



**ADANI WILMAR LIMITED**

**Charter of  
Environmental, Social and Governance (ESG)  
Committee**

## Charter of Environmental Social and Governance (ESG) Committee

### TABLE OF CONTENTS

Sr. No.	Particulars	Page Nos.
1.	Objective	3
2.	Composition & Meetings	3
3.	Terms of Reference	3
4.	Disclosures	4

## Charter of Environmental Social and Governance (ESG) Committee

### 1. Objective

The Environmental, Social and Governance Committee (" ESG Committee") is a voluntary committee constituted by, and accountable to, the Board of Directors ("Board") of Adani Wilmar Limited ("Company").

The objective of the Committee is to assist the Board of Directors in fulfilling its responsibilities with respect to the Company's social responsibility and sustainability management. The Committee's primary responsibility shall be the following:

- 1) To assist the Board of Directors in overseeing the vision and focus on the Company's strategy relating to ESG and sustainability matters.
- 2) To overview key decisions, monitor the progress against the stated vision and review the practices, initiatives and goals of the Company relating to ESG and ensure that they remain effective.

### 2. Composition & Meetings

- 2.1 The Committee shall have minimum three members, majority of them being Independent Directors.
- 2.2 The members of the Committee shall elect a Chairman from amongst themselves.
- 2.3 The Committee shall meet periodically, but at least twice 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.
- 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.
- 2.6 The Company Secretary shall act as Secretary to the Committee Meetings.

### 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, which shall include the following:

## **Charter of Environmental Social and Governance (ESG) Committee**

3.1 To define the Company's corporate and social obligations as a responsible citizen and oversee its conduct in the context of those obligations;

3.2 To oversee the creation of appropriate policies and supporting measures (including Public disclosure policy, Anti-money Laundering policy, Anti Bribery, Fraud & Corruption policies etc.) and map them to GRI and global disclosure standards;

3.3 To identify and monitor those external developments which are likely to have a significant influence on the Company's reputation and/or its ability to conduct its business appropriately as a good citizen and review how best to protect that reputation or that ability;

3.4 To review the Company's stakeholder engagement plan (including vendors / supply chain);

3.5 To review sustainability and / or ESG and / or Climate reports or other disclosures such as ethical governance, environmental stewardship, safety performance, water and energy use etc. and similar communications to stakeholders on ESG initiatives and activities by the Company and ensure mapping of the same to GRI and global disclosure standards;

3.6 To oversee strategies, activities and policies regarding sustainable organisation including environment, social, governance, health and safety, human talent management and related material issue and indicators in the global context and evolving statutory framework;

3.7 To oversee sustainability risks related to supply chain, climate disruption and public policy;

3.8 To monitor Company's ESG ratings / scores, if any, from ESG rating agencies and improvement plan;

3.9 To review Business Responsibility and Sustainability Report (BRSR) of the Company;  
and

3.10 To provide assurance to Board in relation to various responsibilities being discharged by the Committee.

### **4. Disclosure**

The updated charter shall be continuously hosted on the website of the Company.

\*\*\*\*\*