



ADANI WILMAR LIMITED

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

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

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

Email: investor.relations@adaniwilmar.in

NOTICE OF POSTAL BALLOT

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

Dear Members,

Notice is hereby given to the Members ("the Members or the Shareholders") that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 in relation to extension of the framework provided in the aforementioned circulars up to 30th June 2022, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out at Sr. No. 1 below is proposed to be passed as an Ordinary Resolution and the resolution set out at Sr. No. 2 below is proposed to be passed as a Special Resolution by the Members of Adani Wilmar Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder, MCA Circulars and Circular dated 22nd November, 2021 issued by Securities and Exchange Board of India ("SEBI") setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice ("Notice") are annexed hereto.

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

The Board of Directors of the Company has appointed Mr. Chirag Shah, (Membership No. FCS: 5545; CP No.: 3498) or failing him Mr. Raimeen Maradiya (Membership No. FCS 11283, CP No.: 17554), Partner of M/s. Chirag Shah and Associates, Practising Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.



Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Tuesday, May 17, 2022, failing which it will be considered that no reply has been received from the Member.

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

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

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Tuesday, May 17, 2022.

SPECIAL BUSINESS:-

1. To approve Material Related Party Transaction(s) to be entered into during the financial year 2022-2023.

To consider and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("the 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 2022-2023, 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 severally 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."

2. To approve and ratify Article Nos. 102, 115 and 156 of the Articles of Association of the Company.

To consider and if thought fit, to pass the following Resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provision(s), if any, of the Companies Act, 2013 ("the Act") (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) read with the rules framed made thereunder, as amended till date, the Securities and Exchange Board of India ("SEBI") letter dated October 14, 2021 on Draft Red Herring Prospectus in relation to the Initial Public Offer (IPO) of the Company and in accordance with the Second Amendment and Termination Agreement dated July 30, 2021 to the Shareholders' Agreement entered into between Adani Commodities LLP, Adani Enterprises Limited and Lence Pte. Ltd. ("the Promoters") and the Company, the consent of Members of the Company be and is hereby accorded for approving and ratifying the following special rights available to the Promoters of the Company as stated in the Articles of Association of the Company:

(i) Articles No. 102 – Board of Directors

Subject to applicable laws, the Company shall have a Board consisting of a minimum of 8 (eight) Directors and a maximum of 12 (twelve) Directors, excluding the Alternate Directors. The maximum number of Directors may be increased through a special resolution of the Shareholders. Subject to Indian Law, the number of Directors to be nominated by the Adani Group and LPL shall be as set out below:

| Shareholding of each of the Adani Group or LPL, as applicable, as a percentage of the Equity Share capital of the Company (on a fully diluted basis) | Number of Directors to be nominated by the Adani Group | Number of Directors to be nominated by LPL |
|--|--|--|
| 30% or more | Three | Three |
| 20% or more but less than 30% | Two | Two |
| Less than 20% but more than 10% | One | One |

- (a) It is clarified that, for the purposes of calculating the shareholding percentage in the table above, the shareholding of the respective Promoters shall be considered on a fully diluted basis
- (b) In accordance with applicable laws, if there is a requirement of an increase or decrease in the number of Directors, or the number of Independent Directors, the increase or decrease shall be effected in a manner that permits, so far as possible under the applicable laws, regulations or policies of any other applicable jurisdiction, the rights available to the Promoters to continue *mutatis mutandis*.
- (c) The right to nominate Directors as set out in this Article 102 shall be subject to and shall become effective only upon receipt of approval by the shareholders of the Company by way of a special resolution in a general meeting which will be conducted promptly after the Listing Date in accordance with Indian Law.

(ii) Articles 115 – Removal of Nominee Directors

- (a) Any Promoter entitled to nominate a person as Director will be entitled to remove any such Director by notice to that Director, the other Promoters and to the Company. Subject to applicable laws, any vacancy occurring on the Board by reason of the death, disqualification, inability to act, resignation or removal of any Director will be filled within 30 (thirty) days by a nominee of the same Promoter that nominated the vacating Director, so as to maintain a Board consisting of the number of nominees entitled to be nominated by such Promoter.
- (b) Subject to applicable laws, if any Director is likely to be absent for a continuous period of not less than three months from India in which the meetings of the Board are ordinarily held, the Board will, at the request of the Promoter that nominated that Director, appoint an Alternate Director in accordance with clause 105 herein, proposed by that Promoter for the absent Director. Where the Director likely to be absent is a nominee of the Adani Group, only a person selected by the Adani Group and, where the Director likely to be absent is a nominee of LPL, only a person selected by LPL, will be appointed as the Alternate Director by the Board. Each Promoter will cause the Directors nominated by it to vote in favour of the appointment of each of those individuals proposed to serve as Alternate Directors. Alternate Directors may serve on Board committees in the absence of absent Directors nominated to those committees.

(iii) Article 156 – Provision of Information

So long as a Promoter holds at least 10% of the Equity Share capital on a fully diluted basis, subject to applicable laws, including the codes formulated by the



Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company will provide:

- (a) information (including business, operational or financial information) that a Promoter or its Affiliates may request in connection with any applicable law (including requirements with respect to regulatory audits, review, filings, reports or submissions) in their respective jurisdictions or regulatory requirement or in connection with any legal or regulatory proceedings;
- (b) as and when requested by any Promoter or any of its Affiliates, financial statements of the Company requested by the Promoter or any of its Affiliates in accordance with the accounting standards or practices generally accepted in India and, if requested, the Republic of Singapore or for the purposes of its/their consolidation of financial statements; and
- (c) on request by any Promoter, will provide any additional financial information monthly or as at the end of any quarter during the financial year as such Promoter or its Affiliates may reasonably require.

The right to information as set out in this Article 156 shall be subject to and shall become effective only upon receipt of approval by the shareholders of the Company by way of a special resolution in a general meeting which will be conducted promptly after the Listing Date in accordance with Indian Law.

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

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

Registered Office:

"Fortune House"

Near. Navrangpura Railway Crossing,

Ahmedabad – 380009

Gujarat, India

CIN – L15146GJ1999PLC035320

E-mail: investor.relations@adaniwilmar.in

Website : www.adaniwilmar.com

Place: Ahmedabad

Date: April 12, 2022

NOTES:

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

2. On account of the outbreak of the COVID-19 pandemic and in accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on Friday, April 8, 2022 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. Link Intime India Private Limited (the "RTA"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information only.

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

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

5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, M/s. Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/emailreg/email_register.html.

Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to rnt.helpdesk@linkintime.co.in or contact Mr. Jayprakash, VP of Link Intime India Private Limited at 022-49186270.

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

7. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on Friday, April 8, 2022 being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, can cast their vote electronically.

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

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

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

11. Postal Ballot (e-voting) commences on **Monday April 18, 2022 (9.00 a.m. IST)** and ends on **Tuesday May 17, 2022 (5.00 p.m. IST)**. At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.

12. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be May 17, 2022. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.

13. This Notice shall also be available on the website of the Company at www.adaniwilmar.com, websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com .

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

General information and instructions relating to e-voting:-

- (i) The voting period begins on **Monday, April 18, 2022 (9.00 a.m. IST)** and ends on **Tuesday, May 17, 2022 (5.00 p.m. IST)**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) viz. April 8, 2022 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in

respect of all shareholders' resolutions. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting 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 | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest facility are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com 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 option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting his/her vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on the registered Mobile & E-mail ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of all e-Voting Service Providers. |
| Individual shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 |

| | |
|---|--|
| | <p>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 the 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.</p> <p>2) If the user is not registered for IDeAS E-services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on the 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.</p> |
| <p>Individual shareholders (holding securities in demat mode) who wish to login through their Depository Participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. 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 website after successful authentication, wherein you can see e-voting feature. Click on the 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.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website(s).

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43. |

(iv) Login method for e-voting for shareholders other than individual shareholders holding shares in Demat form and physical shareholders:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 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. Shareholders 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 and voted on an earlier e-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 Mode | |
|--|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/RTA/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details | 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. |
| OR Date of Birth (DOB) | 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. |

- 7) After entering these details appropriately, click on "SUBMIT" tab.

- 8) Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders 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 remote 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the Company which is 220412005.
- 11) 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.
- 12) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire resolution details.
- 13) 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.
- 14) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "**Click here to print**" option on the voting page.
- 16) 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 and enter the details as prompted by the system.
- 17) **Remote e - voting Facility for Non - Individual Shareholders and Custodians:**
 - Non-Individual shareholders (i.e. other than individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves in the "**Corporates**" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 and on approval of the accounts they would be able to cast their vote(s).
 - 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 at pcschirag@gmail.com and to the Company at the e-mail address viz; investor.relations@adaniwilmar.in, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NOS. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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 **RTA email id** rnt.helpdesk@linktime.co.in.
2. For Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your e-mail id and mobile no. with your respective DP which is mandatory while e-voting & joining virtual meetings through Depository.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com.

Contact Details

Company : Mr. Darshil Lakhia
Company Secretary and Compliance Officer
Adani Wilmar Limited
Regd. Office: Fortune House, Near Navrangpura Railway
Crossing, Ahmedabad-380 009, Gujarat, India
CIN: L15146GJ1999PLC035320
Email: investor.relations@adaniwilmar.in

Registrar and Transfer Agent : M/s. Link Intime India Private Limited
C-101, 247 Park, L. B. S. Marg, Vikhroli (West),
Mumbai 400083.
Contact Person: Mr. Jayprakash VP
Email: rnt.helpdesk@linkintime.co.in

E-Voting Agency : Central Depository Services (India) Limited
Email: helpdesk.evoting@cdslindia.com
Phone: +91-22-22723333/8588

Scrutinizer : CS Chirag Shah
Practising Company Secretary
Email: pcschirag@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT THE MATERIAL FACTS CONCERNING ITEMS OF SPECIAL BUSINESS:

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

Item No. 1 - To approve Material Related Party Transaction(s) to be entered into during the financial year 2022-2023.

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 April 1, 2022, mandates prior approval of 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 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

In the financial year 2022-23, the related party transactions as mentioned below, in the aggregate, are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions to be undertaken by the Company. All the transactions to be entered into would be in the ordinary course of business of the Company and on an arm's length basis.

The Company, along with its subsidiaries, proposes to enter into transactions with its related party mentioned in Resolution at Item no. 1 of the Notice, during the financial year 2022-2023, as per the terms and conditions as mutually agreed upon between the parties. The Audit Committee of the Company has approved the said related party transactions at its meeting held on February 14, 2022 and has noted that although the proposed related party transactions are in the ordinary course of business of the Company and shall be entered into at an arm's length basis, they may, in aggregate, cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions to be undertaken by the Company.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 1 of the accompanying Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22nd 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 which are 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 2022-2023 |
| vi. | Value of the proposed transaction | Not to exceed ₹ 13,000 Crores. |
| vii. | Value of RPT as % of Company's audited consolidated annual turnover of ₹ 37,090 Crores for the financial year 2020-2021. | Approximately 35%. The actual value of RPT as % of Company's audited consolidated annual turnover for the F.Y. 2020-21 was 11% and for the F.Y. 2021-22 is approximately 19%. The significant % increase in value terms of transaction is primarily attributable to upward price movement of crude palm oil during the last fiscal. |
| 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 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 at Item No. 1 of the accompanying Postal Ballot Notice.

None of the other Directors, Key Managerial Personnel or their respective relatives, are in any way concerned or interested in the said resolution.

Item No. 2 – To approve and ratify Article Nos. 102, 115 and 156 of the Articles of Association of the Company.

The Securities and Exchange Board of India ("SEBI") vide its letter dated October 14, 2021 issued its observations on the Draft Red Herring Prospectus ("DRHP") in relation to the Initial Public Offer (IPO) of the Company, whereby the Lead Managers were advised to categorically disclose that pursuant to the Second Amendment and Termination Agreement dated July 30, 2021 to the Shareholders' Agreement entered into between Adani Commodities LLP, Adani Enterprises Limited and Lence Pte. Ltd. ("the Promoters") and the Company, none of the special rights available to the Promoters (except the right to nominate Director/ Chairman and information rights) would survive post the listing of equity shares of the Company.

Further, in accordance with the Second Amendment and Termination Agreement dated July 30, 2021 to the Shareholders' Agreement entered into between the Promoters and the Company, a new set of Articles of Association of the Company was adopted by the Members of the Company at the Extra-Ordinary General Meeting held on July 31, 2021. However, the rights mentioned in Articles 102, 115 and 156 of the Articles of Association of the Company as outlined in the Resolution No. 2 of the Postal Ballot Notice, are subject to such rights being approved by the Members of the Company at the first General Meeting of the Company post listing of Equity Shares on the stock exchanges, in accordance with applicable Law. In view of the above, it is proposed to approve and ratify the special rights as mentioned in Articles 102, 115 and 156 of the Articles of Association of the Company available to the Promoters.

Pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder, as may be applicable, approval of the Members of the Company by way of a special resolution is required for ratifying and approving the rights as mentioned in the Articles of Association of the Company. The copy of Articles of Association shall be available for inspection by the Members electronically.



Accordingly, it is proposed to obtain the approval of the Members of the Company by way of a Special Resolution for Item No. 2 of this Postal Ballot Notice. The Board of Directors of the Company recommend the passing of the Special Resolution at Item No. 2 of the accompanying Postal Ballot Notice. None of the Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the said resolution.

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

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

Registered Office:

"Fortune House"

Near Navrangpura Railway Crossing,

Ahmedabad – 380009

Gujarat, India

CIN – L15146GJ1999PLC035320

E-mail: investor.relations@adaniwilmar.in

Website : www.adaniwilmar.com

Place: Ahmedabad

Date: April 12, 2022