



**ADANI WILMAR LIMITED
POLICY ON BOARD DIVERSITY**

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POLICY ON BOARD DIVERISTY

1. Preface or Introduction

This Policy on Board Diversity (**the "Policy"**) for the Board of Directors (**the "Board"**) of Adani Wilmar Limited (**the "Company"**) has been formulated by the Nomination and Remuneration Committee ("NRC") in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") to assure that the Board is fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors, with diverse backgrounds.

2. Purpose

The Policy is framed to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of various members of the Board in such a way that it collectively benefits the business and the Company as a whole. The basic essence of the Policy is to provide a framework for leveraging on the diverse knowledge and expertise of the Board which can offer its valuable guidance to the Management consistent with the Company's business perspective.

3. Law and Applicability



As per Regulation 19 (4) read with Part D of the Schedule II of the SEBI Listing Regulations, the NRC of the Company has to devise Policy on Board Diversity.

This Policy applies to Board. It does not apply to employees generally.

4. Policy Statement

The Company aims to enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making. In order to ensure that the Company's boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy, the Company shall consider a number of factors, including but not limited to gender, educational background and professional experience.

The Policy shall conform to the following two principles for achieving diversity on the Board:

-  Decisions pertaining to recruitment and remuneration of the Directors will be based on their performance and competence; and
-  For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

In order to ensure a balanced composition of executive, non-executive and Independent Directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination, and based on the following factors:

i. Composition of the Board:

The Board should have an optimum number of executive and non-executive Directors and not less than 50% of the Board should consist of the Independent Directors as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

ii. Gender:

The Company shall not discriminate on the basis of gender in the matter of appointment of Directors on the Board. The Company encourages the appointment of women at senior executive levels to enable a balanced representation on the Board. As per the provisions of the Companies Act, 2013 and SEBI Listing regulations, the Company shall at all times have at least one-woman Director on the Board.

iii. Educational background and Professional experience:

The Board should have a mix of members with different educational qualifications, knowledge and with adequate experience in finance, accounting, economics, legal and regulatory matters, corporate governance, environment, technology, logistics, transportation, operations of the Company's businesses and other disciplines related to the Company's businesses.



Explanation – A “transaction” with a Related Party shall be construed to include single or a group of transactions in a contract.

5. Role of the Nomination and Remuneration Committee

The NRC, inter alia, is responsible for reviewing and assessing the composition of the Board as well as for identifying and recommending appropriately qualified candidature(s), to hold Directorship in the Company, to the Board of Directors where and if need be.

6. Review of the Policy

The NRC shall review the policy from time to time, to ensure the effectiveness of the Policy. The Committee shall discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

7. Disclosure of the Policy

The Company shall disclose this Policy on its website i.e. www.adaniwilmar.com. The necessary disclosure, if any, about the policy will also be made as per the requirements of SEBI Listing Regulations and other applicable laws.
