

**Policy for Determination of Material Events
and Archival of Disclosures**
(Adopted on April 1, 2023)
(Amended on September 25, 2023)



POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

1.0 INTRODUCTION

This Policy has been formulated in accordance with the current guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), with respect to disclosure of material events and information. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued on September 2, 2015, the Board of Directors approved the "Policy for Determination of Materiality of Events or Information". This Policy has been updated based on the amendments made to Regulation 30 and Schedule III of the LODR Regulations, by way of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 ("LODR Amendments") and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023 ("SEBI Disclosure Circular"). The Board shall review, and if found required, may amend this Policy from time to time.

This Policy is applicable to the Company with effect from April 1, 2023, and the amended Policy is applicable to the Company w.e.f. September 25, 2023.

2.0 OBJECTIVE

The objective of this Policy is to assist the employees of the Company in identifying potential material events or information in an objective manner that may originate at the ground level which can be promptly escalated and reported to the authorised Key Managerial Personnel or other officers of the Company, as specified in this Policy, for determining the materiality of the said event or information and for making necessary disclosure to the BSE Limited and the National Stock Exchange of India Limited (collectively, the "Stock Exchanges"). All provisions of Regulation 30 read with Schedule III of the LODR Regulations shall hereby be deemed to be incorporated in this Policy, by reference.

3.0 DEFINITIONS

In this Policy, unless the context otherwise requires:

- (a) "Act" means the Companies Act, 2013 and the rules framed thereunder, as amended from time to time.
- (b) "Board of Directors" or "Board") means the Board of Directors of the Company.
- (c) "Company" means "ASIAN WAREHOUSING LIMITED"
- (d) "Key Managerial Personnel" means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.
- (e) "LODR Regulations" means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (f) "Net Worth" shall have the meaning assigned to it in Section 2(57) of the Act;
- (g) "Policy" means this policy, as amended from time to time.
- (h) "SEBI" means the Securities and Exchange Board of India.
- (i) "Rules" means the rules made under the Act.

(j) “Stock Exchange(s)” means BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

(k) “Turnover” shall have the meaning assigned to it in Section 2(91) of the Act;

All other words and expressions used but not defined in this Policy, shall have the same meaning as assigned to it under the LODR Regulations, the Act, the SEBI Act, 1992 (“SEBI Act”) and the Securities Contracts (Regulation) Act, 1956 (“SCRA”).

4.0 GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS/ INFORMATION

As per Regulation 30 of the Listing Regulations, the Company is required to make disclosure of certain events/ information specified in Para A of Part A of Schedule III to the Stock Exchanges without any application of the guidelines for materiality. However, events/ information specified in Para B of Part A of Schedule III to the Listing Regulations are to be disclosed only if they meet the following criteria of Materiality:

- a. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly.
- b. the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date.
- c. the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - 2% of turnover, as per the last audited consolidated financial statements of the listed entity;
 - 2% of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
 - 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity;

In case where the criteria specified above is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the Company, the event or information is considered material.

For events/information with respect to any subsidiary of the Company would be considered material for the Company if the impact of the event/ information on the Company, whose value, or the expected impact in terms of value on the Company, exceeds the materiality thresholds described in clause c. and qualitative factors as determined by the authorized persons wherever required.

5.0 DISCLOSURE OF EVENTS/ INFORMATION

Disclosure to the Stock Exchanges

Events/ information specified in **Annexure I** of this Policy are deemed to be material events and the Company shall make disclosure of such events or information to the stock exchange(s), without application of guidelines for materiality as mentioned in

clause 4 of this Policy, as soon as reasonably possible but not later than twenty four (24) hours from the occurrence of such event or information.

Provided further that in case the disclosure is made after twenty four (24) hours of the occurrence of such event/ information, the Company shall, along with such disclosure(s) provide an explanation for the delay.

The Company shall make disclosure of events/ information as specified in **Annexure II** of this Policy, if considered material after application of guidelines for determining materiality as given under Clause 4 of this Policy.

Apart from the events/information given under Annexure I and Annexure II of this Policy, any other material information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities, shall also be disclosed to the stock exchange(s).

The Company shall disclose to the stock exchange(s) material updates on the events/ information disclosed under this Policy till such time the event is resolved/ closed, with relevant explanations.

The Company shall also disclose all events/ information with respect to its subsidiaries, which are material for the Company, by applying the guidelines of materiality as given in clause 4 of this Policy.

Without prejudice to the generality of provisions of this Policy, the Company may make disclosures of event/information as specified by the Board from time to time.

Disclosure on Company's website

All the events/information disclosed to the stock exchange(s) shall be uploaded on the Company's website for a minimum period of 5 years and thereafter as per archival policy (refer Company's Policy for Archival of Documents).

6.0 AUTHORITY

The Directors of the Company are authorized to determine materiality of events or information.

7.0 REVIEW AND AMENDMENT

The Policy shall be reviewed as and when required to ensure that it meets the objectives of the Statutory Provisions and remains effective.

This Policy shall be reviewed periodically and may be amended by the Managing Director of the Company, as may be deemed necessary.

8.0 INTERPRETATION

In case of any conflict between the provisions of this Policy and of Statutory Provisions, the Statutory Provisions shall prevail over this Policy. Any subsequent amendment/modification in the Statutory Provisions shall automatically apply to this Policy.

In case of any clarification required with respect to this Policy, kindly contact the Company Secretary of the Company.

Annexure I

Material events/information to be mandatorily disclosed to the stock exchange(s)

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring.

The term acquisition shall mean:-

- (i) acquiring control, whether directly or indirectly; or,
- (ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
 - (a) the Company holds shares or voting rights aggregating to 5% or more of the shares or voting rights in the said company, or;
 - (b) there has been a change in holding from the last disclosure made and such change exceeds 2% of the total shareholding or voting rights in the said company.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
3. Revision in Rating(s).
4. Outcome of Meetings of the board of directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

- a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
 - b) any cancellation of dividend with reasons thereof;
 - c) the decision on buyback of securities;
 - d) the decision with respect to fund raising proposed to be undertaken
 - e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
 - g) short particulars of any other alterations of capital, including calls;
 - h) financial results;
 - i) decision on voluntary delisting by the Company from stock exchange(s).
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/ treaty(ies)/ contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
6. Fraud/defaults by promoter or key managerial personnel or by the Company or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
8. Appointment or discontinuation of share transfer agent.
9. Corporate Debt restructuring
10. One time settlement with a bank.
11. Reference to BIFR and winding-up petition filed by any party / creditors.
12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company.
13. Proceedings of Annual and extraordinary general meetings of the Company.
14. Amendments to memorandum and articles of association of Company, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors;

Annexure II

List of events/ information to be disclosed to the stock exchange(s), if considered material.

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3. Capacity addition or product launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the Company
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company.
10. Options to purchase securities including any ESOP/ESPS Scheme.
11. Giving of guarantees or indemnity or becoming a surety for any third party.
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

DISCLOSURE:

This Policy as approved by the Board of Directors has been communicated to all the concerned employees/ persons of the Company and is placed on the website of the Company www.asianw.com

In the event of any conflict between the provisions of this Policy and the Listing Regulations or the Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Regulations or the Companies Act, 2013 or statutory enactments, rules, shall prevail over this Policy.
