

CORPORATE GOVERNANCE REPORT

For the Quarter and Year ended March - 2023

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Maheshwari Logistics Limited**
2. Quarter ending - **31-March-2023**

i. Composition of Board of Director

Title (Mr. / Mrs.)	Name of the Director	DIN	PAN	Category (Chairperson /Executive /Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment in the current term/cessation		Tenure (in Months) (Mandatory for ID)	Date of Birth (Mandatory for NED and ID)
							Date of Re-Appointment (Mandatory for ID)	Date of Cessation		
Mr.	Varun Krishnavtar Kabra	02760600	AMLPK1507F	ED	MD	01-Sep-2009	01-Dec-2021	-	-	09-Mar-1986
Mr.	Vinay Premnarayan Maheshwari	01680099	ABWPM0867C	C & ED		12-Oct-2006	08-Dec-2021	-	-	18-Dec-1978
Mr.	Amit Kailashnarayan Maheshwari	01680183	ABWPM0868P	ED		27-Nov-2007	08-Dec-2021	-	-	22-May-1976
Mrs.	Mukta Maheshwari	00194635	AEWPM9732P	NED		18-May-2012	18-May-2012	-	-	30-Apr-1973
Mr.	Giriraj Baluram Laddha	00412835	AAAPL1263G	ID		01-Dec-2016	01-Dec-2021	-	75.98	12-Aug-1967
Mr.	Mukesh Agrawal	07692539	ABIPA4598G	ID		30-May-2018	24-Sep-2018	-	58.06	30-Sep-1969
Mr.	Ramnaresh Ramkalyan Kabra	08405342	AADPK3074B	ID		05-Apr-2019	05-Apr-2022	-	47.87	02-Mar-1959
Mrs.	Punam Pushp Kumar Dhoot	01071852	AEOPD0759D	WID		23-June-2021	30-Sep-2021	-	21.24	12-May-1971

Disqualification of Directors under section 164 of the Companies Act, 2013 *												
Whether the director is disqualified? *	Start Date of disqualification*	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]*	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)] (Mandatory for ID)	No. of memberships in Audit/ Stakeholder Committee(s)	No. of post of Chairperson in Audit/ Stakeholder Committee	Memberships in Committees of the Company*	Remarks
No	-	-	-	-	No		1	0	0	0	NA	
No	-	-	-	-	No		1	0	0	0	NA	
No	-	-	-	-	No		1	0	0	0	NA	
No	-	-	-	-	No		2	0	2	0	AC, SC, NRC	
No	-	-	-	-	Yes	04-Jan-2022	1	1	2	2	AC, SC, NRC	
No	-	-	-	-	Yes	24-Sep-2018	1	1	2	0	AC, SC	
No	-	-	-	-	Yes	04-Jan-2022	1	1	1	0	AC, NRC	
No	-	-	-	-	Yes	30-Sep-2021	1	1	0	0	NA	

Company Remarks	NA
Whether Permanent Chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ramnaresh Ramkalyan Kabra	ID	Member	14-Aug-2019	
2	Mukta Maheshwari	NED	Member	08-Dec-2016	
3	Mukesh Agrawal	ID	Member	06-Aug-2018	
4	Giriraj Baluram Laddha	ID	Chairperson	08-Dec-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Giriraj Baluram Laddha	ID	Chairperson	08-Dec-2016	
2	Mukta Maheshwari	NED	Member	08-Dec-2016	
3	Mukesh Agrawal	ID	Member	06-Aug-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
N.A					

Company Remarks	
Whether Permanent chairperson appointed	No

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Giriraj Baluram Laddha	ID	Member	08-Dec-2016	
2	Mukta Maheshwari	NED	Member	01-Apr-2022	
3	Ramnaresh Ramkalyan Kabra	ID	Chairperson	01-Apr-2022	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Meeting gap between previous quarters	Meeting gap between relevant quarters	Whether requirement of Quorum met (Yes/No) #	Total Number of Directors as on date of the meeting #	Number of Directors present (All directors including Independent Director) #	No. of Independent Directors attending the meeting #
14-Nov-2022			Yes	8	7	4
14-Feb-2023			Yes	8	5	3

Company Remarks	NA
Maximum gap between any two consecutives (in number of days)	91

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No) #	Total Number of Directors in the Committee as on date of the meeting #	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting #	Number of Members attending the Meeting (Other than Board of Directors) #	Meeting gap between previous quarters
Audit Committee	14-Nov-2022	Yes	4	4	3	0	
Audit Committee	14-Feb-2023	Yes	4	3	2	0	
Nomination & Remuneration Committee	14-Nov-2022	Yes	3	3	2	0	

Company Remarks	NA
Maximum gap between any two consecutives (in number of days) [Only for Audit Committee]	91

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders' relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

NA

Name : Nandula. Vamsikrishna
Designation : Company Secretary & Compliance Officer
Place : Vapi
Date : 21.04.2023

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
<i>Item</i>	Compliance status (Yes/No/NA)	Co mpa ny Re mar k	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.mlpl.biz
Terms and conditions of appointment of independent directors	Yes		www.mlpl.biz
Composition of various committees of board of directors	Yes		www.mlpl.biz
Code of conduct of board of directors and senior management personnel	Yes		www.mlpl.biz
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.mlpl.biz
Criteria of making payments to non-executive directors	Not Applicable		
Policy on dealing with related party transactions	Yes		www.mlpl.biz
Policy for determining 'material' subsidiaries	Yes		www.mlpl.biz
Details of familiarization programs imparted to independent directors	Yes		www.mlpl.biz
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.mlpl.biz
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		www.mlpl.biz
Financial results	Yes		www.mlpl.biz
Shareholding pattern	Yes		www.mlpl.biz
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Not Applicable		
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.mlpl.biz
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		www.mlpl.biz
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Not Applicable		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.mlpl.biz
Materiality Policy as per Regulation 30	Yes		www.mlpl.biz
Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.		www.mlpl.biz
It is certified that these contents on the website of the listed entity are correct.	Yes		www.mlpl.biz
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	

<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/ compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorships</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) &(6)	Not Applicable	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	NA
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Other Information	NA
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Name : **Nandula. Vamsikrishna**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE IV

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

a. Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMP's or any other entity controlled by them		

b. Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMP's or any other entity controlled by them		

c. Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMP's or any other entity controlled by them		

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Name : Pradeep Kumar Dad
Designation : Chief Financial Officer
Place : Vapi
Date : 21.04.2023