

MAHESHWARI LOGISTICS LIMITED

BOARD EVALUATION POLICY

(Pursuant to the provisions Section 134 of the Companies Act, 2013 and Regulation 17(10), 25(4), read with Schedule-II of SEBI (LODR) Regulation, 2015)

INTRODUCTION

This policy is framed to encourage open and effective evaluation of performance of Directors of **M/s. Maheshwari Logistics Limited** (the Company) and to lay down the guidelines and mechanism for undertaking programme of evaluation.

The Company believes that performance evaluation is a key, by which the Board can recognise and address corporate governance challenges and enhance value to the Company.

Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour, in consonance with the Company's Code of Conduct policy for its employees and also for the Board of Directors.

DEFINITIONS

- a) **“the Act”**: The Act shall mean The Companies Act, 2013;
- b) **“the Company”**: The Company shall mean Maheshwari Logistics Limited.
- c) **“the Director”** or **“the Board”**: The Director or the Board, in relation to the Company, shall mean and deemed to include the collective body of the Board of Directors of the Company including the Chairman of the Company.
- d) **“the Independent Director”**: The Independent Director shall mean an Independent Director as defined under section 2 (47) to be read with section 149 (5) of the Act and SEBI Listing Regulation.
- e) **“the Policy”** or **“this Policy”**: The policy or This Policy shall mean the Policy for Evaluation of performance of Board of Directors of the Company.
- f) **“the Committee”** or **“this Committee”**: The Committee or This Committee shall mean the Nomination and Remuneration Committee (NR Committee) of the Board of Directors.

REGULATORY COMPLIANCE

The Company has made this policy to comply with various provisions of Section 134 and 178 of The Companies Act, 2013 (the Act_ and based on the Code for Independent Directors as indicated under Schedule IV (as per section 149 sub-section 8) annexed to the Act and the Rules made thereunder.

Further Under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 various regulations viz. Regulation 17(10), 25(4), Schedule-II etc require formulation and implementation of policy for evaluation of performance of the board of directors including Independent Directors.,

OBJECTIVES OF EVALUATION

The objective to undertake evaluation of Board and individual directors are as under:

- a) To ensure commitment to performance management;
- b) To review challenges in the dynamics of the Board or among the Board and management;
- c) To enhance good corporate governance;
- d) To develop appropriate skills, competencies and motivation on the Board.

SCOPE OF EVALUATION

The scope of the evaluation extends to Directors including Independent Directors, the Executive Chairman, the Managing Director / Whole Time Directors and to Key Executives on the basis of the Criteria set forth by the Committee.

EVALUATION OF THE BOARD

The evaluation / assessment of the Directors of Company, is to be conducted on an annual basis, which helps Directors to develop a shared understanding of their governance role and responsibilities; thereby complying with the provisions of the Listing Regulations.

The Chairman of the NR Committee shall collect the input and prepare a report that will be submitted to the NR Committee on an annual basis, after the end of every financial year. Based on the reports submitted, the NR Committee shall assess and discuss the performance of the Board as a whole every year, and ascertain key areas for improvement and the requisite follow-up actions.

Evaluation of the Executive Directors of the Company shall be carried out by entire Board except the Director being evaluated.

The meeting for the purpose of reviewing of evaluation of performance of Board Members shall be held at least once in a year and the Company shall disclose the criteria laid down by the Nomination and Remuneration Committee for performance evaluation on its website for the reference and also in the Annual Report of the Company.

CRITERIA FOR EVALUATION OF PERFORMANCE

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of Independent Directors and the Board.

1. Attendance and contribution at Board and Committee meetings.
2. His/her stature, appropriate mix of expertise, skills, behaviour, experience, leadership qualities, sense of sobriety and understanding of business, strategic direction to align company's value and standards.
3. His/her knowledge of finance, accounts, legal, investment, marketing, foreign exchange/ hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance.
4. His/her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.
5. Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.
6. Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity.
7. Recognize the role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board.
8. His/her global presence, rational, physical and mental fitness, broader thinking, vision on corporate social responsibility etc.
9. Quality of decision making on source of raw material/procurement of roughs, export marketing, understanding financial statements and business performance, raising of finance, best source of finance, working capital requirement, forex dealings, geopolitics, human resources etc.
10. His/her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.
11. His/her contribution to enhance overall brand image of the Company.

PROCEDURE TO RATE THE PERFORMANCE

Based on evaluation criteria laid down in this policy, the Board of Directors shall rate the performance of the each and every Director, including the Chairman of the Company.

The Nomination & Remuneration Committee based on the performance evaluation Criteria and the Evaluation rating of each director as submitted by the Board of Directors shall give overall Performance Evaluation rating to each and every Director.

The Nomination & Remuneration Committee based on overall Performance Evaluation rating shall decide the performance and effectiveness of the Board of Directors as a whole.

The performance rating shall be given within minimum 1 and maximum 10 categories, the rating 1 being least effective and 10 being most effective.

Based on the overall Performance Evaluation rating as given by the Nomination and remuneration Committee, the Board can decide the strategy to extend or continue the term of appointment or to introduce new candidate as a member of the Board or Retirement of the member based on his/her performance rating as to create and maintain the most effective and powerful top level management of the Company for its future growth, expansion, diversification and also to maximize the returns on investments to the stakeholders of the Company.

REVIEW OF POLICY

The 'Nomination and Remuneration Committee' reserves its right to review and amend this policy, if required, to ascertain its appropriateness as per the needs of the company. The policy may be amended by passing a resolution at a meeting of the Nomination and Remuneration Committee.

This revised Policy is approved by the Nomination and Remuneration Committee in their duly convened meeting on 07.01.2020 and by the Board of Directors in their meeting held on 14.02.2020 and also placed on the website of the Company at www.mlpl.biz .

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MAHESHWARI LOGISTICS LIMITED (MLL)

BOARD MEMBER EVALUATION SHEET

MLL believes in value for its stakeholders through ethical processes and integrity. The Board plays a very important role in ensuring the Company's performance.

Thus, to monitor and give timely inputs to enhance its performance and set the right direction for growth, Evaluation of Board performance is necessary. Hence it is important that every individual Board Member effectively contributes in the Board deliberations.

Name of the Director: _____

(Rating scale shall be 1 to 10 (1 being least effective and 10 being most effective)

No.	Evaluation Criteria	Rating
1.	Participation and attendance in Board and Committee Meetings actively and consistently	
2.	Prepares adequately for Board and Committee Meetings	
3.	Contributes to strategy and other areas impacting company's performance	
4.	Contributes their experience and credibility to bear on the critical areas of performance of the organization	
5.	Keeps updated knowledge of his/her areas of expertise and other important areas	
6.	Communicates in open and constructive manner	
7.	Gives fair chance to other members to contribute, participates actively in the discussions and is consensus oriented	
8.	Helps to create brand image of the Company and helps the company wherever possible to resolve issues, if any	
9.	Actively contributes toward positive growth of the Company	
10.	Conduct in a manner that is ethical and consistent with the laws of the land.	
	Total Ratings	

Note: Rating 90 and above - excellent, between 75 to 89 – Very good, between 60 to 74 – Good, between 35 to 59 – Satisfactory and Less than 35 – Unsatisfactory.

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