

# **CORPORATE GOVERNANCE REORT**

**For the Quarter and Half Year ended September - 2023**

**ANNEXURE I**

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

1. Name of Listed Entity - **Maheshwari Logistics Limited**
2. Quarter ending - **30-Sep-2023**

**i. Composition of Board of Director**

Title (Mr. / Mrs.)	Name of the Director	DIN	PAN	Category (Chairpers on /Executive /Non- Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment in the current term/cessation		Tenure (in Months) (Mandato ry for ID)	Date of Birth (Mandato ry for NED and ID)
							Date of Re- Appointment (Mandatory for ID)	Date of Cessation		
Mr.	Varun Krishnavtar Kabra	02760600	AMLPK1507F	C & ED	MD	01-Sep-2009	01-Dec-2021	-	-	09-Mar-1986
Mr.	Vinay Premnarayan Maheshwari	01680099	ABWPM0867C	ED		12-Oct-2006	08-Dec-2021	13-Jul-2023	-	18-Dec-1978
Mr.	Amit Kailashnarayan Maheshwari	01680183	ABWPM0868P	ED		27-Nov-2007	08-Dec-2021	13-Jul-2023	-	22-May-1976
Mrs.	Mukta Maheshwari	00194635	AEWPM9732P	NED		18-May-2012	18-May-2012	13-Jul-2023	-	30-Apr-1973
Mr.	Palash Maheshwari	08307839	EVQPM7093L	ED		13-Jul-2023	13-Jul-2023	-	-	04-Aug-2000
Mr.	Shubham Vinay Maheshwari	10205313	GSVPM8104E	NED		13-Jul-2023	13-Jul-2023	-	-	26-Apr-2003
Mr.	Giriraj Baluram Laddha	00412835	AAAPL1263G	ID		01-Dec-2016	01-Dec-2021	13-Jul-2023	81.99	12-Aug-1967
Mr.	Mukesh Agrawal	07692539	ABIPA4598G	ID		30-May-2018	30-May-2023	-	64.08	30-Sep-1969
Mr.	Ramnaresh Ramkalyan Kabra	08405342	AADPK3074B	ID		05-Apr-2019	05-Apr-2022	-	53.88	02-Mar-1959
Mrs.	Punam Pushp Kumar Dhoot	01071852	AEOPD0759D	WID		23-June-2021	23-June-2021	-	27.25	12-May-1971

Disqualification of Directors under section 164 of the Companies Act, 2013 *												
Whether the director is disqualified? *	Start Date of disqualification*	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directors in listed entities including this listed entity [in reference to Regulation 17A (1)]*	No. of Independent Directors in listed entities including this listed entity [in reference to proviso to regulation 17A (1)] (Mandatory for ID)	No. of memberships in Audit/ Stakeholder Committee(s)	No. of post of Chairperson in Audit/ Stakeholder Committee	Memberships in Committees of the Company*	Remarks
No	-	-	-	-	No		1	0	0	0	NA	
No	-	-	-	-	No		1	0	0	0	NA	
No	-	-	-	-	No		1	0	0	0	NA	
No	-	-	-	-	No		2	0	2	0	AC, SC, NRC	
No	-	-	-	-	No		1	0	2	0	AC, SC, NRC	
No	-	-	-	-	No		1	0	0	0	NRC	
No	-	-	-	-	No		1	1	2	2	AC, SC, NRC	
No	-	-	-	-	No		1	1	2	0	AC, SC	
No	-	-	-	-	No		1	1	2	2	AC, SC, NRC	
No	-	-	-	-	No		1	1	1	0	AC, NRC	

Company Remarks	Mr. Palash Maheshwari was appointed as Vice Chariman of the company and he chaired for the following Board Meetings: 13.07.2023 & 14.08.2023
Whether Permanent Chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

**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	Chairperson	14-Aug-2019	
2.	Mukesh Agrawal	ID	Member	06-Aug-2018	
3.	Giriraj Baluram Laddha	ID	Member	08-Dec-2016	13-Jul-2023
4.	Mukta Maheshwari	NED	Member	08-Dec-2016	13-Jul-2023
5.	Punam PushpKumar Dhoot	ID	Member	13-Jul-2023	
6.	Palash Maheshwari	ED	Member	13-Jul-2023	

Company Remarks	Please note that the following Director's resigned w.e.f 13.07.2023 due to which there is a change in the Composition. Mrs. Mukta Maheshwari & Mr. Giriraj Baluram Laddha
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1.	Ramnaresh Ramkalyan Kabra	ID	Chairperson	13-Jul-2023	
2.	Mukesh Agrawal	ID	Member	06-Aug-2018	
3.	Palash Maheshwari	ED	Member	13-Jul-2023	
4.	Mukta Maheshwari	NED	Member	08-Dec-2016	13-Jul-2023
5.	Giriraj Baluram Laddha	ID	Member	08-Dec-2016	13-Jul-2023

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.	Ramnaresh Ramkalyan Kabra	ID	Chairperson	01-Apr-2022	
2.	Punam PushpKumar Dhoot	ID	Member	13-Jul-2023	
3.	Palash Maheshwari	ED	Member	13-Jul-2023	31-Aug-2023
4.	Giriraj Baluram Laddha	ID	Member	08-Dec-2016	13-Jul-2023
5.	Mukta Maheshwari	NED	Member	01-Apr-2022	13-Jul-2023
6.	Shubham Vinay Maheshwari	NED	Member	31-Aug-2023	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. **Meeting of Board of Directors**

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Meeting gap between previous quarters	Meeting gap between relevant quarters	Whether requirement of Quorum met (Yes/No) #	Total Number of Directors as on date of the meeting #	Number of Directors present (All directors including Independent Director) #	No. of Independent Directors attending the meeting #
30-May-2023			Yes	8	7	4
13-Jul-2023		43	Yes	8	7	4
14-Aug-2023		31	Yes	6	6	3
31-Aug-2023		16	Yes	6	6	3

Company Remarks	NA
Maximum gap between any two consecutives (in number of days)	43

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No) #	Total Number of Directors in the Committee as on date of the meeting #	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting #	Number of Members attending the Meeting (Other than Board of Directors) #	Meeting gap between previous quarters
Audit Committee	30-May-2023	Yes	4	3	3	0	
Audit Committee	14-Aug-2023	Yes	4	4	3	0	75
Nomination & Remuneration Committee	13-Jul-2023	Yes	3	3	2	0	
Nomination & Remuneration Committee	31-Aug-2023	Yes	3	3	2	0	

Company Remarks	NA
Maximum gap between any two consecutives (in number of days) [Only for Audit Committee]	75

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	
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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 1000 listed entities) - **Not applicable**
3. The above 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
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### Details of cyber security incidence

1.	Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
2.	Date of the Event	
3.	Brief details of the event	

**Name** : Nandula. Vamsikrishna  
**Designation** : Company Secretary & Compliance Officer  
**Place** : Vapi  
**Date** : 21.10.2023

**ANNEXURE III****Affirmations**

<b><i>Broad Heading</i></b>	<b><i>Regulation Number</i></b>	<b><i>Compliance Status</i></b>	<b><i>Company Remark</i></b>
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	
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para-C of Schedule V	Yes	

**Name** : Nandula. Vamsikrishna  
**Designation** : Company Secretary & Compliance Officer  
**Place** : Vapi  
**Date** : 21.10.2023

## 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** : 21.10.2023