SPANJ

& ASSOCIATES

Company Secretaries

Peer Reviewed Firm

ANNUAL SECRETARIAL COMPLIANCE REPORT OF AWL AGRI BUSINESS LIMITED (Formerly known as ADANI WILMAR LIMITED) FOR THE YEAR ENDED 31ST MARCH, 2026

I, Nirali Patel, Partner of SPANJ & ASSOCIATES, Company Secretaries in Practice having office at TF/1, Anison Complex,, 3rd Floor, State Bank of India Lane, Swastik Soc., Nr. Stadium Circle, C. G. Road, Navrangpura, Ahmedabad-380 009 have examined:

(a) all the documents and records made available to us and explanation provided by **AWL AGRI BUSINESS LIMITED** (Formerly known as ADANI WILMAR LIMITED) **[CIN: L15146GJ1999PLC035320]** having its Registered Office at Fortune House, Near Navrangpura Railway Crossing, Ahmedabad - 380009, Gujarat, India("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the year ended **31st March, 2026** ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder whichever were applicable to the company during the year, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(No events during the year)**;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(No events during the year)**;

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(No events during the year)**;

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AWL AGRI BUSINESS LIMITED
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(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
(i) other regulations as applicable

and circulars/ guidelines issued thereunder; However, it has been observed that there were no events requiring compliance under the regulations covered under para (b), (d) & (f) mentioned hereinabove.

We hereby report that, during the Review Period:

(a) the listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulation/ circulars/ Guidelines including specific clause	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of violation	Fine Amount (RS.)	Observations/ remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1.	XBRL submission of Annual Secretarial Compliance Report under Regulation 24A	Regulation 24A	Delay in XBRL submission of Annual Secretarial Compliance Report for FY 24-25	BSE and NSE	Fine	Penalty has been levied under Regulation 24A of SEBI Listing Regulations for delayed XBRL submission of Annual Secretarial Compliance Report for FY 24-25	Rs. 8,000/- + Rs. 1,440/- (GST)= Rs. 9,440/- each imposed by BSE & NSE Total Rs. 18,880/-	The XBRL submission was done on June 5, 2025 instead of May 31, 2025 due to technical issues	Company regrets this unintentional delay and would like to emphasize that the delayed XBRL submission was purely inadvertent and not deliberate in nature	The Company has deposited the fine amount with both the exchanges

(b) The listed entity has taken the following actions to comply with the observations made in previous reports : **Not Applicable**

Sr. No.	Observations/remarks of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year	Compliance Requirement (Regulations/ circulars/ guidelines including	Details of violation / deviations and actions taken / penalty	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by listed entity

		ended ..... (the years are to be mentioned)	specific clause)	imposed, if any, on the listed entity		

(c) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	-
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & updated as per the regulations/ circulars/guidelines issued by SEBI.	Yes Yes	-
3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes Yes Yes	- - -
4.	**Disqualification of Director:** None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes Yes	The listed entity does not have any material subsidiary

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6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations.	Yes	-
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes (except RPT with two entities) In case of two parties transactions were ratified by Audit Committee as per details in last column	(a) Refer explanation hererunder. (b)The listed entity had obtained prior approval for all transactions entered into with its related parties, except for transactions with two entities—Erca Wilmar Cosmetic Ingredients Malaysia Sdn. Bhd. and Repi Soap and Detergent PLC. These transactions were undertaken due to business exigencies and operational urgency and were conducted

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			the ordinary course of business and on an arm's length basis. The transactions were subsequently ratified by the Audit Committee at its meeting held on 27 April 2026.
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed thereunder.	Yes	-
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** ~~No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder~~ (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column	As mentioned in table above	As mentioned in Table (a) above
12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No such cases

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13.	**Additional Non-compliances, if any:** No additional non-compliance observed for any of the SEBI regulation/ circular/guidance note etc. except as reported above.	NA	No such cases

We confirm that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2)(za) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Assumptions & Limitation of scope and Review:

a. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

b. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

c. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

d. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 23rd May, 2026
Place : Ahmedabad

SPANJ & ASSOCIATES ★ COMPANY SECRETARIES ★

Sign: Nirali

Nirali Patel, PARTNER
SPANJ & ASSOCIATES
Company Secretaries
FCS No.: F9092
COP No.: 10644
P R Certificate No. : 6467/2025
UDIN : F009092H000451875

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