

CORPORATE GOVERNANCE REORT

For the Quarter and Year Ending: March-2022

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

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

2. Quarter ending - **31-Mar-2022**

i. Composition of Board of Director

T i t l e (M r / M s)	Name of the Direct or	DI N	PA N	Cat eg or y (Ch air per so n / Exe cut iv e/ No n- Exe cut iv e / Inde pen den t/ Nomi nee)	S u b C a t e g o r y	Initi al Dat e of App oint men t	Dat e of App oint men t	D at e of ce ss at io n	T e n u r e	Dat e of Birt h	W h et h er sp ec ia l re so lu ti o n p as se d?	D at e of p as s i n g sp ec ia l re so lu ti o n	No. of Dir ect ors hip in list ed ent itie s inc lud ing thi s list ed ent ity	No of Ind epe nde nt Dir ect ors hip in list ed ent itie s	No of me mbe rshi ps in Aud it/ Sta keh olde r Co mmi ttee (s) incl udi ng thi s list ed ent ity	No of post of Chai rper son in Audi t/ Stak ehol der Com mitt ee held in list ed ent itie s incl udi ng thi s list ed ent ity	M e m be rs hip in C o m m itt ee s of th e C o m p a n y	R e m a r k s
Mr .	Varun Krishnavt ar Kab ra	02 76 06 00	AML PK1 507 F	ED	M D	01- Sep- 2009	01- Dec- 2016			09- Ma r- 19 86	N A		1	0	0	0		
Mr .	Vina y Prem nara yan Mahe shwa ri	01 68 00 99	ABW PM0 867 C	C & ED		12- Oct- 2006	08- Dec- 2016			18- De c- 19 78	N A		1	0	0	0		
Mr .	Amit Kaila shna raya n Mahe shwa ri	01 68 01 83	ABW PM0 868 P	ED		27- Nov- 2007	08- Dec- 2016			22- Ma y- 19 76	N A		1	0	0	0		

Mr s.	Mukta Mahe shwari	00 19 46 35	AEW PM9 732 P	NED		18- May- 2012	18- May- 2012			30- Apr - 19 73	N A		2	0	2	0	AC, SC
Mr s.	Maya devi Krish naaw tar Kab ra	02 22 61 24	ADIP K73 06A	NED		15- Jul- 2008	15- Jul- 2008	3 1 - M a r- 2 0 2 2		23- Jul - 19 56	N A		1	0	0	0	NR C
Mr .	Giri aj Bal uram Ladd ha	00 41 28 35	AAA PL1 263 G	ID		01- Dec- 2016	21- Sep- 2017		6 4	12- Au g- 19 67	Y es	0 4- J a n - 2 0 2 2	1	1	2	2	AC, SC, NR C
Mr .	Muk esh Agra wal	07 69 25 39	ABIP A45 98G	ID		30- May- 2018	24- Sep- 2018		4 6 . 1	30- Se p- 19 69	N A		1	1	2	0	AC, SC
Mr .	Ajay Gunv antra i Shah	00 42 03 89	AEQ PS7 713 A	ID		30- May- 2018	24- Sep- 2018	3 1 - M a r- 2 0 2 2	4 6 . 1	23- De c- 19 66	N A		1	1	0	0	NR C
Mr .	Ram nare sh Ram kalya n Kab ra	08 40 53 42	AAD PK3 074 B	ID		05- Apr- 2019	14- Sep- 2019		3 5 . 9	02- Ma r- 19 59	Y es	0 4- J a n - 2 0 2 2	1	1	1	0	AC
Mr .	Amb alal Bhik halal Panc hal	00 82 96 68	AAZ PP4 235 D	ID		05- Apr- 2019	14- Sep- 2019	0 4 - M a r- 2 0 2 2	3 5 . 0	01- Ja n- 19 48	Y es	0 4- J a n - 2 0 2 2	1	1	0	0	

Mr s.	Puna m Push Kum ar Dhoot	01 07 18 52	AEO PD0 759 D	WID		23-June - 2021	30-Sep - 2021		9 . 2	12-Ma y- 19 71	Y es	3 0-S e p- 2 0 2 1	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	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
13-Nov-2021	11-Feb-2022	Yes	9	5
02-Dec-2021				

Company Remarks	
Maximum gap between any two consecutives (in number of days)	70

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	13-Nov-2021	11-Feb-2022	Yes	3	2
Nomination & Remuneration Committee	13-Nov-2021	-	-	-	-
Stakeholders Relationship Committee	-	25-Mar-2022	Yes	3	2

Company Remarks	NA
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	70

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	
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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 : **12.04.2022**

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)	Company Remark	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)	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
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	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**

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 : 12.04.2022