



**ADANI WILMAR LIMITED
CORPORATE SOCIAL RESPONSIBILITY (CSR)
COMMITTEE**

CHARTER OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

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CHARTER OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

1. Objective

The Corporate Social Responsibility Committee ("Committee") is constituted pursuant to and in accordance with the applicable provisions of Companies Act 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time.

The Committee reports to and is accountable to the Board of Directors ('Board') of Adani Wilmar Limited ('Company').

The Committee helps the Company to be socially responsible corporate citizen and contribute to the social good by integrating economic and social objectives with a Company's operations and sustainable growth. The primary objective of the Committee is to identify the areas of Corporate Social Responsibility (CSR) activities, recommending the amount of expenditure to be incurred on the identified CSR activities and implementing and monitoring the CSR policy from time to time.

2. Composition & Meetings

- 2.1 The Committee shall have minimum three Members at all the time, of which at least 75% one shall be Independent Director.
- 2.2 The Members of the Committee shall elect a Chairman amongst themselves, who shall necessarily be an Independent Director.
- 2.3 The Committee shall meet periodically, but at least 2 times a year.
- 2.4 The quorum for Meetings of the Committee shall be either two Members or one-third of the Members of the Committee, whichever is greater, including at least one Independent Director.
- 2.5 The Committee may invite such of the executives, as it considers appropriate to be present at the Meetings of the Committee. On occasions considered necessary, the Committee may also meet without the presence of any executive of the Company.

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- 2.6 The Board of Directors review the Minutes of the CSR Committee Meetings at subsequent Board Meetings.
- 2.7 The Company Secretary acts as a Secretary to the Committee.

3. Terms of Reference

The Committee shall act and have powers in accordance with the terms of reference, as approved by the Board from time to time and such other items as may be prescribed by applicable laws, which shall include the following:

- 1.To formulate and recommend to the Board, a Corporate Social Responsibility ("CSR") Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013 and rules made there under and review thereof.
- 2.To recommend to the Board the amount of expenditure to be incurred on the CSR activities.
- 3.To institute a transparent monitoring mechanism for implementation of CSR projects/activities undertaken by the Company.
- 4.To monitor the CSR policy from time to time and issue necessary directions as required for proper implementation and timely completion of CSR programmes.
- 5.To identify CSR policy partners and CSR policy programmes.
- 6.To identify and appoint CSR team of the Company including CSR Manager, wherever required.
- 7.To perform such other duties and functions as the Board may require the CSR committee to undertake to promote CSR activities of the Company or as may be required under the applicable laws.

4. Disclosures

This charter shall be displayed on the website of the Company.