

Date: 14th July, 2023

To,
The Manager (CRD)
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001.

Scrip Code: 543927

Dear Sir / Madam,

Subject: Intimation pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 11th Annual General Meeting (“AGM”) of the Company is scheduled to be held on Monday, 7th August, 2023 at 9.45 A.M. (IST) at Wodehouse Gymkhana, 182, Maharshi Karve Road, Nariman Point - 400021, Maharashtra, India.

You are requested to take note of the same.

Thanking you,

Yours truly,

For **Asian Warehousing Limited**

Bhavik R. Bhimjyani
Chairman & Managing Director
DIN: 00160121

NOTICE OF 11TH ANNUAL GENERAL MEETING

Notice is hereby given that the Eleventh (11th) Annual General Meeting (“AGM”) of the members of Asian Warehousing Limited (CIN: U01403MH2012PLC230719) will be held on Monday, 7th August, 2023 at 9.45 A.M. (IST) at Wodehouse Gymkhana, 182, Maharshi Karve Road, Nariman Point- 400021, Maharashtra, India to transact the businesses mentioned below:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the reports of the Board of Directors' and Auditors' thereon and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the reports of the Board of Directors' and Auditors' thereon be and are hereby received, considered and adopted.”

2. To appoint a director in place of Mrs. Asha Y. Dawda (DIN: 06897196), who retires by rotation and being eligible, offered herself for re-appointment as director, and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mrs. Asha Y. Dawda (DIN: 06897196), Director of the Company, who retired by rotation and being eligible, had offered herself for re-appointment, be and is hereby re-appointed as a director of the Company, who shall be liable to retire by rotation.”

SPECIAL BUSINESS:

3. **RE-APPOINTMENT OF MR. BHAVIK R. BHIMJYANIAS MANAGING DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Articles of Association of the Company, as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company, Mr. Bhavik R. Bhimjyani (DIN: 00160121), be and is hereby re-appointed as Managing Director of the Company, for a further period of 3 (three) years w.e.f. 25th February, 2024 to 24th February, 2027 at a remuneration of Rs. 5.00 Lakh per month with the authority to the Board of Directors of the Company to revise the terms, on recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, with regard to the remuneration from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Bhavik Bhimjyani as Managing Director of the Company, the payment of remuneration as approved by this resolution shall be payable as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

4. RE-APPOINTMENT OF MR. YOGESH THAKKAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149(10), 152 and other applicable provisions of the Companies Act, 2013 and Schedule IV thereto read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as per applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the enabling provisions of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Yogesh Thakkar (DIN: 07275147) who holds office as an Independent Director of the Company upto 24th February, 2024 and who has submitted the declaration that he meets the criteria for independence as provided under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby re-appointed as an Independent Director (Non-Executive) of the Company for a second term of 5 (five) consecutive years w.e.f. 25th February, 2024, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

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

**Bhavik R. Bhimjyani
Chairman & Managing Director
DIN: 00160121**

Place: Mumbai

Date: 11th July, 2023

Registered Office:

508, Dalamal House, J. B. Road,
Nariman Point, Mumbai – 400 021,
Maharashtra, India.

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORMS, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Further, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

2. The Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 ("Act"), in respect of special businesses is annexed hereto and forms part of the Notice.
3. Members are requested to bring Attendance slip to the meeting.
4. The Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 and subsequent circulars issued in this regard, the latest being SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 ("SEBI Circulars") has given relaxation from sending hard copy of Annual Reports containing salient features of all the documents prescribed in Section 136 of the Act.
5. In compliance with the aforesaid SEBI Circulars, Notice of the 11th AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website viz. www.asianw.com, website of the BSE Limited viz. www.bseindia.com and on the website of RTA viz. www.instavote.linkintime.co.in.
6. Members who hold shares in dematerialized form are requested to bring their Client ID and DP-ID for easier identification of attendance at the meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

8. Institutional / Corporate Shareholder (i.e. other than Individuals, HUF, NRI, etc.) are requested to send scanned copy (PDF/JPG format) of its Board Resolution, passed pursuant to Section 113 of the Act, authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution shall be sent to the Scrutinizer by e-mail through its registered email address at manish@csmanishb.in with copy marked to the Company at info.asianw@gmail.com and to RTA at instameet@linkintime.co.in.
9. Route-map of the venue of the 11th Annual General Meeting of the Company is provided in the Annual Report for the convenience of the members.
10. Pursuant to the provisions of Section 91 of the Act and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 1st August, 2023 to Monday, 7th August, 2023 (both days inclusive) for the purpose of ensuing 11th AGM.
11. Relevant documents referred to in accompanying Notice and the Statement pursuant to Section 102 of the Act is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the ensuing Annual General Meeting.
12. Brief resume of directors proposed to be re-appointed or whose remuneration is proposed to be approved at the ensuing 11th Annual General Meeting in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard-2 on "General Meetings" is annexed to the Notice dated 11th July, 2023.
13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 5 days prior to the date of AGM, through email on info.asianw@gmail.com. The same will be replied by the Company suitably.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number ("PAN"), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR Code, IFSC Code, etc.
 - **For shares held in electronic form:** To their respective Depository Participants only and not to the Company's RTA. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its RTA in providing efficient and better services to the members.

- **For shares held in physical form:** To the Company's RTA in prescribed Form ISR -1 and other forms as prescribed by the SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, as per instructions mentioned in the form. The said forms can be downloaded from the Company's website viz. www.asianw.com.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
 16. The SEBI has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available if the Company proposes to avail NECS Facility. The members who have not updated their bank account details and wish to avail such facility in future are requested to update their bank account details by submitting form ISR-1 and ISR-2, available on Company's website viz. www.asianw.com.
 17. The SEBI vide its notification dated 24th January, 2022 has amended Regulation 40 of the Listing Regulations and has mandated that all requests for transfer of securities including requests for transmission or transposition of securities shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form, so they can transfer their shares in future, if so desire. However, members can continue to hold shares in physical form. Members can contact the Company or our RTA for assistance in this regard.
 18. Members are requested to forward their all communications to the RTA of the Company and are further requested to always quote their folio number / DP ID – Client ID in all correspondences.
 19. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
 20. Members may please note that the SEBI vide Gazette Notification no. SEBI/LAD-NRO/GN/2022/66 dated 24th January, 2022 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only; therefore while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and

transposition received from the shareholder / claimant, the RTA of the Company shall verify and process the said request, and after removing objections, if any, intimate the shareholder / claimant about its execution/issuance of new certificate as may be applicable. However, the RTA shall retain the physical share certificate with them and shall issue 'Letter of Confirmation' to the shareholder / claimant in lieu of physical share certificate(s). The shareholder / claimant shall lodge request for dematerialization of shares along with the original Letter of Confirmation received from the RTA within 120 days (One Hundred and Twenty days) of issue of the Letter of Confirmation to his Depository Participant (DP). In case the shareholder / claimant fails to submit the demat request within the aforesaid period, the Company shall credit shares to Suspense Escrow Demat Account of the Company opened for the said purpose. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.asianw.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

21. Non-Resident Indian members are requested to inform the Company's Registrar and Share Transfer Agents, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
22. As per the provisions of Section 72 of the Act and the aforesaid SEBI Circulars, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the Company's website viz. www.asianw.com. Members are requested to submit these details to their DP in case the shares are held in electronic form, and to the RTA of the Company in case the shares are held in physical form.
23. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Act are open for inspection at the Registered Office of the Company during the office hours on all working days, except Saturdays between 11.00 a.m. and 1.00 p.m. upto the date of the 11th AGM and will be open for inspection during the AGM also.
24. The Notice of the 11th AGM, along with Annual Report for the financial year 2022-23 and instructions for e-voting, Attendance Slip and Proxy Form are being sent by electronic mode to all members whose email address are registered with the Company / Depository Participant(s) unless a member has requested for hard copy of the same.

Members may also note that the Notice and 11th Annual Report for the financial year ended 31st March, 2023 is also available on the website of the Company at www.asianw.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.

25. Members are requested to forward all communications to the RTA of the Company and are further requested to always quote their Folio Number / DP ID-Client ID in all correspondences with the Company.
26. To support the Green Initiative, members who have not registered their email addresses are requested to register the same with the Company's RTA/ their Depository Participants, in respect of shares held in physical and electronic mode, respectively.
27. The cut-off date for the purpose of determining eligibility of members for voting (both remote e-voting and voting through polling papers at the AGM) in connection with the 11th Annual General Meeting has been fixed as Monday, 31st July, 2023.
28. Information and other instructions relating to the e-voting:
 - a) In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed at the 11th Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
 - b) The Company has engaged the services of National Securities Depository Limited ("NSDL") as agency to provide e-voting facility.
 - c) The facility for voting through polling papers shall be made available at the 11th Annual General Meeting and the members attending the meeting, who have not cast their vote by remote e-voting shall be able to vote at the meeting through polling papers.
 - d) The members who have cast their vote by remote e-voting may also attend the meeting, but shall not be entitled to cast their vote again.
 - e) The remote e-voting shall commence on Friday, 4th August, 2023 (9.00 A.M.) and end on Sunday, 6th August, 2023 (5.00 P.M). The remote e-voting module shall be disabled by NSDL for voting

thereafter. The members, whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. Monday, 31st July, 2023, may cast their vote electronically. Once the vote on a resolution is cast by a shareholder, he /she shall not be allowed to change it subsequently.

- f) The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- g) A person, whose name is recorded in the Register of Members maintained by the Registrar and Share Transfer Agent or in the List of Beneficial Owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting and voting at meeting through polling papers and the person who is not a member as on the cut-off date should treat this notice for information purpose only.
- h) The Board of Directors of the Company has appointed CS Manish Baldeva, Proprietor of M/s. M Baldeva Associates, Company Secretaries, Thane (FCS No.: 6180 / CP No.:11062) as Scrutinizer to scrutinize the voting through remote e-voting process and polling papers at the AGM in a fair and transparent manner.
- i) Any person who acquires shares and become member of the Company after dispatch of the Notice of the Meeting and holding shares as on cut-off date, may obtain User ID and password by sending request at mail to: evoting@nsdl.co.in. However, if the member is already registered with NSDL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting.
- j) The Scrutinizer, after scrutinizing the votes cast at the meeting through polling papers and through remote e-voting will, within 2 working days of the conclusion of the meeting, make Consolidated Scrutinizer's Report and submit the same to the Chairman of the meeting or to such other person as may be authorized by the Chairman who shall countersign the same and declare the result of the voting forthwith. The results declared along with Consolidated Scrutinizer's Report shall be placed on the website of the Company www.asianw.com and on the website of the NSDL www.evoting.nsdl.com. The results shall simultaneously be communicated to the stock exchange viz. BSE Ltd.
- k) Subject to receipt of requisite number of votes in favour, the resolutions shall be deemed to be passed on the date of the meeting i.e. Monday, 7th August, 2023.

PROCEDURE / INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

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 digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the

	<p>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>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 use your existing my easi username & password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 are 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.</p> <p>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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

B) Login Method for e-Voting 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.

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 101456 then user ID is 101456001***

4. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

5. 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.co.in 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.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. 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 is in active status.
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 manish@csmanishb.in with a copy marked to evoting@nsdl.co.in. 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 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawale at evoting@nsdl.co.in

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 evoting@nsdl.co.in
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 evoting@nsdl.co.in
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.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 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.

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

**Bhavik R. Bhimjyani
Chairman & Managing Director
DIN: 00160121**

**Place: Mumbai
Date: 11th July, 2023**

Registered Office:
508, Dalamal House, J. B. Road,
Nariman Point, Mumbai – 400 021,
Maharashtra, India.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Item No. 3

Mr. Bhavik R. Bhimjyani, Managing Director of the Company looks after day-to-day business affairs of the Company and is associated with the Company since its incorporation.

The members of the Company at their 6th Annual General Meeting held on 30th September, 2019 appointed Mr. Bhavik R. Bhimjyani as Managing Director of the Company for a period of 5 (five) years w.e.f. 25th February, 2019, accordingly his current term is upto 24th February, 2024.

Considering the knowledge, expertise, experience and contribution made by Mr. Bhavik R. Bhimjyani in progress of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee of the Company, the Board of Directors of the Company at its meeting held on 11th July, 2023 re-appointed Mr. Bhavik R. Bhimjyani as Managing Director of the Company for a further period of 3 (three) years w.e.f. 25th February, 2024 to 24th February, 2027 on a remuneration of Rs. 5.00 Lakh per month, subject to the approval of the members of the Company at their general meeting.

Accordingly, the Board recommends passing of the Special Resolution as set out at item no.3 of the Notice for approval of the members.

Brief resume of Mr. Bhavik R. Bhimjyani and other relevant details relating to his re-appointment, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and as required under Schedule V of the Act forms part of this Notice.

The copy of draft letter of re-appointment of Mr. Bhavik R. Bhimjyani is available for inspection by the members at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day of the Company upto the date of AGM.

Except Mr. Bhavik R. Bhimjyani, being the appointee, and his relatives, none of the other Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 4

Mr. Yogesh Thakkar (DIN: 07275147) was appointed as an Independent Director of the Company to hold office as such for a term of 5 (five) consecutive years w.e.f. 25th February, 2019, accordingly his current tenure as an Independent Director of the Company ends on 24th February, 2024.

In accordance with the provisions of Section 149(10) of the Act, an Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such re-appointment in the Board's Report.

Considering his knowledge, expertise and experience and performance evaluation of his first term of 5 (five) years, and based on the recommendation of the Nomination and Remuneration Committee, the Board, in line with the Company's policy on Director's Appointment and Remuneration has proposed the re-appointment of Mr. Yogesh Thakkar as an Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f. 25th February, 2024, who shall not be liable to retire by rotation. The Board considers that his continued association would be of immense benefit to the Company, and it is desirable to continue availing expertise of Mr. Yogesh Thakkar as an Independent Director.

The Company has also received all statutory disclosures and declarations from Mr. Yogesh Thakkar including his consent to continue to act as an Independent Director of the Company.

In the opinion of the Board, Mr. Yogesh Thakkar fulfils the conditions as set out in Section 149(6) read with Schedule IV of the Act and Regulation 16(1)(b) of the Listing Regulations for being eligible for reappointment as an Independent Director of the Company; and he is independent of the management of the Company. Further, Mr. Yogesh Thakkar is not disqualified from being appointed as a director in terms of Section 164 of the Act. Mr. Yogesh Thakkar is not holding any shares in the Company.

Accordingly, the Board recommends the Special Resolution as set out at item no.4 of the Notice for approval of the members in relation to his re-appointment as an Independent Director for a second term of 5 (five) consecutive years w.e.f. 25th February, 2024.

The copy of draft letter of re-appointment of Mr. Yogesh Thakkar is available for inspection by the members at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day of the Company upto the date of AGM.

Brief resume of Mr. Yogesh Thakkar and other relevant details relating to his re-appointment, as required under the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India forms part of this Notice.

Except Mr. Yogesh Thakkar, being the appointee, and his relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

INFORMATION OF DIRECTORS BEING PROPOSED TO BE RE-APPOINTED AND WHOSE REMUNERATION IS TO BE APPROVED AS PER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) IS GIVEN BELOW:

Name of Directors	Mr. Bhavik Bhimjyani	Mrs. Asha Y. Dawda	Mr. Yogesh Thakkar
Designation	Chairman and Managing Director	Director	Independent Director
Date of Birth / Age	21 st June, 1978 / 45 years	15 th July, 1963 / 59 years	1 st August, 1968 / 54 years
Nationality	Indian	Indian	Indian
Qualifications	MBA	Bachelor of Commerce	Bachelor of Commerce
Experience (including nature of expertise in specific functional areas / Brief Resume	Mr. Bhavik Bhimjyani, aged 45 years is a graduate and MBA from Wharton School of Management, University of Pennsylvania. He was with the Mergers and Acquisitions Group at Lazard Freres in New York. On returning to India sometime in 2003, he started taking active interest in the Business.	Mrs. Asha Y. Dawda, aged 59 years is a graduate in Commerce and has 27 years' experience in administration and management as well as trading and marketing of products.	Mr. Yogesh Thakkar, aged 54 years is a graduate in Commerce. He has an overall experience of 33 years' in office administration and management as well as trading and marketing of products.
Terms and Conditions of re-appointment	For a period of 3 (three) years w.e.f. 25 th February, 2024.	In terms of Section 152(6) of the Companies Act, 2013, Mrs. Asha Dawda will be liable to retire by rotation.	For a period of 5 (five) years w.e.f. 25 th February, 2024
Details of remuneration sought to be paid	Rs. 5.00 Lakh per month	Sitting fees as may be approved by the Board from time to time.	Sitting fees as approved by the Board from time to time.
Remuneration last drawn, if applicable	Nil.	Nil.	Nil.
Date of first appointment on the Board	8 th May, 2012	25 th February, 2019	25 th February, 2019

Shareholding in the Company (Equity Shares of Rs. 10/- each) as on 31st March, 2023	5,04,173 shares	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related	Not related	Not related
Number of meetings of the Board attended during the year 2022-23	6 (six)	6 (six)	6 (six)
Directorship held in other Companies	<ol style="list-style-type: none"> 1. R T Exports Ltd. 2. R Tulsidas Agroproducts Pvt. Ltd. 3. R T Agro Private Limited 4. Neelkanth Woods and Construction Pvt. Ltd. 5. Titan Agri Developers Pvt. Ltd. 6. Mountain View Agri Estates Pvt. Ltd 7. Neelkanth Agri Villas Pvt. Ltd. 8. Rose Land Infrastructure Pvt. Ltd. 9. Kutch Warehouses Pvt Ltd. 10. Neelkanth Realtors Private Limited 11. Harshdip Investments Pvt. Ltd. 12. Neelkanth Land Developers Pvt Ltd 13. Neelkanth Realty Pvt. Ltd. 14. Neelkanth Property Developers Private Limited 	R T Exports Ltd.	R T Exports Ltd.

	15. Amity Properties Pvt Ltd 16. Century Agro Farms Land Private Limited		
List of Membership / Chairmanship of Committees of other Boards	R T. Exports Limited 1. Audit Committee - Member 2. Nomination and Remuneration Committee - Member 3. Stakeholders' Relationship Committee - Member	Not Applicable	R T. Exports Limited 1. Audit Committee - Chairman 2. Nomination and Remuneration Committee - Chairman 3. Stakeholders' Relationship Committee - Chairman
Names of listed entities from which the appointee has resigned in the past three years	Not Applicable	Not Applicable	Not Applicable
Skills and capabilities required for the role and manner in which the proposed appointee meets such requirements, in case appointment of independent director	Not Applicable	Not Applicable	Considering his expertise and experience as mentioned above.

By Order of the Board of Directors
of Asian Warehousing Limited

Bhavik R. Bhimjyani
Chairman & Managing Director
DIN: 00160121

Place: Mumbai
Date: 11th July, 2023

Registered Office:
508, Dalamal House, J. B. Road,
Nariman Point, Mumbai – 400 021,
Maharashtra, India.

Additional information as required under Part II of Schedule V of the Companies Act, 2013 are given below:

I General Information:	
1. Nature of Industry	Food Storage Facilities
2. Date or expected date of commencement of commercial production	The Company is in existence and in operation since 2012.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NotApplicable
4. Financial performance based on given indicators	EPS: Rs.0.49 Return on Net Worth: 0.66 Debt Equity Ratio: 0.29
5. Foreign Investments or Collaborations, if any	NotApplicable
II Information about the director:	
Mr. Bhavik R. Bhimjyani	
1. Background details	Mr. Bhavik R. Bhimjyani is a Director of Asian Warehousing Limited since Incorporation and he has been appointed as Managing Director of the said Company since 24 th February, 2019. He is a graduate and MBA from Wharton School of Management, University of Pennsylvania. He was with the Mergers and Acquisitions Group at Lazard Freres in New York. On returning to India sometime in 2003, he started taking active interest in the Business.
2. Past Remuneration	Nil
3. Recognition or awards	NotApplicable

4. Job profile and his suitability	His current term of appointment as a Managing Director of the Company will expire on 24 th February, 2024. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Bhavik R. Bhimjyani should be available to the Company.
5. Remuneration proposed	Rs.5.00 Lakh p.m.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mr. Bhavik R. Bhimjyani has rich experience of handling various areas of business. He has begun a lot of new initiatives in the Company since he joined as Managing Director. Considering his general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	Mr. Bhavik R. Bhimjyani has a relationship with the Company as Managing Director. He is also a shareholder of the Company. He is not related to any directors of the Company.
III Other Information:	
1. Reasons of loss or inadequate profits	Current level of business activities are at lower level, hence could not achieve higher level of profits.
2. Steps taken or proposed to be taken for improvement	The company is trying to increase its business and turnover to in profitability.
3. Expected increase in productivity and profits in measurable terms	The company hopes to increase in the revenue and profits by improved merging is future.

IV Disclosures	
1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors	Rs.5.00 Lakhs per month
2. Details of fixed component and performance linked incentives along with the performance criteria	The Company pays fixed remuneration. There is no performance linked incentives.
3. Service contracts Notice period Severance fees	For 3 year, 25 th February, 2024 one month notice period. no severance fees.
4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Nil