



## CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213, 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

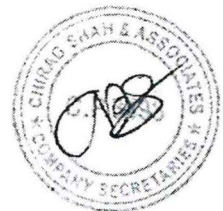
Scrutinizer Report on Remote E-Voting in Respect of Resolutions Proposed through Postal Ballot  
[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 and 22 of the  
Companies (Management and Administration) Rule 2014]

To,  
The Chairman  
Adani Wilmar Limited  
Fortune House, Near Navrangpura Railway Crossing,  
Ahmedabad 380009

Dear Sir,

**Re : Report of Scrutinizer on passing of resolution through Postal Ballot 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 April 12, 2022, has appointed us as Scrutinizer for conducting the postal ballot (e-voting process) for passing the resolutions as set out in the Notice of Postal Ballot dated April 12, 2022.
2. In terms of the Circular No. No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, and Circular No. 20/2021 dated December 8, 2021 (collectively referred to as the "MCA Circulars") the Company had sent this postal ballot notice in electronic form only. The hard copy of this 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 evoting system only. To facilitate such members to receive this 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 [www.adaniwilmar.com](http://www.adaniwilmar.com) and e-voting website at <https://www.evotingindia.com> and was also available on the website of stock exchanges 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 Postal Ballot dated April 12 2022 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 April 8 2022 in compliance with the above referred MCA Circulars.
5. The Company has completed the dispatch of Postal Ballot Notice by email on April 15 2022. In accordance with the MCA Circulars, no physical ballot notice was dispatched to the Members in view of present situation of Covid 19 pandemic. The Company has also published Newspaper Advertisement in Indian Express (English) and Financial Express (Gujarati) respectively, regarding dispatch of Notice of Postal Ballot alongwith Remote E-voting Information and containing all the matters required under Companies Act, 2013 and relevant rules on, April 16, 2022.
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 9.00 a.m. on Monday, April 18, 2022 and ended at 5.00 p.m. on Tuesday, May 17, 2022.
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. [www.evotingindia.com](http://www.evotingindia.com).
9. 1234 Members representing 1161567602 equity shares have cast their votes through e-voting for the resolutions set out in the said notice of Postal Ballot and all votes cast upto May 17 2022 at 5 P.M. i.e. the last date and time for e-voting were considered for scrutiny.
10. A Summary of postal ballot through E-voting is given below



**Resolution No. 1 :****TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) TO BE ENTERED INTO DURING THE FINANCIAL YEAR 2022-2023. (ORDINARY RESOLUTION)**

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	1234	1161567602	89.37%	100.00%
b)	E-Voting ballot with assent (favour) for the Resolution	1166	18632279	1.43%	99.86%
c)	E-Voting ballot dissent (against) for the Resolution	64	26035	0.00%	0.14%
d)	E-Voting ballot Abstained from voting	4	1142909288	87.94%	-
e)	Total valid votes exercised (b+c)	1230	18658314	1.44%	1.61%
<b>Total Ballot with ASSENT in Electronic</b>		<b>1166</b>	<b>18632279</b>	<b>1.43%</b>	<b>99.86%</b>
<b>Total Ballot with DISSENT in Electronic</b>		<b>64</b>	<b>26035</b>	<b>0.00%</b>	<b>0.14%</b>
Since total votes polled in favour of the resolution is 99.86% and total votes polled against the resolution is 0.14%, resolution has been passed as Ordinary Resolution					


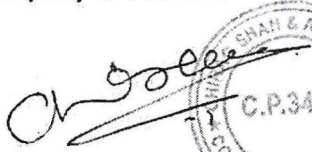
**Resolution No. 2 :****TO APPROVE AND RATIFY ARTICLE NOS.102, 115 AND 156 OF ARTICLE OF ASSOCIATION OF THE COMPANY. (SPECIAL RESOLUTION)**

Particulars		No. of Postal Ballot Forms /E-voting	No. of shares	% of Total Paid Up Equity	% of total votes polled
a)	Voting exercised through E-Voting	1234	1161567602	89.37%	100.00%
b)	E-Voting ballot with assent (favour) for the Resolution	1163	1161562677	89.37%	100.00%
c)	E-Voting ballot dissent (against) for the Resolution	67	4606	0.00%	0.00%
d)	E-Voting ballot Abstained from voting	4	319	0.00%	-
e)	Total valid votes exercised (b+c)	1230	1161567283	89.37%	100.00%
<b>Total Ballot with ASSENT in Electronic</b>		<b>1163</b>	<b>1161562677</b>	<b>89.37%</b>	<b>100.00%</b>
<b>Total Ballot with DISSENT in Electronic</b>		<b>67</b>	<b>4606</b>	<b>0.00%</b>	<b>0.00%</b>
Since total votes polled in favour of the resolution is 100% and total votes polled against the resolution is 0.00%, resolution has been passed as Special Resolution					



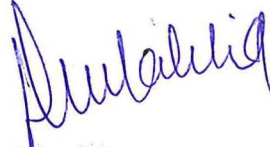
11. You may accordingly declare the results of the voting by postal ballot only by way remote E-
12. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Resolutions 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: 18/05/2022  
UDIN : F005545D000338581

Counter Signed by  
For Adani Willmar Limited



Darshil Lakhia  
Company Secretary  
Mem. No. ACS 20217

