Ref No: AWL/SECT/2026-27/59

26th November, 2026

**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: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") – Notice of Postal Ballot of AWL Agri Business Limited (formerly Adani Wilmar Limited-"the Company")**

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find attached herewith a copy of the Postal Ballot Notice, dated 27th October, 2026, along with the Explanatory Statement ("**Postal Ballot Notice**"), dispatched today, for seeking the approval of the shareholders of AWL Agri Business Limited (formerly known as Adani Wilmar Limited -"**the Company**") on the following items of Special Business:

1) Material modification in the approved material related party transaction(s) to be entered into by the Company and its subsidiary with Wilmar Trading Pte. Ltd. **(Ordinary Resolution)**

The schedule of events for the Postal Ballot is as given under:

| | |
|---|---|
| **Cut-off date (for dispatch and e-voting)** | Friday, 20th November, 2026 |
| **Completion date of sending of Postal Ballot Notice through e-mail** | Thursday, 26th November, 2026 |
| **E-voting start date/time** | Friday, 27th November, 2026 (9:00 a.m. IST) |
| **E-voting end date/time** | Saturday 26th December, 2026 (5:00 p.m. IST) |

The Postal Ballot Notice along with e-voting instructions has been made available on the website of the Company at www.awl.in and on the website of remote e-voting service providing agency viz., CDSL at www.evotingindia.com.

Kindly take the same on records.

Thanking You,
Yours faithfully,
**For, AWL Agri Business Limited**
**(formerly known as Adani Wilmar Limited)**

DARSHIL MAYANK LAKHIA
Digitally signed by DARSHIL MAYANK LAKHIA
Date: 2026.11.26 18:19:23 +05'30'

**Darshil Lakhia**
**Company Secretary**
**Memb. No: A20217**

AWL Agri Business Ltd.
Formerly known as 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@awl.in
www.awl.in

**AWL AGRI BUSINESS LIMITED**
**(Formerly known as Adani Wilmar Limited)**
**Registered office:** "Fortune House", Near Navrangpura Railway Crossing,
Ahmedabad – 380 009, Gujarat (India).
**Phone No.:** +91-79-26455650 **Fax No.:** +91-79-26455621
**CIN:** L15146GJ1999PLC035320 **Website:** www.awl.in
**Email:** investor.relations@awl.in

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013, (**the "Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)]

Dear Members,

Notice is hereby given to the Members ("**the Members or the Shareholders**") that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 9/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed by the Members of **AWL Agri Business Limited (Formerly known as Adani Wilmar Limited)** (the "**Company**") by means of Postal Ballot, only by way of remote e-voting ("**e-voting**") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1), 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice ("**Notice**") are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and Section 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors at its meeting held on October 27, 2026 has appointed Mr. Chirag Shah, (ICSI Membership No. FCS: 5545; CP No.: 3498) or failing him Mr. Raimeen Maradiya (ICSI Membership No. FCS 11283, CP No.: 17554), Partners of M/s. Chirag Shah and Associates, Practising Company Secretaries as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent ("FOR") or

dissent ("AGAINST") on the proposed resolution through the e-voting process not later than 5:00 p.m. (IST) on **Saturday, 26th December 2026**, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as "**CDSL" or "Service Provider**") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent ("**RTA**") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.awl.in on the website of CDSL at www.evoting.india.com and the same shall also be displayed at the Registered Office of the Company while simultaneously being communicated to National Stock Exchange of India Limited (**"NSE"**) and BSE Limited (**"BSE"**) where the equity shares of the Company are listed.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. **Saturday, 26th December 2026**.

**SPECIAL BUSINESS:-**

**1. Material modification in the approved material related party transaction(s).**

To consider, and if thought fit, approve enhancement of the transaction amount limits of the already approved material related party transaction(s) entered or to be entered into by the Company along with its subsidiaries and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** in partial modification of the approval of Members obtained at the Annual General Meeting of the Company held on July 07, 2026 in this regard and pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the rules framed thereunder and in terms of Regulation 23 read with Schedule XIII of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, SEBI Circulars/Industry Standards issued from time to time and other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the "Related Party Transaction Policy" of the Company, as amended, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and pursuant to the approval/recommendation of the Audit Committee and the Board of Directors of the Company ("Board", which term shall be deemed to include any duly authorised Committee constituted or empowered by the Board to exercise the power conferred by this resolution) on October 27, 2026, the consent of the Members of the Company be and is hereby accorded to the Board , to enter into and/or carry out and/ or continue with the existing contracts / arrangements / transactions and/ or to enter into and/or to execute new contracts / arrangements / transactions or modification(s) (excluding material modification) of earlier

arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether by way of an individual transaction or a series of transaction(s) taken together) of the Company along with its subsidiary(ies), with **Wilmar Trading Pte. Ltd.,** a related party of the Company, as per the details set out in the explanatory statement annexed to this notice and as may be mutually agreed between the related party and the Company, notwithstanding the fact that the enhanced aggregate value of all these transaction(s) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time but shall not exceed the value specified in the Explanatory Statement pursuant to Section 102 of the Act annexed hereto, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions (not materially) of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

**By order of the Board**
**For, AWL Agri Business Limited**
**(Formerly known as Adani Wilmar Limited)**

**Sd/-**
**Darshil Lakhia**
**Company Secretary**
**M. No: ACS 20217**

**Registered Office:**
"Fortune House"
Near Navrangpura Railway Crossing,
Ahmedabad – 380009
Gujarat, India
CIN – L15146GJ1999PLC035320
**E-mail:** investor.relations@awl.in
**Website :** www.awl.in

**Place:** Ahmedabad
**Date:** October 27, 2026

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act read with the rules framed thereunder concerning the special business in respect of item no. 1 as set out above is annexed hereto and forms part of this Notice.

2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (**the "NSDL"**) and Central Depository Services (India) Limited (**the "CDSL"**) as on Friday, 20th November, 2026 (the "**Cut-Off Date**") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. MUFG Intime India Private Limited (Formerly known as M/s. Link Intime India Private Limited) (**the "RTA"**), in accordance with the provisions of the Act read with the Rules framed thereunder and the framework provided under the MCA Circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a Member as on the Cut-Off Date or who becomes a Member of the Company after the Cut-Off Date should treat this Notice for information purposes only.

3.In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.

4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.

5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, MUFG Intime India Private Limited (Formerly, Link Intime India Private Limited), by clicking the link https://web.in.mpms.mufg.com/EmailReg/Email_Register.html.

Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e- voting for this Postal Ballot. In case of any queries, member may write to rnt.helpdesk@in.mpms.mufg.com.

6. It is clarified that for permanent registration of e- mail address, the Members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.

7. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on **Friday, 20th November 2026** being the Cut-off date for the purpose. The Shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, can cast their vote electronically.

8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the Member. The voting rights of the Members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

9. A Member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorised representatives.

Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to info@chiragshahassociates.com with a copy marked to helpdesk.evoting@cdslindia.com .

10. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

11. Postal Ballot (e-voting) commences on **Friday, 27th November 2026 (9.00 A.M. IST) and ends on Saturday, 26th December, 2026 (5.00 P.M. IST).** At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.

12. The proposed resolution, if approved, by the requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Saturday, 26th December, 2026**. The resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a general meeting of the Members.

13. This Notice shall also be available on the website of the Company at www.awl.in, websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") at www.nseindia.com and www.bseindia.com respectively, and on the website of Central Depository Services (India) Limited ("CDSL")at www.evotingindia.com.

14. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investor.relations@awl.in.

**General information and instructions relating to e-voting:-**

(i) The voting period begins on **Friday, 27th November 2026 (9.00 A.M. IST) and ends on Saturday, 26th December, 2026 (5.00 P.M. IST).** During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) viz. **Friday, 20th November 2026** may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.

(iii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

(iv) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts /websites of Depositories / Depository Participants. Demat account holders would be able to caste their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(v) Process and manner for members opting for voting through electronic means:

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| **Type of shareholders** | **Login Method** |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL Depository** | 1)Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.<br>2)After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3)If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.<br>4)Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with **NSDL Depository** | 1)If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name |

| | |
|---|---|
| | and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.<br>2)If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3)Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.<br>4)For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period. |
| Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)** | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 |

| | |
|---|---|
| Individual Shareholders holding securities in Demat mode with **NSDL** | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 |

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vi) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

| | **For Physical shareholders and other than individual shareholders holding shares in Demat.** |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details **OR** Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

(x) Click on the EVSN of the Company AWL Agri Business Limited on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: info@chiragshahassociates.com, and to the Company at the email address viz. investor.relations@awl.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NOS. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

**Contact Details**

| | |
|---|---|
| **Company:** | Mr. Darshil Lakhia- Company Secretary and Compliance Officer<br>AWL Agri Business Limited (Formerly known as Adani Wilmar Limited)<br>Regd. Office: Fortune House, Near Navrangpura Railway Crossing, Ahmedabad-380 009, Gujarat, India<br>CIN: L15146GJ1999PLC035320<br>Email: investor.relations@awl.in |
| **Registrar and Transfer Agent:** | M/s. MUFG Intime India Private Limited<br>(Formerly known as M/s. Link Intime India Private Limited)<br>C-101, 247 Park,L. B. S. Marg, Vikhroli (West),<br>Mumbai 400083.<br>Email: rnt.helpdesk@linkintime.co.in |
| **E-Voting Agency:** | Central Depository Services (India) Limited<br>Email: helpdesk.evoting@cdslindia.com<br>Phone: +91-22-22723333/8588 |
| **Scrutinizer:** | CS Chirag Shah or failing him CS Raimeen Maradiya<br>Practising Company Secretary<br>Email:info@chiragshahassociates.com |

**AWL AGRI BUSINESS LIMITED**
**(Formerly known as Adani Wilmar Limited)**
**Registered office:** "Fortune House", Near Navrangpura Railway Crossing,
Ahmedabad – 380 009, Gujarat (India).
**Phone No.:** +91-79-26455650 **Fax No.:** +91-79-26455621
**CIN:** L15146GJ1999PLC035320 **Website:** www.awl.in
**Email:** investor.relations@awl.in

## ANNEXURE TO NOTICE - EXPLANATORY STATEMENT
## (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

In terms of the provisions of Section 102 and Section 110 of the Companies Act, 2013 ("**the Act**"), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the following statement sets out the material facts relating to Item no. 1 of this Notice:

### Item No. 1

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), as amended from time to time, mandates prior approval of Members of the Company by way of an Ordinary Resolution, for all material related party transactions and subsequent material modifications (as defined in the Related Party Transaction Policy of the Company) even if such transactions are in the ordinary course of the business of the concerned Company and at an arm's length basis.

Pursuant to Regulation 23 of the amended SEBI Listing Regulations effective from December 19, 2025, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions of the Company alongwith its subsidiaries during a financial year exceeds the materiality threshold prescribed under Schedule XII of the SEBI Listing Regulations. Accordingly, based on the applicable threshold prescribed under the said schedule, transaction with related party(ies) of the Company shall be considered material if it exceeds Rs. 3,868.26 Crores (Rupees Three Thousand Eight Hundred Sixty Eight Crores and Twenty-Six Lakhs Only) during the FY 2026-27.

The Company had, pursuant to resolution No. 6 set out in the Notice of Annual General Meeting dated April 28, 2026, obtained approval of its Members for material related party transactions on July 07, 2026, aggregating upto Rs. 21,556 Crores (Rupees Twenty One Thousand Five Hundred and Fifty-Six Crores Only) in respect of Purchase of goods (including net of gain/loss on commodity derivative contracts), Sale of goods, Receiving of services and Rendering of services, to be undertaken by the Company, together with its subsidiaries- Bangladesh Edible Oil Limited (BEOL) and Omkar Chemical Industries Private Limited (OCIPL), with Wilmar Trading Pte. Ltd. (WTPL), a related party of the Company.

Subsequent to the aforesaid approval, the business requirements of BEOL have increased in view of increased sales projections and anticipated higher procurement volumes. Accordingly, it is proposed to enhance the approved transaction limits by Rs. 1,250 Crores (Rupees One Thousand Two Hundred Fifty Crores Only) in respect of BEOL over and above the earlier approved limits, to ensure uninterrupted availability of raw materials and finished goods, provide operational flexibility and facilitate efficient supply chain management. The proposed enhancement is necessitated by the anticipated growth in the business operations of the aforesaid subsidiary and the need to maintain adequate transaction limits to accommodate fluctuations in commodity prices, foreign exchange rates and procurement requirements during the relevant approval period- viz. one year from the date of passing this resolution.

Further, it is also proposed to enhance the transaction limits for AWL in respect of receiving and rendering of services which include commission income, commission expense, technical testing, reimbursements and other services including management support services with WTPL to Rs. 10 Crores (Rupees Ten Crores Only) from Rs. 6 crores (Rupees Six Crores Only), considering the anticipated increase in commission-based business facilitation arrangements and the growing requirements for management, technical, operational and consultancy support services. The enhancement in limits is considered necessary to enable the Company to effectively address its growing business needs, streamline operational processes, strengthen execution capabilities and ensure adequate flexibility to meet its expanding operational and strategic requirements.

**Comparison of Existing and Proposed RPT Limits with WTPL:**

**(Amt- Rs. in Crores)**

| Entity | Existing Approved Limits* | Proposed Limits | Absolute Increase |
|---|---|---|---|
| AWL | 20,606 | 20,610 | 4 |
| BEOL | 750 | 2,000 | 1,250 |
| OCIPL | 200 | 200 | - |
| **Total** | **21,556** | **22,810** | **1,254** |

** as approved by Shareholders in Annual General Meeting held on July 07, 2026*

**Bifurcation of nature of transactions for the proposed enhanced limits:**

**(Amt- Rs. in Crores)**

| Particulars | Transactions of AWL with WTPL | Transactions of BEOL with WTPL |
|---|---|---|
| Purchase of goods | - | 1,250 |
| Sale of goods | - | - |
| Receiving & rendering services (including reimbursements) | 4 | - |
| **Total** | **4** | **1,250** |

The proposed enhancements are intended to meet the anticipated business and operational requirements of the Company and its subsidiary(ies) and do not entail any change in the nature or pricing methodology of the transactions, which shall continue to be undertaken on an arm's length basis.

The Independent Directors of the Audit Committee, based on relevant details provided by the management as required by the applicable laws, have reviewed and approved on October, 27, 2026, the enhanced transaction limits as mentioned in Annexure-A, subject to approval of the Members. While according its approval, the Audit Committee noted that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

Accordingly, as per the applicable SEBI Listing Regulations, prior approval of the Members is being sought for enhanced limits.

In terms of SEBI Master Circular for compliance with the provisions of the SEBI Listing Regulations by listed entities dated January 30, 2026 covering disclosure requirement as per Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information.

***Pursuant to the SEBI Master Circular dated January 30, 2026, the Minimum Information relating to the proposed related party transaction(s) is provided herewith:***

| Sr No. | Particulars of the information | Information provided by the management |
|---|---|---|
| a | Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable. | As per Annexure - A |
| b | Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT. | |
| c | Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards. | The Audit Committee at its meeting held on October 27, 2026 has reviewed the certificates issued by the CFO and the CEO of the Company, as required under the RPT Industry Standards. |
| d | Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval. | The proposed material modification of material RPT has been approved by the Audit Committee and the Board in their respective meetings held on October, 27, 2026 and have recommended the same to the Members for approval. |
| e | Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT. | Not applicable |
| f | The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making. | None of the information has been redacted. The disclosures as mentioned in the table provided in Annexure – A provides all necessary information to the shareholders for informed decision making. |
| g | Comments of the Board/ Audit Committee of the Company, if any | None |
| h | Any other information that may be relevant | No other information apart from what has been disclosed in the table in Annexure – A is considered relevant. |

**Annexure – A"**

***Pursuant to the SEBI Master Circular dated January 30, 2026 the Minimum Information relating to the proposed material modification to the material RPT(s), in respect of item No. 1, is provided as under:***

| Sr. No. | Particulars of the information | Details |
|---|---|---|
| **A.** | **Details of the related party and transactions with the related party** | |
| **A(1)** | **Basic details of the related party** | |
| 1 | Name of the Related Party | Wilmar Trading Pte. Ltd. (WTPL) |
| 2 | County of incorporation of Related Party | Singapore |
| 3 | Nature of Business of Related Party | WTPL primarily acts as the global trading and distribution arm for Wilmar International Limited, one of Asia's largest agribusiness groups. It wholesales and merchandises a vast range of agricultural commodities, consumer food products, and industrial agri-products worldwide. It is engaged in international commercial trading, with core operations in the cross-border trading of edible oils and commodities. |
| **A(2) Relationship and ownership of the Related Party** | | |
| 1 | Relationship between the listed entity/subsidiary in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following: | WTPL is a wholly owned subsidiary of Wilmar International Limited, the ultimate holding company of the Company. BEOL is a step down subsidiary of the Company. |
| (a) | Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | Nil |
| (b) | Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Not applicable as WTPL is a company incorporated in Singapore |
| (c) | Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Nil |
| **A(3)** | **Details of previous transactions with Related Party** | |
| 1. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year 2025-26. | Rs. 13,558.51 Crores |

| | | |
|---|---|---|
| | (Amt- Rs. in Crores)<br>**Particulars** \| **Transactions of AWL with WTPL** \| **Transactions of Bangladesh Edible Oil Limited (BEOL, subsidiary of AWL) with WTPL** \| **Transactions of Omkar Chemical Industries Private Limited (OCIPL, subsidiary of AWL) with WTPL**<br>Purchase of goods (including net of gain/loss on commodity derivative contracts) \| 12,895.33 \| 575.77 \| 2.19<br>Sale of goods \| 83.81 \| - \| -<br>Receiving of services \| 1.41 \| - \| -<br>**Total** \| **12,980.55** \| **575.77** \| **2.19** | |
| 2. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter ended September 30 2026 viz. immediately preceding the quarter in which the approval is sought. | **Transactions of AWL with WTPL:**<br>**Nature of transactions** \| **Amount (Rs. In Crores)**<br>Purchase of goods (including net of gain/loss on commodity derivative contracts) \| 7,100.16<br>Sale of goods \| 46.13<br>Receiving and rendering of services \| 3.92<br>**Total** \| **7,150.21** |

<table>
<tr><td></td><td></td><td>Transactions of BEOL with WTPL:<table><tr><th>Nature of transactions</th><th>Amount (Rs. In Crores)</th></tr><tr><td>Purchase of goods</td><td>602.18</td></tr><tr><td>Total</td><td>602.18</td></tr></table>Transactions of OCIPL with WTPL:<table><tr><th>Nature of transactions</th><th>Amount (Rs. In Crores)</th></tr><tr><td>Purchase of goods (including net of gain/loss on commodity derivative contracts)</td><td>0.76</td></tr><tr><td>Total</td><td>0.76</td></tr></table></td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.</td><td>Nil</td></tr>
<tr><td>A (4)</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.<table><tr><th>Particulars</th><th>Transactions of AWL</th><th>Transactions of BEOL</th><th>Transactions of OCIPL</th></tr><tr><td>Purchase of goods</td><td>-</td><td>1,250</td><td>-</td></tr><tr><td>Sale of goods</td><td>-</td><td>-</td><td>-</td></tr><tr><td>Receiving & rendering services, including reimbursements</td><td>4</td><td>-</td><td>-</td></tr><tr><td>Total</td><td>4</td><td>1,250</td><td>-</td></tr></table></td><td>Rs. 1,254 Crores (Rupees One Thousand Two Hundred Fifty Four Crores only)<br><br>[over and above the already approved limits of Rs. 21,556 Crores (Rupees Twenty-One Thousand Five Hundred and Fifty-Six Crores Only)].<br><br>Note: The proposed approval of Rs. 1,254 Crores (Rupees One Thousand Two Hundred Fifty Four Crores Only) represents only the incremental enhancement over the previously approved respective transaction limits.</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year</td><td>Proposed Incremental Transactions<br>1.68% (for Rs. 1,254 Crores)<br><br>Aggregate Revised Limit<br>30.52% (for Rs. 22,810 Crores)</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a</td><td>BEOL:<br>Proposed Incremental Transactions<br>45.60% (for Rs. 1,250 Crores)</td></tr>
</table>

<table>
<tr><td></td><td>transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>Aggregate Revised Limit 72.97% (for Rs. 2,000 Crores)</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>AWL:<br>Proposed Incremental Transactions<br>0.002% (for Rs. 4 Crores)<br><br>Aggregate Revised Limit<br>12.44% (for Rs. 20,610 Crores)<br><br>BEOL:<br>Proposed Incremental Transactions<br>0.75% (for Rs. 1,250 Crores)<br><br>Aggregate Revised Limit<br>1.21% (for Rs. 2,000 Crores)</td></tr>
<tr><td>6</td><td>Financial performance of the related party (WTPL) for the immediately preceding financial year (FY 2025-26)</td><td><table><tr><th>Particulars</th><th>Amt.<br>(Rs. In Crores)</th></tr><tr><td>Standalone Turnover</td><td>1,65,678.27</td></tr><tr><td>Standalone Net Worth</td><td>4,952.11</td></tr><tr><td>Standalone Net Profit</td><td>1,273.53</td></tr></table></td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transactions</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Purchase of goods, receiving and rendering of services which include commission income, commission expense, reimbursements, technical testing and other services including management support services.</td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td><td>1. Purchase of goods which include edible oils (like Crude Palm Oil (CPO), Crude Palm Kernel Oil (CPKO), Soyabean Oil, Sunflower Oil, refined olien etc. and Purchase of Industrial Essential products like stearin, glycerine and other derivative products.<br><br>BEOL may, from time to time, enter into contracts and arrangements for the purchase of edible oils and industrial essential products, including but not limited to CPO, CPKO, Soybean Oil, Sunflower oil, refined olien, Stearin and Glycerine, on such terms and conditions in</td></tr>
</table>

| | | |
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| | | accordance with prevailing industry and business practices.<br><br>**Terms of Delivery:**<br>On Cost and Freight (CFR), Free on Board (FOB), Cost, Insurance and Freight (CIF), or such other delivery terms as may be mutually agreed between the parties.<br><br>**Payment Terms:**<br>Credit period of up to 180 days from the date of Bill of Lading (BL) or such other period as may be mutually agreed between the parties.<br><br>**Others Terms and conditions:**<br>Such other terms and conditions as may be mutually agreed between the parties in the ordinary course of business and in line with prevailing commercial and industry practices.<br><br>**2. Receiving and rendering of services which include commission income, commission expense, technical testing, reimbursements and other services including management support services.**<br><br>The Company may, from time to time, enter into arrangements with WTPL for earning or payment commission in connection with introducing customers, facilitating business transactions and supporting the execution of sales and related commercial activities.<br><br>The commission may be determined as a percentage of the transaction value or based on such other agreed performance metrics in accordance with the prevailing industry practices.<br><br>The Company may also avail management services from WTPL, including but not limited to services relating to plant utilization, technical support, operational efficiency, process improvement and other allied operational and business support services. |

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| | | Further, the Company may avail technical and other related services from WTPL in connection with its business, manufacturing and operational requirements, on such terms and conditions as may be mutually agreed between the parties in the ordinary course of business and in line with prevailing industry practices.<br><br>The Company may, from time to time, reimburse WTPL for the expenses incurred by WTPL on behalf of the Company in connection with its business, manufacturing, operational and administrative requirements. Such expenses may include, inter alia, travel and accommodation expenses, conveyance, transportation and logistics costs, expenses relating to deputation of personnel, training expenses, communication costs, procurement of materials or services, and other incidental or out-of-pocket expenses incurred for the benefit of the Company. The reimbursements shall be made on an actual-cost basis, against appropriate supporting documents, without any mark-up or profit element.<br><br>3.The shareholders, at the 28th Annual General Meeting held on July 7, 2026, had approved the aforesaid transactions between AWL, BEOL, OCIPL and WTPL for an aggregate value of up to Rs. 21,556 Crores. Subsequent to the said approval, the business requirements of BEOL has increased in view of increased sales projections and anticipated higher procurement volumes. Accordingly, it is proposed to enhance the approved transaction limits by Rs. 1,250 Crores for BEOL to ensure uninterrupted availability of raw materials and finished goods, operational flexibility and efficient supply chain management while providing |

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| | | adequate headroom to accommodate fluctuations in commodity prices, foreign exchange rates and procurement requirements during the approval period.<br><br>Further, it is also proposed to enhance the transaction limits for AWL in respect of receiving and rendering of services which include commission income, commission expense, technical testing, reimbursements and other services including management support services by Rs.4 Crores, aggregating to Rs. 10 Crores. |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | One year from the date of approval by shareholders of the resolution passed through postal ballot. |
| 4 | Whether omnibus approval is being sought? | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Rs. 1,254 Crores (Rupees One Thousand Two Hundred Fifty Four Crores).<br><br>[(over and above the already approved limits of Rs. 21,556 Crores (Rupees Twenty One Thousand Five Hundred Fifty Six Crores)]. |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPTs. | ***1) In respect of Purchase of Goods***<br><br>The Wilmar Group is one of Asia's leading agribusiness groups and among the largest global players in edible oil. It is a global leader in processing and merchandising of edible oils, oilseed crushing, sugar merchandising, milling and refining, production of oleochemicals, specialty fats, palm biodiesel, flour milling, rice milling and consumer pack oils. The proposed transactions of BEOL with WTPL shall be in the ordinary course of business and on an arm's length basis and are in the best interest of the Company and BEOL, inter alia, for the following reasons:<br><br>**(i) Operational Efficiency:**<br>WTPL, being part of an established global trading network with significant expertise in the edible oil sector, enables efficient sourcing, |

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| | | optimisation of procurement costs, and reduction in lead times, thereby ensuring timely availability of raw materials for the Company and BEOL's operations.<br><br>**(ii) Supply Chain Reliability and Risk Management:**<br>WTPL's strong relationships with global suppliers, logistics providers, and other market participants support continuity and reliability in supply and lifting arrangements. This helps the Company and BEOL mitigate supply-side risks and maintain operational stability at competitive prices.<br><br>**(iii) Strategic and Commercial Benefits:**<br>The Company along with BEOL benefits from access to an integrated global supply chain, market intelligence, and research-based insights, enabling improved planning, efficient inventory management, and enhanced responsiveness to market dynamics, including price volatility. The use of commodity derivative hedging instruments enables the Company along with BEOL to implement appropriate hedging strategies for mitigation of commodity price risks in a cost-effective and efficient manner.<br><br>**(iii) Overall Benefits to the Company:**<br>Collectively, the above factors contribute to cost competitiveness, operational efficiency, and continuity of business operations, thereby serving the best interests of the Company and its shareholders.<br><br>***2)In respect of receiving and rendering of services including reimbursements :***<br>The proposed arrangements relating to commission income/expense, technical testing, and management support services are undertaken in the |

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| | | ordinary course of business to facilitate efficient execution of commercial transactions and strengthen operational capabilities.<br><br>Commission arrangements enable effective customer introduction and business facilitation, thereby supporting revenue generation and market expansion. Technical testing services ensure product quality, compliance, and reliability as per industry standards, while management support services provide operational, technical, and advisory assistance to enhance plant efficiency, resource optimization, and overall business performance. These arrangements collectively contribute to improved operational efficiency, cost effectiveness, and value creation for the Company and are entered into in accordance with prevailing industry practices.<br><br>The proposed reimbursement arrangement is intended to facilitate the efficient conduct of the Company's business and operational activities by enabling WTPL to incur, on behalf of the Company, certain expenses relating to its manufacturing, administrative and other business requirements. The arrangement will ensure proper allocation of expenses to the Company to which they pertain, avoid duplication of payments and facilitate seamless business operations. Since the reimbursements will be restricted to actual expenses incurred, supported by appropriate documentation and without any mark-up or profit element, the arrangement is not intended to result in any additional financial benefit to WTPL. |
| 7 | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | None of the Directors, Key Managerial Personnel (KMP) of the Company, are in any way concerned or interested in the proposed transaction, except to |

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| | | the extent of common directorship/KMP positions and/or shareholding held in related party, directly or indirectly. |
| a | Name of the Director/KMP | Mr. Kuok Khoon Hong |
| b | Shareholding of the director / KMP, whether direct or indirect, in the related party | Mr. Kuok Khoon Hong is the Chairman, CEO, Director, shareholder & having an indirect deemed interest in the shareholding of Wilmar International Limited, the holding company of WTPL. |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | Not Applicable |
| 9 | Other information relevant for decision making. | All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice. |
| **B** | **Details for specific transactions** | |
| **B(1)** | **Sale, purchase or supply of goods or services or any other similar business transaction and trade advances** | |
| 1 | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | No bidding or other processes are applied to choose a party. |
| 2 | Basis of determination of price. | ***1) In respect of Purchase of Goods***<br>The pricing shall be benchmarked against publicly available quotations and data published by recognized industry sources, including edible oil associations, commodity exchanges, reputed international brokers, and third-party market intelligence providers. discounts and prevailing market practices.<br><br>***2)In respect of receiving and rendering of services including reimbursements:***<br>The commission income and commission expense shall be determined at rates aligned with prevailing market benchmarks. The pricing for technical testing services shall be on a pass-through basis and shall be determined based on the actual costs incurred.<br><br>The consideration for the management support and consultancy services shall be determined on a cost-to-cost basis |

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| | | with some reasonable markup to cover the administrative overheads.<br><br>The reimbursements shall be made on an actual-cost basis, against appropriate supporting documents, without any mark-up or profit element. |
| 3 | In case of Trade advance of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | In relation to the proposed transactions, no trade advances are currently envisaged to be extended to the related party. Accordingly, the disclosure of such details are presently not applicable. |
| a | Amount of Trade Advance | Nil |
| b | Tenure | NA |
| c | Whether same is self liquidating | NA |

Upon incorporating the aforesaid enhanced transaction limits into the existing approved limits of Rs. 21,556 Crores (Rupees Twenty-One Thousand Five Hundred Fifty-Six Crores), the revised aggregate limit for Related Party Transactions by the Company along with its subsidiaries BEOL and OCIPL, with WTPL shall stand enhanced to Rs. 22,810 Crores (Rupees Twenty-Two Thousand Eight Hundred Ten Crores) for the tenure approved by the shareholders via this postal ballot which is one year from the date of approval.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Based on the review and approval of the Independent Directors of the Audit Committee, the Board recommends passing of the Ordinary Resolution as set out in item no. 1 of this Notice, for approval by the Members of the Company.

Except for common directorship and/ or shareholding, if any, none of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution, as set out in item no. 1 of this Notice.

**Registered Office:**
"Fortune House"
Near Navrangpura Railway Crossing,
Ahmedabad – 380009
Gujarat, India
CIN – L15146GJ1999PLC035320
**E-mail:** investor.relations@awl.in
**Website :** www.awl.in
**Place:** Ahmedabad
**Date:** October 27, 2026

**By order of the Board**
**For, AWL Agri Business Limited**
**(Formerly known as Adani Wilmar Limited)**

**Sd/-**
**Darshil Lakhia**
**Company Secretary**
**M. No: A20217**