



Ref No: AWL/SECT/2024-25/75

December 2, 2024

**BSE Limited**  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai – 400 001

**Scrip Code: 543458**

**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051

**Scrip Code: AWL**

Dear Sir, Madam,

**Sub: Disclosure of Voting results in respect of the Postal Ballot process conducted by Adani Wilmar Limited (“the Company”) pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, details of voting results along with the report of M/s Chirag Shah and Associates, Scrutinizer on the Postal Ballot conducted by the Company.

The Company had provided e-voting facility to the Members through Central Depository Services (India) Limited. The e-voting period commenced from Thursday, 31<sup>st</sup> October, 2024 (9:00 am IST) and ended on Friday, 29<sup>th</sup> November, 2024 (5:00 pm IST).

You are requested to take the above information on record.

Thanking You,  
Yours faithfully,

**For, Adani Wilmar Limited**

**Darshil Lakhia**  
**Company Secretary**  
**Memb. No. – ACS 20217**

Adani Wilmar Ltd.  
Fortune House  
Nr. Navrangpura Railway Crossing  
Ahmedabad – 380 009  
Gujarat, India  
CIN: L15146GJ1999PLC035320

Tel +91 79 2645 5650  
Fax +91 79 2645 5621  
info@adaniwilmar.in  
www.adaniwilmar.com

Registered Office: Fortune House, Nr. Navrangpura Railway Crossing, Ahmedabad 380 009, Gujarat, India

## Result of Postal Ballot

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), also read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022, 9/2023 dated 25<sup>th</sup> September, 2023 and 9/2024 dated 19<sup>th</sup> September, 2024, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), the approval of shareholders was sought by postal ballot as per details furnished in the Postal Ballot Notice dated 24<sup>th</sup> October, 2024, sent to all shareholders of the Company, on the following proposals for passing Special Resolutions by way of postal ballot only by voting through electronic means.

1. Approval of the 'AWL - Employee Stock Option Scheme 2024'.
2. Approval of grant of employee stock options to the eligible employees of group company including its subsidiary and associate companies of the Company under 'AWL – Employee Stock Option Scheme 2024'.
3. Approval of secondary acquisition of shares through Trust route for the implementation of 'AWL - Employee Stock Option Scheme 2024'.
4. Provision of money by the Company for subscription and purchase of its own Shares by the Trust under the 'AWL - Employee Stock Option Scheme 2024'.

Mr. Chirag Shah, Practicing Company Secretary who was appointed as the scrutinizer for conducting postal ballot process in a fair and transparent manner, submitted his report on the postal ballot.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details regarding postal ballot are as follows:

1	Date of Annual General Meeting/Extra Ordinary General Meeting	Not Applicable
2	Date of Postal Ballot Notice	24 <sup>th</sup> October, 2024
3	Total number of shareholders on record date	11,07,769
4	Number of shareholder present in the meeting either in person or through proxy:	

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	Promoters and Promoter Group:	Not Applicable
	Public:	Not Applicable
5	Number of shareholders attended meeting through video conferencing:	
	Promoters and Promoter group:	Not Applicable
	Public:	Not Applicable

On the basis of the report received from Mr. Chirag Shah, Practicing Company Secretary and scrutinizer, since ~99.28% and ~99.23% of the total votes polled are in favour of the above-mentioned Resolution no. 1, 3 and 4 and Resolution No.2 respectively, the said resolutions are duly passed as Special Resolutions as mentioned in the notice dated 24<sup>th</sup> October, 2024 with requisite majority, as per Annexure I.

Thanking you,

Yours faithfully,  
**For Adani Wilmar Limited**

**Darshil Lakhia**  
**Company Secretary**  
**Memb. No. – ACS 20217**

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## CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213-1214 Ganesh Glory, Nr. Jagatpur Crossing

Besides Ganesh Genesis,

Off. S.G. Highway, Ahmedabad - 382 481.

Ph.: 079-40020304, 6358790040/41/42

E-mail : chi118\_min@yahoo.com

Scrutinizer Report on Remote E-Voting in Respect of Resolutions Proposed through Postal Ballot  
[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 and 22 of the  
Companies (Management and Administration) Rule 2014]

To,

The Chairperson

**ADANI WILMAR LIMITED**

FORTUNE HOUSE, NEAR NAVRANGPURA RAILWAY

CROSSING, AHMEDABAD, Gujarat, India, 380009

Dear Sir,

**Re : Consolidated Report of Scrutinizer on passing of resolutions through Postal Ballot, vide Postal Ballot Notice dated October 24, 2024 only by way of remote E-voting of Adani Wilmar Limited (The "Company")**

1. The Board of Directors of the Company, by Resolution passed on October 24, 2024 has appointed us as Scrutinizer for conducting the postal ballot (e-voting process) for passing the resolution as set out in the Notice of Postal Ballot dated October 24, 2024 .
2. In terms of the Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.20/2020 dated May 5, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No.3/2022 dated May 5, 2022, General Circular No.11/2022 dated December 28, 2022 and General Circular No 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as the "MCA Circulars") the Company had sent the postal ballot notice in electronic form only. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelopes were not sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote voting system only. To facilitate such members to receive the postal ballot notice electronically and cast their vote electronically, the Company had made arrangement for registration of email addresses in terms of the MCA Circulars. The Notice had also been placed on website of the Company at <https://www.adaniwilmar.com/> and e-voting website at [www.evotingindia.com](http://www.evotingindia.com) and also available on the website of stock exchange at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).



3. We submit our report as under:
4. The Notice of the Postal Ballot dated October 24, 2024, alongwith the statement under Section 102 of the Companies Act, 2013 setting out all material facts in respect of the resolutions mentioned therein was sent electronically by email to the members whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on October 25, 2024 in compliance with the above referred MCA Circulars.
5. The Company completed the dispatch of Postal Ballot Notice by e-mail on October 29, 2024. In accordance with the MCA Circulars, no physical ballot notice was dispatched to the Members. The Company has also published Newspaper Advertisement in The Indian Express (English) and Financial Express (Gujarati) respectively, regarding the dispatch of Notice of Postal Ballot along with Remote E-voting Information and containing all the matters required under Companies Act, 2013 and relevant rules on October 30, 2024.
6. The Company has offered E-voting through Central Depository Services (India) Limited (CDSL) and the report contains the details of E-voting only.
7. The facility of E-voting remained open from 09.00 a.m. on Thursday, 31<sup>st</sup> October 2024 and ended at 5.00 p.m. on Friday, 29<sup>th</sup> November 2024.
8. We have unblocked the votes cast through remote E-voting in the presence of Mr. Raimeen Maradiya and Ms. Charmi Shah who are not in the employment of the Company. Thereafter, the details containing, inter-alia the list of members who voted "For" or "Against" the resolutions were derived from the report generated from the evoting website of CDSL i.e. <https://www.evotingindia.com>.
9. A Summary of postal ballot through E-voting is given below:



**Resolution No. 1 :**  
**Approval of the 'AWL - Employee Stock Option Scheme 2024'.**

Particulars		No. of Postal Ballot Forms / E-voting	No. of shares	% of Total Paid Up Equity Capital	% of total votes polled
a)	Voting exercised through E-Voting**	2445*	1152502665	88.68%	100.00%
b)	E-Voting ballot with assent (favour) for the Resolution	2055	1144091558	88.03%	99.28%
c)	E-Voting ballot dissent (against) for the Resolution	387	8348292	0.64%	0.72%
d)	E-Voting ballot Abstained from voting	4	507	0.0000%	-
e)	Total valid votes exercised (b+c)	2441*	1152439850	88.6711%	100.0000%
<b>Total Ballot with ASSENT in Electronic mode</b>		2055	<b>1144091558</b>	<b>88.03%</b>	<b>99.28%</b>
<b>Total Ballot with DISSENT in Electronic mode</b>		387	<b>8348292</b>	<b>0.64%</b>	<b>0.72%</b>
Since total votes polled in favour of the resolution is 99.28 % and total votes polled against the resolution is 0.72 %, <b>the resolution has been passed as a Special Resolution.</b>					

\*Out of the aforesaid equity shareholders who voted for the resolution and against the resolution, respectively, 1 equity shareholder has partially voted for the resolution and partially against the resolution. Therefore, for the purpose of numbers the said 1 equity shareholder has been considered only once. Thus, 2441 equity shareholders in number (2055+387= 2442 - 1 = 2441) voted during the remote e-voting.

\*\* One equity shareholder less voted by 62308 shares.



**Resolution No. 2 :**

**Approval of grant of employee stock options to the eligible employees of subsidiary (ies), associate(s) and joint venture(s) company(ies) of the Company under 'AWL - Employee Stock Option Scheme 2024'**

Particulars		No. of Postal Ballot Forms / E-voting	No. of shares	% of Total Paid Up Equity Capital	% of total votes polled
a)	Voting exercised through E-Voting **	2445*	1152502665	88.68%	100.00%
b)	E-Voting ballot with assent (favour) for the Resolution	2019	1143531688	87.99%	99.23%
c)	E-Voting ballot dissent (against) for the Resolution	422	8907009	0.69%	0.77%
d)	E-Voting ballot Abstained from voting	5	1660	0.0000%	-
e)	Total valid votes exercised (b+c)	2440*	1152438697	88.67%	100.00%
<b>Total Ballot with ASSENT in Electronic mode</b>		2019	<b>1143531688</b>	<b>87.99%</b>	<b>99.23%</b>
<b>Total Ballot with DISSENT in Electronic mode</b>		422	<b>8907009</b>	<b>0.69%</b>	<b>0.77%</b>
Since total votes polled in favour of the resolution is 99.23 % and total votes polled against the resolution is 0.77%, <b>the resolution has been passed as a Special Resolution</b>					

\*Out of the aforesaid equity shareholders who voted for the resolution and against the resolution, respectively, 1 equity shareholder has partially voted for the resolution and partially against the resolution. Therefore, for the purpose of numbers the said 1 equity shareholder has been considered only once. Thus, 2440 equity shareholders in number (2019+422= 2441 - 1 = 2440) voted during the remote e-voting.

\*\*One equity shareholder less voted by 62308 shares.



**Resolution No. 3 :****Approval of secondary acquisition of shares through Trust route for the implementation of 'AWL - Employee Stock Option Scheme 2024'**

Particulars		No. of Postal Ballot Forms / E-voting	No. of shares	% of Total Paid Up Equity Capital	% of total votes polled
a)	Voting exercised through E-Voting **	2445*	1152502665	88.68%	100.00%
b)	E-Voting ballot with assent (favour) for the Resolution	2034	1144130949	88.03%	99.28%
c)	E-Voting ballot dissent (against) for the Resolution	407	8308532	0.64%	0.72%
d)	E-Voting ballot Abstained from voting	5	876	0.0000%	-
e)	Total valid votes exercised (b+c)	2440*	1152439481	88.67%	100.00%
<b>Total Ballot with ASSENT in Electronic mode</b>		2034	<b>1144130949</b>	<b>88.03%</b>	<b>99.28%</b>
<b>Total Ballot with DISSENT in Electronic mode</b>		407	<b>8308532</b>	<b>0.64%</b>	<b>0.72%</b>

Since total votes polled in favour of the resolution is 99.28% and total votes polled against the resolution is 0.72 %, **the resolution has been passed as a Special Resolution**

\*Out of the oforesaid equity shareholders who voted for the resolution and against the resolution, respectively, 1 equity shareholder has partially voted for the resolution and partially against the resolution. Therefore, for the purpose of numbers the said 1 equity shareholder has been considered only once. Thus, 2440 equity shareholders in number (2034+407= 2441 - 1 = 2440) voted during the remote e-voting.

\*\* One equity shareholder less voted by 62308 shares.





**Resolution No. 4 :**

**Provision of money by the Company for subscription and purchase of its own Shares by the Trust under the 'AWL - Employee Stock Option Scheme 2024**

Particulars	No. of Postal Ballot Forms / E-voting	No. of shares	% of Total Paid Up Equity Capital	% of total votes polled
a) Voting exercised through E-Voting **	2445*	1152502665	88.68%	100.00%
b) E-Voting ballot with assent (favour) for the Resolution	2047	1144135548	88.03%	99.28%
c) E-Voting ballot dissent (against) for the Resolution	390	8303044	0.64%	0.72%
d) E-Voting ballot Abstained from voting	9	1765	0.00%	-
e) Total valid votes exercised (b+c)	2436*	1152438592	88.67%	100.00%
<b>Total Ballot with ASSENT in Electronic mode</b>	<b>2047</b>	<b>1144135548</b>	<b>88.03%</b>	<b>99.28%</b>
<b>Total Ballot with DISSENT in Electronic mode</b>	<b>390</b>	<b>8303044</b>	<b>0.64%</b>	<b>0.72%</b>



Since total votes polled in favour of the resolution is 99.28 % and total votes polled against the resolution is 0.72%, **the resolution has been passed as a Special Resolution**

\*Out of the oforesaid equity shareholders who voted for the resolution and against the resolution, respectively, 1 equity shareholder has partially voted for the resolution and partially against the resolution. Therefore, for the purpose of numbers the said 1 equity shareholder has been considered only once. Thus, 2436 equity shareholders in number (2047+390= 2437 - 1 = 2436) voted during the remote e-voting.

\*\*One equity shareholder less voted by 62308 shares.

10. You may accordingly declare the results of the voting by postal ballot only by way of remote E-voting.
11. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes of the aforesaid Resolutions passed by way of Postal Ballot and the same will be handed over to the Company Secretary of the Company for safe keeping.

Thanking you,  
For, Chirag Shah and Associates  
Company Secretaries

  
  
Chirag Shah  
Partner  
FCS No.5545, CP No. 3498  
Place: Ahmedabad  
Date: 02-12-2024  
UDIN : F005545F003202475  
Peer Review Cer. No. 704/2020

Counter Signed by  
For Adani Wilmar Limited

Darshil Lakhia  
Company Secretary and Compliance Officer  
Mem. No. ACS: A20217