

CORPORATE GOVERNANCE REORT

For the Quarter and Half Year ended September - 2022

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Maheshwari Logistics Limited**

2. Quarter ending - **30-Septmeber-2022**

i. Composition of Board of Director

| Titl e (Mr./Mrs.) | Name of the Director | DIN | PAN | Catego ry (Chairp erson /Executi ve/Non-Executiv e/ Indepen dent/ Nominee) | S u b C a t e g o r y | Initial Date of Appoin tment | Date of Appoint ment | D at e of ce ss at io n | Ten ure | Date of Birth | Wh ether special resolut ion pas sed ? | Date of passin g special resolu tion | No. of Direc torsh ip in liste d entitie s includ ing this liste d entit y | No. of Indep endent Directorsh ip in listed entitie s includ ing this listed entity | No. of memb ership s in Audit/ Stake holder Comm ittee(s) includ ing this listed entity | No. of post of Chairp erson in Audit/ Stakeho lder Commit tee held in listed entities includin g this listed entity | Mem bers hip in Com mitt ees of the Com pany | R e m a r k s |
|-------------------|----------------------------------|-----------|--------------|---|-----------------------|------------------------------|----------------------|-------------------------|---------|---------------|--|--------------------------------------|--|---|---|---|--|---------------|
| Mr. | Varun Krishn avtar Kabra | 0276 0600 | AMLPK 1507F | ED | M D | 01-Sep-2009 | 01-Dec-2021 | | | 09-Mar-1986 | NA | | 1 | 0 | 0 | 0 | | |
| Mr. | Vinay Premn arayan Mahes hwari | 0168 0099 | ABWP M0867 C | C & ED | | 12-Oct-2006 | 08-Dec-2021 | | | 18-Dec-1978 | NA | | 1 | 0 | 0 | 0 | | |
| Mr. | Amit Kailas hnarayan Mahes hwari | 0168 0183 | ABWP M0868 P | ED | | 27-Nov-2007 | 08-Dec-2021 | | | 22-May-1976 | NA | | 1 | 0 | 0 | 0 | | |
| Mrs. | Mukta Mahes hwari | 0019 4635 | AERP M9732 P | NED | | 18-May-2012 | 18-May-2012 | | | 30-Apr-1973 | NA | | 2 | 0 | 2 | 0 | AC, SC, NRC | |
| Mr. | Giriraj Balura m Laddh | 0041 2835 | AAAPL 1263G | ID | | 01-Dec-2016 | 01-Dec-2021 | | 70 | 12-Aug-1967 | Yes | 04-Jab-2022 | 1 | 1 | 2 | 2 | AC, SC, NRC | |

| | | | | | | | | | | | | | | | | | | |
|------|--------------------------|----------|------------|-----|--|--------------|-------------|--|------|-------------|-----|-------------|---|---|---|---|---------|--|
| | a | | | | | | | | | | | | | | | | | |
| Mr. | Mukesh Agrawal | 07692539 | ABIPA4598G | ID | | 30-May-2018 | 24-Sep-2018 | | 52.1 | 30-Sep-1969 | Yes | 24-Sep-2018 | 1 | 1 | 2 | 0 | AC, SC | |
| Mr. | Ramnarsh Ramkalyan Kabra | 08405342 | AADPK3074B | ID | | 05-Apr-2019 | 14-Sep-2019 | | 41.9 | 02-Mar-1959 | Yes | 14-Sep-2019 | 1 | 1 | 1 | 0 | AC, NRC | |
| Mrs. | Punam Pushp Kumar Dhoot | 01071852 | AEOPD0759D | WID | | 23-June-2021 | 30-Sep-2021 | | 15.2 | 12-May-1971 | Yes | 30-Sep-2021 | 1 | 1 | 0 | 0 | | |

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|---|-----|
| 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 | |

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|---|-----|
| Company Remarks | |
| 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 |
|--|---|-----------------------------------|-----------------------------|---|
| 28-May-2022 | 13-Aug-2022 | Yes | 8 | 4 |
| - | 31-Aug-2022 | Yes | 6 | 2 |
| Company Remarks | | | NA | |
| Maximum gap between any two consecutives (in number of days) | | | 76 | |

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 | 28-May-2022 | 13-Aug-2022 | Yes | 4 | 3 |
| Nomination & Remuneration Committee | 28-May-2022 | 13-Aug-2022 | Yes | 3 | 2 |
| Stakeholders Relationship Committee | 28-May-2022 | - | Yes | 2 | 1 |

| | |
|---|----|
| Company Remarks | NA |
| Maximum gap between any two consecutives (in number of days) [Only for Audit Committee] | 76 |

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 | |
|--|--|

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:

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| NA |
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Name : N. Aparna
Designation : Company Secretary & Compliance Officer
Place : Vapi
Date : 20.10.2022

ANNEXURE III**Affirmations**

| <i>Broad Heading</i> | <i>Regulation Number</i> | <i>Compliance Status</i> | <i>Company Remark</i> |
|--|--------------------------------------|---------------------------------|------------------------------|
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes | |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para-C of Schedule V | Yes | |

Name : N. Aparna
Designation : Company Secretary & Compliance Officer
Place : Vapi
Date : 20.10.2022

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 : 20.10.2022