

**Materiality of and Dealing with the Related Party Transaction
(adopted on April 01, 2023)**



1. Preamble:

The Board of Directors (“the Board”) of Asian Warehousing Limited (the “Company”), has adopted the following policy and procedures regarding Related Party Transactions. This policy outlines the procedures that must be followed by the Company to ensure compliance with applicable laws and regulations governing Related Party Transactions. This policy is applicable to Asian Warehousing Limited and is intended to regulate transactions between the Company and its Related Parties based on the applicable laws and regulations.

2. Purpose:

This policy has been framed to comply with Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modifications, amendments, or re-enactments thereof) and in terms of Section 188 of the Companies Act, 2013, along with the relevant Rules framed thereunder (including any modifications, amendments, or re-enactments thereof). The policy ensures the proper approval, disclosure, and reporting of transactions between the Company and its Related Parties.

Related Party Transactions are deemed appropriate only if they serve the best interests of the Company and its shareholders. The Company is required to disclose such transactions annually in the Financial Statements and the Annual Report, as well as to maintain policies concerning transactions with Related Parties.

To ensure compliance with the aforementioned requirements under the Companies Act, 2013, and the SEBI LODR Regulations (including any modifications, amendments, or re-enactments thereof), the Board of Directors of the Company, acting upon the recommendations of the Audit Committee, has approved and adopted the policy and procedures related to Related Party Transactions.

This policy primarily considers the provisions of the Companies Act, 2013, SEBI LODR Regulations, and relevant Indian Accounting Standards (IND AS). It supplements the Company's other policies, practices, and delegation of authorities, ensuring that contracts or arrangements are approved in the specified manner and by the specified authority.

3. Definitions:

1. Audit Committee or Committee: Refers to the Committee of the Board of Directors of the Company, constituted under Section 177 of the Companies Act, 2013, and Regulation 18 of the SEBI LODR Regulations, 2015, for audit-related purposes.

2. Board: Refers to the Board of Directors of the Company.

3. Companies Act, 2013: Refers to the Companies Act, 2013, including the Rules framed thereunder and any modifications, amendments, or re-enactments thereof.

4. Related Party Transaction: Refers to the transfer of resources, services, or obligations between:

- The Company or any of its subsidiaries, and a Related Party of the Company or any of its subsidiaries.

- The Company or any of its subsidiaries, and any other person or entity, where the purpose and effect are to benefit a Related Party of the Company or any of its subsidiaries, regardless of whether a price is charged.

A "transaction" includes a single transaction or a group of transactions in a contract, except for certain actions like the issue of specified securities on a preferential basis and uniformly applicable corporate actions.

5. Material Related Party Transaction: A transaction with a Related Party that exceeds ₹1000 crores or 10% of the annual consolidated turnover of the Company, whichever is lower, during a financial year.

6. Related Party: As defined under Section 2(76) of the Companies Act, 2013, Regulation 2(1)(zb) of the SEBI LODR Regulations, 2015, and relevant accounting standards. This includes, but is not limited to:

- A director or his/her relative.
- A key managerial personnel or his/her relative.
- Entities in which a director, manager, or relative is involved, or which are under the control of such persons.
- Entities holding a significant shareholding in the Company.

7. Relative: As defined under Section 2(77) of the Companies Act, 2013, including members of a Hindu Undivided Family, husband and wife, and other specified familial relations.

8. Key Managerial Personnel: As defined under Section 2(51) of the Companies Act, 2013, including the CEO, managing director, company secretary, whole-time director, CFO, and other officers designated as key managerial personnel by the Board.

9. Control: Defined in the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

10. Associate Company: A company in which another company has significant influence, but which is not a subsidiary of that company. "Significant influence" implies control of at least 20% of voting power or participation in business decisions.

4. Policy and Procedure:

Policy:

All Related Party Transactions must be reported to the Audit Committee and referred for approval by the Committee in accordance with this policy. Any Material Related Party Transactions and subsequent material modifications require prior approval from the shareholders through a resolution, with no voting allowed from Related Parties.

Procedure:

Disclosure by Directors:

Every Director must annually provide written notice to the Company regarding any potential conflicts of interest with Related Parties. Changes in related party relationships must be reported promptly.

Identification of Transactions with Related Parties:

Directors and Key Managerial Personnel are responsible for notifying the Company or the Audit Committee of any potential Related Party Transactions. The Audit Committee will determine whether a transaction qualifies as a Related Party Transaction requiring compliance with this policy.

Review and Approval of Related Party Transactions:

Audit Committee: Related Party Transactions are reviewed by the Audit Committee, considering factors such as fairness, business rationale, and potential conflicts of interest. The Committee may grant omnibus approval for repetitive transactions, subject to specified conditions.

Board of Directors:

The Board reviews Related Party Transactions if required by law or deemed necessary by the Committee. Directors with potential conflicts of interest must abstain from discussions and voting.

Shareholder Approval:

Shareholder approval is required for material Related Party Transactions, with Related Parties abstaining from voting.

Transactions Not Requiring Approval:

Certain transactions, such as compensation for Key Managerial Personnel or transactions where the Related Party's interest arises solely from ownership of securities, do not require Audit Committee approval.

Materiality of Related Party Transactions:

Transactions are considered material if they exceed ₹1000 crores or 10% of the Company's annual consolidated turnover, whichever is lower.

Disclosure:

Material Related Party Transactions must be disclosed quarterly, along with the policy on Related Party Transactions, which will be published on the Company's website.

Governance and Amendment of the Policy:

The Board of Directors may amend this policy at any time. Any changes in applicable laws will automatically apply to this policy.

Communication of the Policy:

This policy will be posted on the Company's website.