

CORPORATE GOVERNANCE REPORT

For the Quarter and Year Ending: March - 2021

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-2021**

i. Composition of Board of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /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 Directors 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		

Mrs.	Mukta Maheshwari	00194635	AEWP M9732P	NED		18-May-2012	18-May-2012			30-Apr-1973	NA		2	0	2	0	AC, SC
Mrs.	Mayadevi Krishnaawtar Kabra	02226124	ADIPK 7306A	NED		15-Jul-2008	15-Jul-2008			23-Jul-1956	NA		1	0	0	0	NRC
Mr.	Giriraj Balaram Laddha	00412835	AAAPL 1263G	ID		01-Dec-2016	21-Sep-2017		43	12-Aug-1967	NA		1	1	2	2	AC, SC, NRC
Mr.	Mukesh Agrawal	07692539	ABIPA 4598G	ID		30-May-2018	24-Sep-2018		31	30-Sep-1969	NA		1	1	2	0	AC, SC
Mr.	Ajay Gunvantra Shah	00420389	AEQPS 7713A	ID		30-May-2018	24-Sep-2018		31	23-Dec-1966	NA		1	1	0	0	NRC
Mr.	Hemant Kailashchandra Pant	02552877	ACCPP 2247E	ID		26-Mar-2019	14-Sep-2019		19	18-Jan-1976	NA		1	1	0	0	
Mr.	Ramnarish Ramkalyan Kabra	08405342	AADPK 3074B	ID		05-Apr-2019	14-Sep-2019		19	02-Mar-1959	NA		1	1	1	0	AC
Mr.	Ambalal Bhikhal Panchal	00829668	AAZPP 4235D	ID		05-Apr-2019	14-Sep-2019		19	01-Jan-1948	NA		1	1	0	0	
Mrs.	Payal Toshniwal	08913467	AEWPJ 5732J	WID		16-Oct-2020	16-Oct-2020		06	24-Dec-1984	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	
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	Ajay Gunvantrai Shah	ID	Chairperson	06-Aug-2018	
3	Mayadevi Krishnaawtar Kabra	NED	Member	08-Dec-2016	

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
11-Nov-2020	12-Feb-2021	Yes	6	4

Company Remarks	NA
Maximum gap between any two consecutives (in number of days)	92

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	11-Nov-2020	12-Feb-2021	Yes	3	2
Nomination & Remuneration Committee	15-Oct-2020	N.A.	N.A.	N.A.	N.A.
Stakeholders Relationship Committee	N.A.	N.A.	N.A.	N.A.	N.A.

Company Remarks	NA
Maximum gap between any two consecutives (in number of days) [Only for Audit Committee]	92

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
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	
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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 100 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 : 05.04.2021

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	Not Applicable		
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	Yes		www.mlpl.biz
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)	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)	Comp any Remar k
<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>	6(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**