



ADANI WILMAR LIMITED
CHARTER OF RISK MANAGEMENT COMMITTEE

Charter of the Risk Management Committee

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Charter of the Risk Management Committee

1. Objective

The Risk Management Committee ("Committee") is constituted pursuant to and in accordance with the applicable provisions of Companies Act 2013 and the Securities and Exchange Board of Securities (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 primary objective of the Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with regard to the risk appetite of the Company, Company's risk management framework, and the governance structure that supports it.

2. Composition of the Committee

- The Committee shall have minimum three Members with majority of them being members of Board of Directors, including at least one Independent Director.
- The Members of the Committee shall elect a Chairman amongst themselves, who shall be a member of the Board of Directors.
- Senior executives of the Company may be members of the Committee.

3. Secretary

The Company Secretary shall act as Secretary to the Committee Meetings.

4. Meetings and Quorum

- The Committee shall meet periodically, but at least 2 times a year and not more than 180 days shall elapse between two successive Meetings.
- The quorum for Meetings of the Committee shall be either two Members or one-third of the Members of the Committee, whichever is higher, including at least one member of the Board of Directors in attendance.

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- 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.
- The decisions to be taken by the Committee members may be taken by way of a circular resolution, wherever permitted under the law.

5. 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 a detailed risk management policy which shall include:
 - A. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information technology, cyber security risks or any other risk as may be determined by the Committee.
 - B. Measures for risk mitigation including systems and processes for internal control of identified risks.
 - C. Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
5. To keep the Board of Directors informed about the nature and content of its discussions, recommendations and action to be taken.
6. To appoint, remove and fix terms of reference of Chief Risk Officer, if any and review the same.

6. Reporting

The Committee shall report on its activities and summarize any recommendations at subsequent Board meeting.



Charter of the Risk Management Committee

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

7. Minutes

The Company Secretary will maintain minutes of meetings of the Committee, which will be submitted to the Board in subsequent meeting, for noting.

8. Review of Committee Charter

The adequacy of this charter shall be reviewed and re-assessed by the Committee, as and when required and appropriate recommendations shall be made to the Board to update the same based on the changes that may be brought about to the regulatory framework or policy changes, from time to time.
