companies Act, 2013															
Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	
1	Mr	DORAB ERACH MISTRY	Non-Executive - Independent Director	Chairperson		false				Active	NA		10-06-2021	10-06-2021		42.2	1	1	1	0		
2	Mr	KUOK KHOON HONG	Non-Executive - Non Independent Director	Not Applicable		false				Active	Yes	20-07-2023	27-02-1999				2	0	1	0		
3	Mr	ANGSHU MALLICK	Executive Director	Not Applicable		false				Active	NA		01-04-2021				1	0	2	0		
4	Mr	MADHU RAMACHANDRA RAO	Non-Executive - Independent Director	Not Applicable		false				Active	NA		10-06-2021	10-06-2021		42.2	2	2	9	2		
5	Mrs	DIPALI HEMANT SHETH	Non-Executive - Independent Director	Not Applicable		false				Active	NA		10-06-2021	10-06-2021		42.2	4	4	4	0		
6	Mr	ANUP PRAVIN SHAH	Non-Executive - Independent Director	Not Applicable		false				Active	NA		20-07-2021	20-07-2021		41.11	2	2	6	3		
7	Mr	RAVINDRA KUMAR SINGH	Executive Director	Not Applicable		false				Active	NA		01-11-2023				1	0	0	0		
8	Mr	PRANAV VINOD ADANI	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		17-06-2019		30-12-2024		3	0	3	1	Other	
9	Mr	MALAY RAMESH MAHADEVIA	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		17-06-2019		30-12-2024		1	0	0	0	Other	

**Text Block**

Textual Information(1)	Mr. Kuok Khoon Hong is a foreign national, hence he does not hold a PAN.
Textual Information(2)	Mr. Pranav V. Adani ceased to be a Director of the Company we.f. 30-12-2024.
Textual Information(3)	Mr. Malay Mahadevia ceased to be a Director of the Company w.e.f. 30-12-2024.

**Annexure I**

**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory	
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Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	ANUP PRAVIN SHAH	Non-Executive - Independent Director	Chairperson	30-07-2021		
2	DORAB ERACH MISTRY	Non-Executive - Independent Director	Member	30-07-2021		
3	DIPALI HEMANT SHETH	Non-Executive - Independent Director	Member	30-07-2021		
4	ANGSHU MALLICK	Executive Director	Member	30-07-2021		
5	PRANAV VINOD ADANI	Non-Executive - Non Independent Director	Member	30-07-2021	30-12-2024	Textual Information(1)

**Text Block**

Textual Information(1)	Mr. Pranav Vinod Adani ceases to be Non Executive Non Independent Director of the Company w.e.f. 30-12-2024. Consequently he also ceases to be a member of Audit Committee.
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### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	DIPALI HEMANT SHETH	Non-Executive - Independent Director	Chairperson	30-07-2021		
2	KUOK KHOON HONG	Non-Executive - Non Independent Director	Member	30-07-2021		
3	PRANAV VINOD ADANI	Non-Executive - Non Independent Director	Member	30-07-2021	30-12-2024	Textual Information(1)
4	DORAB ERACH MISTRY	Non-Executive - Independent Director	Member	30-07-2021		Textual Information(2)
5	MADHU RAMACHANDRA RAO	Non-Executive - Independent Director	Member	30-07-2021		
6	ANUP PRAVIN SHAH	Non-Executive - Independent Director	Member	30-07-2021		

### Text Block

Textual Information(1)	Mr. Pranav Vinod Adani ceases to be Non Executive Non Independent Director of the Company w.e.f. 30-12-2024. Consequently he also ceases to be a member of Nomination and Remuneration Committee.
Textual Information(2)	Mr. Pranav V. Adani ceased to be a Director of the Company w.e.f. 30-12-2024. Consequently he also ceased to be a member of Nomination and Remuneration Committee of the Company w.e.f. 30-12-2024.



### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	PRANAV VINOD ADANI	Non-Executive - Non Independent Director	Chairperson	30-07-2021	30-12-2024	Textual Information(1)
2	ANGSHU MALLICK	Executive Director	Member	30-07-2021		
3	ANUP PRAVIN SHAH	Non-Executive - Independent Director	Member	30-07-2021		
4	KUOK KHOON HONG	Non-Executive - Non Independent Director	Member	30-07-2021		
5	KUOK KHOON HONG	Non-Executive - Non Independent Director	Chairperson	30-12-2024		Textual Information(2)

### Text Block

Textual Information(1)	Mr. Pranav Vinod Adani ceases to be Non Executive Non Independent Director of the Company w.e.f. 30-12-2024. Consequently he also ceases to be a Chairman of Stakeholders' Relationship Committee.
Textual Information(2)	Consequent to the cessation of Mr. Pranav V. Adani as Director of the Company w.e.f. 30-12-2024, he ceases to be Chairman of Stakeholders' Relationship Committee. Mr. Kuok Khoon Hong has been appointed as Chairman of Stakeholders' Relationship Committee w.e.f 30-12-2024.

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	KUOK KHOON HONG	Non-Executive - Non Independent Director	Chairperson	30-07-2021		
2	PRANAV VINOD ADANI	Non-Executive - Non Independent Director	Member	30-07-2021	30-12-2024	Textual Information(1)
3	DORAB ERACH MISTRY	Non-Executive - Independent Director	Member	30-07-2021		
4	ANGSHU MALLICK	Executive Director	Member	30-07-2021		

**Text Block**

Textual Information(1)	Mr. Pranav Vinod Adani ceases to be Non Executive Non Independent Director of the Company w.e.f. 30-12-2024. Consequently he also ceases to be a member of Risk Management Committee.
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Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	DIPALI HEMANT SHETH	Non-Executive - Independent Director	Chairperson	30-07-2021		
2	MALAY RAMESH MAHADEVIA	Non-Executive - Non Independent Director	Member	30-07-2021	30-12-2024	Textual Information(1)
3	ANGSHU MALLICK	Executive Director	Member	30-07-2021		
4	MADHU RAMACHANDRA RAO	Non-Executive - Independent Director	Member	30-07-2021		

### Text Block

Textual Information(1)	Malay Ramesh Mahadevia resigned as Non Executive Non Independent Director w.e.f 30-12-2024. Consequently he also ceases to be a Member of CSR Committee.
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## Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true
Sr	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	ANGSHU MALLICK	Management Committee	Executive Director	Chairperson	
2	KUOK KHOON HONG	Management Committee	Non-Executive - Non Independent Director	Member	
3	PRANAV VINOD ADANI	Management Committee	Non-Executive - Non Independent Director	Member	
4	MALAY RAMESH MAHADEVIA	Management Committee	Non-Executive - Non Independent Director	Member	
5	DIPALI HEMANT SHETH	Environmental, Social and Governance Committee	Non-Executive - Independent Director	Chairperson	
6	DORAB ERACH MISTRY	Environmental, Social and Governance Committee	Non-Executive - Independent Director	Member	
7	MADHU RAMACHANDRA RAO	Environmental, Social and Governance Committee	Non-Executive - Independent Director	Member	
8	ANUP PRAVIN SHAH	Environmental, Social and Governance Committee	Non-Executive - Independent Director	Member	
9	ANGSHU MALLICK	Environmental, Social and Governance Committee	Executive Director	Member	
10	RAVINDRA KUMAR SINGH	Environmental, Social and Governance Committee	Executive Director	Member	

## Annexure I

### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	29-07-2024			true	9	8	4
2	01-08-2024	2		true	9	8	4
3	24-10-2024	83		true	9	9	4
4	29-10-2024	4		true	9	9	4
5	30-12-2024	61		true	9	9	4



## Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	29-07-2024				true	6	6	4	0
2	Audit Committee	01-08-2024	2			true	6	6	4	0
3	Audit Committee	24-10-2024	83			true	6	6	4	0
4	Nomination and remuneration committee	29-07-2024				true	6	6	4	0
5	Nomination and remuneration committee	24-10-2024	86			true	6	5	4	0
6	Nomination and remuneration committee	30-12-2024	66			true	6	6	4	0
7	Risk Management Committee	29-07-2024				true	4	4	1	0
8	Other Committee	24-10-2024	86	Environmental, social and governance committee		true	6	6	4	0

## Annexure I

### V. Affirmations

Sr	Subject	Compliance status
		(Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

### Annexure I

Sr	Subject	Compliance status
1	Name of signatory	DARSHIL LAKHIA
2	Designation	Company Secretary and Compliance Officer

**Details of Cyber security incidence**

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

**Signatory Details**

Name of signatory	DARSHIL LAKHIA
Designation of person	Company Secretary and Compliance Officer
Place	AHMEDABAD
Date	13-02-2025

### Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:**

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Commissioner of Customs, Kandla	15-06-2006	The Commissioner of Customs, Kandla, Gujarat have challenged the favourable order passed by the Customs, Excise and Service Tax Appellate Tribunal (CESTAT) in the matter of classification of imported raw material involving demand of custom duty of Rs. 37.64 Crores (including penalty of Rs. 20.32 Crores) and filed an appeal before the Hon'ble Supreme Court.	The matter is currently pending for hearing at Hon'ble Supreme Court. There is no change in the status from the last disclosure.