



ASIAN WAREHOUSING LIMITED

CIN: L01403MH2012PLC230719

Registered Office: 508, Dalamal House, J.B.Marg, Nariman Point, Mumbai, Maharashtra, India, 400021

Tel.: 022-22812000 | **Email:** info@asianw.com | **Website:** www.asianw.com

POSTAL BALLOT NOTICE

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

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of ASIAN WAREHOUSING LIMITED (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

An Explanatory Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed Mr. Hemanshu Upadhyay, Proprietor of M/s HRU & Associates, Practicing Company Secretaries as Scrutiniser (“Scrutinizer”) for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited (‘NSDL’) to provide remote e-voting facility to its members.

Members are requested to read the instructions given in the notes to this Postal Ballot Notice so as to cast their vote electronically.

The remote e-voting facility will be available during the following period:

Commencement of e-voting:	9:00 a.m. (IST) on Tuesday, December 10, 2024
End of e-voting:	5:00 p.m. (IST) on Wednesday, January 8, 2025

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorised by him. The results of e-voting will be announced on or before Friday, January 10, 2025, and will be displayed on the Company's website at www.asianw.com and the website of NSDL www.evoting.nsdl.com immediately.

The results will simultaneously be communicated to the BSE Limited and will also be displayed at the registered office of the Company.

SPECIAL BUSINESS

1. To alter the object clause of the Memorandum of Association of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 4, 13, 15, 110 read with Companies (Management and Administration) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, for the time being in force), and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, if any, the consent of the members of the Company be and is hereby accorded to alter the Main Objects clause of the Memorandum of Association [III A] by insertion of new clauses 2 to 16 after clause 1 as set out hereunder:

2. To carry on in India or elsewhere the business to grow, produce, buy, sell, resell, process, refine, bottle, crush, grind, grade, pack, repack, preserve, freeze, extract, bleach, transport, distribute, store, handle, market, supply or otherwise acquire or deal in and/or trade in rice, paddy, food grains of all kind, seeds, herbs, pulses, coffee, tea, wheat, spices, cereals, oils, ghee, diary, frozen foods, canned or pre-cooked foods, salt, vegetables, fruits and other forest and agricultural products and byproducts, and to carry on the business of wholesalers or retailers or as importers or exporters or as principals or agents, and for the purposes to buy, import, manufacture, process or otherwise acquire, export, sell, use merchandise, dispose of or otherwise trade or deal in all agricultural produce, livestock and industrial, commercial or consumer products, articles and things and to carry on the business of packing units, repacking units and processing plant including cutting, chopping, cleaning, packaging, repackaging of agricultural produce, vegetables, fruits, marine food, meat products and other food products.

3. To manufacture, process, prepare, preserve, can, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporters or importers or as principals or agents, in food grains, agricultural products, meats, eggs, poultry, vegetables, foodstuffs and consumable provisions of every description for human or animal consumption.
4. To carry on the business of buyers, sellers, traders, importers, exporters, manufacturers, processors, commission agents, distributors, dealers and representatives in any legal form for all kinds of agricultural food and beverages including but not limited to fruits, vegetables, cereals, coffee, tea, wheat, flour, food grains, pulses, rice, spices, sugar, sugar products, edible oil, cooking oil, mineral oil, cocoa based and other food products.
5. To process, prepare, preserve, refine, bottle, buy, sell and deal whether as wholesaler or retailers or as exporters or importers or as principals or agents or as keepers or dealers in all kinds of agricultural products, food products and any by-products or co-products thereof and to carry on the business of packing units, , repacking units and processing plant including cutting, chopping, cleaning, packaging, repackaging of agricultural produce, fresh vegetables, fruits, meat products and other food materials.
6. To carry on the business of farming, production, harvesting, procurement, grading, pooling, handling, marketing, and to grow, produce, manufacture, process, prepare, refine, extract, grind, bleach, buy, sell or otherwise deal in all kinds of agricultural and farm produce and products including grains, seeds, plants, flowers, vegetables, fruits and preparation of any nature or description.
7. To cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners and to set up processing unit for import, export, distribute or deal in agriculture produce of all description, like fruits, vegetable, seeds and herbal products and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items.
8. To cultivate, grow, produce or deal in agriculture produce and to carry on the business of agriculturists, farmers, gardeners, dairymen, dairy farmers, and to acquire, hold, buy or acquire freehold or leasehold agriculture land, farm, garden or any other, property and to act as growers of corn, hay, straw, seeds or animal feed and to deal in live-stock and deal in such business as may be required by farmers and dealers of agriculture produce.
9. To carry on the business of planters, growers and cultivators of seeds, vegetable, fruits and herbs and to cultivate, grow, produce or deal in vegetable, fruits and herbs and to undertake the activities for its processing, preservation or storage with the installation for plant, machinery, cold storage, air conditioning, refrigeration and other equipment and to provide consulting and support services.
10. To carry on the business of milling of grains by taking on lease, hire, purchase, erect, or otherwise acquire rice mills, husking mills, grinding mills, cleaning, grading, polishing of all kinds of pulses, rice, spices, and other food grains and cereals in any or all its branches as are required for effective discharge of these objects.
11. To carry on in India or elsewhere the business to manufacture, process, prepare, disinfect, compound, mix, clean, wash, crush, grind, segregate, pack, repack, add, remove, heat, grade, preserve, freeze, distillate, improve, buy, sell, resell, import, export, transport, distribute, store, dispose, develop, handle, manipulate, market, supply and to act as agents, job workers, representatives, consultants, collaborators, stockiest, or otherwise deal in all

types, descriptions, tastes, used and packs of consumer food items, their byproducts, ingredients, derivatives, residues including foods and vegetables, marine foods, forest foods, agricultural foods, packed foods, wheat flour, and other flour, and all kinds of food and food products, jams, jelly, squashes, pickles, spices, sausages, frozen foods, dehydrated foods, pre-cooked foods, canned foods, diet foods/drinks, preserved foods, health foods, fast foods, cream, cheese, butter, biscuits, breads, pastries, confectionery, sweets, chocolates, toffees, breakfast foods, cereal products and any other food products in and outside India.

12. To separate husks from paddy or other products therefrom of any description and to produce, purchase, sell, store, or otherwise deal in rice/paddy cereals, pulses and food grains of all kinds and other allied produce.
13. To treat, cure, submit to any process of manufacture and prepare for the market agricultural products of all kinds or things whatsoever including dairy, piggery, farm and garden produce of all kinds.
14. To carry on the business of bottlers, canners, packers, preservers, co-opters, dehydrators, manufacturers, dealers and merchants of fruits, herbs, vegetables, tonic, flavoured drinks, nectars, fruit juices, punches, vinegar, acetic acid, glucose, malts hops, mustard, pickles, sauces, squashes, syrups, essences, aerated waters, grains, meal, yeast and deal in all other such materials and things used in connection with any of the above.
15. To carry on the business of commission agents, consultants, brokers, stockists, warehouse keepers, importers, exporters, wholesalers or retailers of any or all other items mentioned above in para (12) to (14).
16. To enter into contracts in the nature of futures, options, hedges, derivatives, insurance, reinsurance etc., with bankers, brokers, dealers, intermediaries, merchants, commission agents, in respect of agricultural products like paddy, rice pulses, mustard seeds, etc. To sell, assign, pledge, hypothecate, redeem, cancel, dispose of, settle, and bring to account all or any of such transactions or contracts on redemption dates, anterior dates or extended dates.”

“RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid and accepted by the members, be adopted as the Memorandum of Association of the Company.”

“RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded for commencing and carrying on new business and activities as included in the Object Clause of the Company as altered above at such time or times as the Board may in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubts that may arise in this regard and to sign and execute all necessary documents, applications, agreements, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Regulatory Authority in respect of any matter(s) arising from or incidental to the said amendment.”

2. Appointment of Mrs. Sangeeta Vijay Kumar (DIN:10704866) as an Independent Director.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Sangeeta Vijay Kumar (DIN: 10704866) who was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from November 13, 2024, by the Board of Directors of the Company, pursuant to Section 161 of the Act and the Articles of Association of the Company and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from November 13, 2024 till November 12, 2029.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms/documents with the Ministry of Corporate Affairs and Stock Exchange and/or other authorities as may be required to give effect to this resolution.”

**By Order of the Board of Directors
For Asian Warehousing Limited**

Sd/-

Bhavik R. Bhimjyani

Chairman & Managing Director

DIN: 00160121

Place: Mumbai

Date: December 02, 2024

Registered Office:

508, Dalamal House, J.B.Marg,

Nariman Point, Mumbai,

Maharashtra, India, 400021

Tel.: 022-22812000

Email: info@asianw.com | Website: www.asianw.com

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms an integral part of this Notice.
2. **Dispatch of Postal Ballot Notice through electronic mode:**
In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/Link Intime India Private Limited, the Company's Registrars and Transfer Agent ('RTA'), as on **Friday, December 06, 2024 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the Cut-Off Date.
3. **Registration of e-mail ID:**
In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address.
Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:
(i) Members holding shares in electronic mode, can register their email ID by contacting their respective Depository Participant(s) where they maintain their demat accounts.
(ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.asianw.com) duly filled and signed along with requisite supporting documents to Link Intime India Private Limited at C-101, 247 Park, LB S Marg, Vikhroli (West), Mumbai - 400 083.
4. **Remote e-Voting facility:**
In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in note no. 14 of this Notice.
5. **Remote E-voting period:**
The remote e-Voting shall commence on **Tuesday, December 10, 2024, at 9:00 a.m. (IST) and shall end on Wednesday, January 8, 2025, at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the

Cut-Off Date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

6. The Board of Directors of the Company has appointed Mr Hemanshu Upadhyay Membership No. ACS- 46800, CP No. 20259 of M/s. HRU & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner. The Scrutinizer has consented to act as Scrutinizer for this postal ballot.
7. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the postal ballot through remote e-Voting within two working days from the conclusion of the postal ballot through remote e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.
8. The result of the postal ballot declared along with the Scrutinizer's Report ('Result') shall be placed on the Company's website www.asianw.com, and on the website of NSDL www.evoting.nsdl.com immediately after the Result is declared by the Chairman or any other person so authorised by him, and the same shall be communicated to the Stock Exchange, i.e., BSE Limited ('BSE'), where the equity shares of the Company are listed. The Result shall also be displayed on the notice board of the Company at its Registered Office at 508, Dalamal House, J.B. Marg, Nariman Point, Mumbai, Maharashtra, India, 400021.
9. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-Voting i.e., **Wednesday, January 08, 2025**. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the Members.
10. Members may download the Notice from the website of the Company at www.asianw.com or the website of NSDL at www.evoting.nsdl.com A copy of the Notice is also available on the website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
13. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents

can send an email to info@asianw.com mentioning his / her / its folio number / DP ID and Client ID.

14. Process to vote electronically using NSDL e-Voting system.




Members can cast their votes electronically on NSDL e-Voting system through an easy “Two-Step Process” as mentioned below:

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are 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 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

	<p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="742 772 1252 1064" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 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. 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 & New System Myeasi Tab and then click on registration option.

	<p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 132337 then user ID is 132337001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and

open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hemanshu.upadhyay14@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 info@asianw.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@asianw.com. If you are an Individual shareholder

holding securities in demat mode, you are requested to refer to the login method explained at *step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.*

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

15. Nomination Facility:

Members are requested avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013 (“Act”). Members desiring to avail of this facility may send their nomination in the prescribed form SH-14 duly filled-in to Link Intime at the following address. Form SH-14 is also available on the website of the Company and can be accessed at the weblink:

<https://www.asianw.com/Pdf%20Files/Investor%20Related%20Forms/Form%20No.%20SH-14.pdf>

Members holding shares in dematerialised mode are requested to contact their respective Depository Participant (DP) for availing this facility.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 1 and Item No. 2 of this Postal Ballot Notice.

Item No. 1: To alter the object clause of the Memorandum of Association of the Company

Your Company is currently engaged in the business of Warehousing and Logistics. However, in line with our strategic goals to diversify and enhance the growth of the Company, we are exploring new business opportunities that can create synergies with our existing operations and unlock further avenues for value creation.

In order to expand and strengthen our business, we propose to enter into the business of agricultural products and food processing, including, but not limited to, growing, producing, buying, selling, processing, refining, bottling, packaging, distributing, and trading in a wide range of food grains, agricultural products, seeds, fruits, vegetables, spices, oils, dairy products, and other food products.

This business diversification aligns with our long-term objectives of creating a more diversified, sustainable, and profitable organization.

Section 13 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of its Memorandum of Association (the "MoA"). The Board of Directors, on December 02, 2024, has approved the aforesaid alteration in the Object Clause of the MoA of the Company, subject to the approval of the Members of the Company by way of postal ballot. The special resolution passed by postal ballot shall be filed with the Registrar of Companies who shall register the alteration of the MoA with respect to the objects of the Company and certify the registration.

The Board has recommended approval of the resolution as set out in the accompanying Notice as a special resolution. Considering the above facts, the approval of the Members is sought through remote e-voting via postal ballot for effecting the alteration in the existing Object Clause of the MoA of the Company by adding new subclauses in Clause III [A] of the Memorandum of Association.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the resolution for approval of the Members. The existing Object Clause of the MoA is available for inspection by the Members on the Company's website.

The Board of Directors consider the proposed Special Resolution in the interest of the Company and recommend the alteration of objects clause of the MoA, as set forth in Item No. 1 of this Notice, for your approval.

Item No. 2: Appointment of Mrs. Sangeeta Vijay Kumar (DIN:10704866) as an Independent Director.

Consequent to the tenure completion of Mr. Manohar Kumar, the Board of Directors at their meeting held on November 13, 2023, based on the recommendation of Nomination and Remuneration Committee (herein after referred to as “NRC”), and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, and Regulation 16 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), appointed Mrs. Sangeeta Vijay Kumar as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from November 13, 2024 to November 12, 2029.

Pursuant to Regulation 17(1C) of Listing Regulations, Mrs. Sangeeta Vijay Kumar shall hold office until the date of the next General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Mrs. Sangeeta Vijay Kumar is a Chartered Accountant with over 15 years of extensive experience. She specializes in Statutory Audits, Direct Taxation, and Corporate Social Responsibility (CSR) & Sustainability Reporting for corporate organizations. After earning her fellowship from the Institute of Chartered Accountants of India (ICAI) in 2014, she has further strengthened her expertise by completing various certificate courses in IND AS, BRSR, and FAFD. She is also a certified Peer Reviewer by the Professional Review Board (PRB) and holds a certification in computer programming. In addition to her professional roles, she is an active thought leader and has been a guest speaker and panellist on topics such as Social Audits and the Social Stock Exchange. The Board was satisfied that the appointment of Mrs. Sangeeta Vijay Kumar is justified due to her expertise in the field of accounting and taxation.

The Board noted that Mrs. Sangeeta Vijay Kumar’s background, qualification, experience, skills, attributes and personality is in coherence with the criteria, role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

Further, Mrs. Sangeeta Vijay Kumar has confirmed that she is independent of the Management of the Company and that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

The profile and specific areas of expertise of Mrs. Sangeeta Vijay Kumar and other relevant information as required under SEBI Listing Regulations and Secretarial Standard on General Meetings are provided as an annexure to this Notice.

In the opinion of the Board, Mrs. Sangeeta Vijay Kumar is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for her appointment as an Independent Director of the Company.

Further the Board has also appointed Mrs. Sangeeta Vijay Kumar as the Chairperson and Member of the Stakeholders' Relationship Committee, Audit Committee and Nomination and Remuneration Committee effective November 13, 2024.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto and forms a part of this Postal Ballot Notice.

A copy of the letter of appointment of Mrs. Sangeeta Vijay Kumar setting out the terms and conditions of her appointment are hosted on the Company's website at www.asianw.com and are open for inspection by Members at the Registered Office of the Company during normal business hours on working days.

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, except Mrs. Sangeeta Vijay Kumar, to whom the resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

In compliance with the provisions of Section 149 of the Act read with Schedule IV to the Act and Regulation 17 and 25 of the SEBI Listing Regulations, the approval of the Members is sought for the appointment of Mrs. Sangeeta Vijay Kumar as an Independent Director on the Board of the Company, as a special resolution as set out above.

The Board recommends the special resolution as set forth in Item No. 2 of this Notice, for the approval of the Members.

**By Order of the Board of Directors
For Asian Warehousing Limited**

Sd/-

Bhavik R. Bhimjyani

Chairman & Managing Director

DIN: 00160121

Mumbai

December 02, 2024

Registered Office:

508, Dalamal House, J.B.Marg,

Nariman Point, Mumbai,

Maharashtra, India, 400021

Tel.: 022-22812000

Email: info@asianw.com | Website: www.asianw.com

ANNEXURE

INFORMATION OF DIRECTOR SEEKING APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS:

Name of the Director	Mrs. Sangeeta Vijay Kumar
DIN	10704866
Designation	Independent Director
Date of Birth	07.04.1973
Age	51 years
Nationality	Indian
Profile and Expertise in specific functional areas	With over 15 years of extensive experience in the field of Chartered Accountancy, Mrs. Sangeeta Vijay Kumar specializes in Statutory Audits, Direct Taxation, and Corporate Social Responsibility (CSR) & Sustainability Reporting for corporate organizations. After earning her fellowship from the Institute of Chartered Accountants of India (ICAI) in 2014, she has further strengthened her expertise by completing various certificate courses in IND AS, BRSR, and FAFD. She is also a certified Peer Reviewer by the Professional Review Board (PRB) and holds a certification in computer programming. In addition to her professional roles, she is an active thought leader and has been a guest speaker and panelist on topics such as Social Audits and the Social Stock Exchange.
Qualification	Chartered Accountant
Experience	Experience in the field of Chartered Accountancy, Mrs. Sangeeta Vijay Kumar specializes in Statutory Audits, Direct Taxation, and Corporate Social Responsibility (CSR) & Sustainability Reporting for corporate organizations.
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements	Leadership experience, Financial and Management Expertise, understanding of the changing regulatory landscape. (Refer notice and explanatory statement.)

Terms and Conditions of appointment	5 years i.e. November 13, 2024, to November 12, 2029.
Details of Remuneration sought to be paid, and the remuneration last drawn	Sitting fees as approved by the Board from time to time.
Listed entities in which the director has resigned in the past three years	Nil
Date of first appointment by the Board	13.11.2024
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mrs. Sangeeta Kumar is not related to any Director and Key Managerial Personnel
Number of Meetings of the Board attended during the year 2024-25	Nil
Directorship in other Companies	1. Neelkanth Limited 2. Neelkanth Realtors Limited
Membership/ Chairmanship of Committees of other Boards	<u>Neelkanth Limited</u> Audit Committee- Chairperson Nomination & Remuneration Committee – Chairperson Stakeholders Relationship Committee – Chairperson <u>Neelkanth Realtors Limited</u> Audit Committee- Chairperson Nomination & Remuneration Committee – Chairperson Stakeholders Relationship Committee – Member