



# **Maheshwari Logistics Limited**

*Moving Every Mile With A Smile*

## **CORPORATE GOVERNANCE REORT**

**For the Quarter and Year Ending: March-2020**



**SUPPLIERS OF ALL TYPE OF COAL, COKE, LIGNITE, KRAFT PAPER & DUPLEX BOARD, FLEET OWNERS & TRANSPORTS CONTRACTORS**

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**ANNEXURE I**  
**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity      - **Maheshwari Logistics Limited**  
2. Quarter ending                - **March-2020**

**i. Composition Of Board Of Director**

T i t l e  ( M r . / M s )	Name of the Director	DIN	PAN	Category (Chair person /Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr .	Varun Krishnavtar Kabra	02760600	AMLPK1507F	ED	MD	01-Sep-2009	01-Dec-2016			09-Mar-1986	NA		1	0	0	0		
Mr .	Vinay Premnarayan Maheshwari	01680099	ABWPM0867C	C & ED		12-Oct-2006	08-Dec-2016			18-Dec-1978	NA		1	0	0	0		
Mr .	Amit Kailashnarayan Maheshwari	01680183	ABWPM0868P	ED		27-Nov-2007	08-Dec-2016			22-May-1976	NA		1	0	0	0		
Mr .	Vipul Rameshbhai Vashi	06930448	ACNPV7454N	ED		01-Dec-2016	01-Dec-2016			15-Mar-1970	NA		2	1	2	2		
Mr s.	Mukta Maheshwari	00194635	AEWPM9732P	NED		18-May-2012	18-May-2012			30-Apr-1973	NA		2	0	2	0	AC,SC	
Mr s.	Mayadevi Krishnawtar Kabra	02226124	ADIPK7306A	NED		15-Jul-2008	15-Jul-2008			23-Jul-1956	NA		1	0	0	0	NRC	





Mr .	Giriraj Baluram Laddha	004 128 35	AAAPL1 263G	ID		01-Dec-2016	21-Sep-2017		6 0	12-Aug-1967	NA		1	1	2	2	AC,SC ,NRC	
Mr .	Mukesh Agrawal	076 925 39	ABIPA4 598G	ID		30-May-2018	24-Sep-2018		6 0	30-Sep-1969	NA		1	1	2	0	AC,SC	
Mr .	Ajay Gunvant rai Shah	004 203 89	AEQPS 7713A	ID		30-May-2018	24-Sep-2018		6 0	23-Dec-1966	NA		1	1	0	0	NRC	
Mr .	Hemant Kailashc handra Pant	025 528 77	ACCPP 2247E	ID		26-Mar-2019	14-Sep-2019		3 6	18-Jan-1976	NA		1	1	0	0		
Mr .	Ramnare sh Ramkaly an Kabra	084 053 42	AADPK 3074B	ID		05-Apr-2019	14-Sep-2019		3 6	02-Mar-1959	NA		1	1	1	0	AC	
Mr .	Ambalal Bhikhala l Panchal	008 296 68	AAZPP4 235D	ID		05-Apr-2019	14-Sep-2019		3 6	01-Jan-1948	NA		1	1	0	0		

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	NA
Whether Permanent chairperson appointed	Yes

### b. Stakeholders Relationship Committee

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





Company Remarks	NA
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

**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	Ajay Gunvantrai Shah	ID	Chairperson	06-Aug-2018	
3	Mayadevi Krishnaawtar Kabra	NED	Member	08-Dec-2016	

Company Remarks	NA
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
14-Nov-2019	14-Feb-2020	Yes	9	5

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

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	14-Nov-2019	14-Feb-2020	Yes	3	3
Nomination & Remuneration Committee	14-Nov-2019	07-Jan-2020	Yes	2	2
Stakeholders Relationship Committee	14-Nov-2019		Yes		

Company Remarks	NA
Maximum gap between any two consecutive (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	Not Applicable	

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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee - **Yes**
  - Nomination & remuneration committee - **Yes**
  - Stakeholders relationship committee - **Yes**
  - Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
- 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**
- 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**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - Any comments/observations/advice of Board of Directors may be mentioned here:

NA

Name :

Paresh Raiyani

Designation :

Company Secretary & Compliance Officer

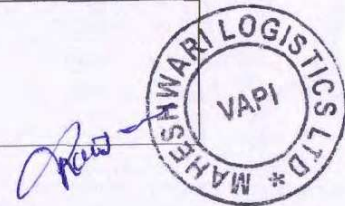




## ANNEXURE II

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

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
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		www.mlpl.biz
Policy on dealing with related party transactions	Yes		www.mlpl.biz
Policy for determining 'material' subsidiaries	Not Applicable		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		www.mlpl.biz
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	Yes		www.mlpl.biz
New name and the old name of the listed entity	Not Applicable		www.mlpl.biz
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		www.mlpl.biz
<b>As per other regulations of the LODR:</b>			
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)	Yes		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
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/ compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Meeting of Risk Management Committee	22	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	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>	6(2) & 26(5)	Yes	

<b>Other Information</b>	<b>NA</b>
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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**

<b>Other Information</b>	<b>NA</b>
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**Name** : **Paresh Raiyani**  
**Designation** : **Company Secretary**

*Paresh Raiyani*

