

NOTICE

NOTICE is hereby given that the **FORTY FOURTH ANNUAL GENERAL MEETING ("AGM")** of **HLV LIMITED** will be held on **Tuesday, 23rd September, 2025** at **11.00 A.M.** Indian Standard Time ("IST"), through Video Conferencing / Other Audio Visual Means ("VC / OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Salini Madhu Nair (DIN: 00011223), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Secretarial Auditors of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force and pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendations of the Audit Committee and Board of Directors, the consent of the Members be and is hereby accorded to the appointment of M/s. RAAM & Associates LLP, Company Secretaries (Unique Code No. L2021MH011800), as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years ("FY") commencing from FY 2025-26 to FY 2029-30, to conduct the secretarial audit of the Company and to furnish the Secretarial Audit Report on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) or the Company Secretary be and are hereby authorized to finalize the terms and conditions of appointment, including the remuneration and do all such acts, deeds, matters, and things as may be considered necessary, proper, expedient or incidental to give effect to this Resolution."

4. Re-appointment of Mr. Vivek Nair (DIN:00005870) as Chairman & Managing Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 ("the

Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of Members of the Company be and is hereby provided for the re-appointment of Mr. Vivek Nair (DIN:00005870) aged 73 years as the Chairman & Managing Director of the Company for a further period of five (5) years from 3rd October, 2025 to 2nd October, 2030, on such remuneration, perquisites and benefits, as set out in the annexed Explanatory Statement.

RESOLVED FURTHER THAT Mr. Vivek Nair shall not be liable to determination by retirement by rotation during his tenure as Chairman and Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of Mr. Vivek Nair, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the overall ceilings specified in Section 197 read with Schedule V in to the Act, or any statutory amendment or re-enactment thereof.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Vivek Nair, Chairman & Managing Director of the Company in excess of the limits specified under the said Regulation 17(6) (e), during the tenure of his appointment from 3rd October, 2025 to 2nd October, 2030.

RESOLVED FURTHER THAT pursuant to all the applicable provisions of the Act, the remuneration, as set out in the annexed Explanatory Statement to this Notice, be paid as minimum remuneration to Mr. Vivek Nair, in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

5. Re-appointment of Mr. Dinesh Nair (DIN:00006609) as Co-Chairman & Managing Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:



“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of Members of the Company be and is hereby provided for the re-appointment of Mr. Dinesh Nair (DIN:00006609) as the Co-Chairman & Managing Director of the Company for a further period of five (5) years from 3rd October, 2025 to 2nd October, 2030, on such remuneration, perquisites and benefits, as set out in the annexed Explanatory Statement.

RESOLVED FURTHER THAT pursuant to Section 196(3)(a) read with Schedule V and other applicable provisions, if any, of the Act, the consent of the Members be and is hereby accorded for the continuation of the appointment of Mr. Dinesh Nair (DIN:00006609) who will attain the age of Seventy (70) years on 24th December, 2025 as the Co-Chairman and Managing Director till the expiry of his term of office.

RESOLVED FURTHER THAT Mr. Dinesh Nair shall not be liable to determination by retirement by rotation during his tenure as Co-Chairman and Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of Mr. Dinesh Nair, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the overall ceilings specified in Section 197 read with Schedule V in to the Act, or any statutory amendment or re-enactment thereof.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Dinesh Nair, Co-Chairman & Managing Director of the Company in excess of the limits specified under the said Regulation 17(6)(e), during the tenure of his appointment from 3rd October, 2025 to 2nd October, 2030.

RESOLVED FURTHER THAT pursuant to all the applicable provisions of the Act, the remuneration, as set out in the annexed Explanatory Statement to this Notice, be paid as minimum remuneration to Mr. Dinesh Nair, in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all

such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution.”

By order of the Board of Directors

Savitri Yadav
Company Secretary
ACS No. 21994

Registered Office:

The Leela, Sahar, Mumbai - 400 059

CIN: L55101MH1981PLC024097

Mumbai, 22nd May, 2025

NOTES:

1. In view of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular dated May 12, 2020 and subsequent circulars, the latest being October 3, 2024 issued by Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 44th AGM of the Company is being held through VC/OAVM facility, without physical presence of members at a common venue. The deemed venue for the 44th AGM shall be the Registered Office of the Company.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Corporate Members and Institutional Investors may appoint their authorized representatives pursuant to Section 113 of the Act to attend the AGM through VC or OAVM and to vote through remote e-Voting. Since the AGM will be held through VC/OAVM Facility, the Route Map of the venue of AGM is not annexed to this Notice.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Explanatory Statement pursuant to Section 102 of the Act setting out all material facts concerning the business under Item Nos. 3 to 5 of the Notice is annexed hereto.
6. Details of the Directors seeking appointment/re-appointment at the forthcoming AGM pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings are annexed hereto as Annexure to this Notice.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 18th September, 2025 to Tuesday, the 23rd September, 2025 (both days inclusive).
8. SEBI vide its Circular dated March 16, 2023, mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, mobile number, bank account details) and Nomination/Opt-out of Nomination by holders of physical securities by submitting Form ISR-1, Form ISR-2, Form ISR-3, Form SH-13 and Form SH-14 (as applicable). The said forms are available on the Company's website at https://www.hvlttd.com/assets/investors_relations/Investor%20Service%20Forms%20and%20Instructions_JUL2024.pdf and on the website of the RTA at <https://www.mcsregistrars.com/downloads.php>. Towards this the Company is sending letters to the Members holding shares in physical form, in relation to applicable SEBI Circular(s). Members holding shares in physical form are requested to ensure that their PAN is linked to their Aadhaar card.
9. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.
10. Members may please note that SEBI vide its Circular dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at https://www.hvlttd.com/assets/investors_relations/Investor%20Service%20Forms%20and%20Instructions_JUL2024.pdf and on the website of the RTA at <https://www.mcsregistrars.com/downloads.php>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
11. Members who have not registered their email addresses or who want to update their email addresses are required to register the same with the RTA / Depository Participant to receive all communications including Annual Report, Notices and Circulars etc. from the Company electronically.
12. The Company has designated an exclusive email ID viz. investor.service@hvlttd.com to enable the investors to post their grievances, if any, and monitor its redressal.
13. Pursuant to applicable provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed dividend up to the financial year ended 31st March, 2011 has been transferred by the Company to the Investor Education & Protection Fund (IEPF) established by the Central Government. Shares in respect of which dividend remained unclaimed for seven consecutive years or more have also been transferred to the IEPF Demat Account. After the Financial year ended 31st March, 2011 the Company did not declare any dividend. As on date the Company does not have any unclaimed dividend to be transferred to the Investors Education & Protection Fund (IEPF) and thus no shares are required to be transferred to IEPF Authority. The shares transferred to the IEPF authority can be claimed by the concerned members from the IEPF authority after complying with the procedure prescribed under the IEPF rules.
14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available electronically for inspection by the Members. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of 44th AGM, i.e. Tuesday, 23rd September, 2025. Members seeking to inspect such documents can send an email to investor.service@hvlttd.com stating their name and DP/ Client ID/ Folio No.
15. In line with the MCA and SEBI Circulars, the electronic copy of Annual Report including the Notice of AGM for the financial year 2024-25 is being sent to all the Members whose email addresses are registered with the RTA / Depositories / Depository Participants. In accordance with the provisions of the SEBI Listing Regulations, the Company has sent a letter to those shareholders who have not registered their e-mail addresses with the Company or Depositories / Depository Participants containing the web-link, along with the exact path, to access the complete Annual Report, including the Notice of the AGM. Members are requested to access the Annual Report electronically to support the Green Initiative. The Company shall send a physical copy of the Annual Report to those Members who specifically request for the same at investor.service@hvlttd.com mentioning their Folio No. /DP ID and Client ID. The Notice convening the AGM has been uploaded on the website of the Company at https://www.hvlttd.com/investor_relation.html, the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited



at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of NSDL at <https://www.evoting.nsdl.com/>.

16. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting and e-voting at the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as during the AGM will be provided by NSDL.
17. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Tuesday, 16th September, 2025 only shall be entitled to avail the facility of remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
18. The remote e-voting period begins on Friday, 19th September, 2025 at 9:00 A.M. and ends on Monday, 22nd September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off, date i.e. Tuesday, 16th September, 2025, may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 16th September, 2025.
19. Members will be provided with the facility for voting through remote e-voting system during the AGM. Members participating at the AGM, who have not already cast their vote by remote e-voting and are otherwise not barred from doing so, will be eligible to exercise their right to vote through remote e-voting system during the meeting and till 15 minutes after the conclusion of the meeting. The remote e-voting module shall be disabled by

NSDL for voting 15 minutes after the conclusion of the meeting. Members who have cast their vote by remote e-voting prior to the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the member has already cast the vote through remote e-Voting.

20. M/s. RAAM & Associates LLP, Company Secretaries (Unique Code No. L2021MH011800) have been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.
21. The Scrutinizer shall make, not later than two working days of the conclusion of the AGM, a scrutinizer's report of the total votes cast in favour or against (votes cast during the AGM and votes cast through remote e-voting), to the Chairman or a person authorised by him in writing, who will countersign the same and declare the result of the voting forthwith.
22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.hlvtd.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER : -

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below :

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing myeasi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>



Important note : Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 135429 then user ID is 135429001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scan copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to raamassociatesllp@gmail.com / rakesh@csrakeshsanghani.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Rimpa Bag at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scan copy of the share certificate (front and back), PAN (self-attested scan copy of PAN card), AADHAR (self-attested scan copy of Aadhar Card) by email to investor.service@hvmtd.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scan copy of PAN card), AADHAR (self-attested scan copy of Aadhar Card) to investor.service@hvmtd.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository



Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER :

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER :

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's email address at investor.service@hlvttd.com by Monday, 15th September, 2025. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN and mobile number at investor.service@hlvttd.com by Monday, 15th September, 2025. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

By order of the Board of Directors

Savitri Yadav
Company Secretary
ACS No. 21994

Registered Office:

The Leela, Sahar, Mumbai - 400 059

CIN: L55101MH1981PLC024097

Mumbai, 22nd May, 2025

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")]

The following Statement sets out all material facts relating to the special business mentioned at Item Nos. 3 to 5 of the accompanying Notice.

Item No.3

In terms of Regulation 24A of SEBI Listing Regulations, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity. Further, the Secretarial Auditor shall be appointed on the recommendation of the Board with the approval of shareholders of the listed entity.

Accordingly, the Board has recommended the appointment of M/s. RAAM & Associates LLP, Company Secretaries, a peer reviewed firm as Secretarial Auditor of the Company for a term of five (5) consecutive financial years ("FY") commencing from FY 2025-26 to FY 2029-30, to conduct the secretarial audit of the Company and to furnish the Secretarial Audit Report.

M/s. RAAM & Associates LLP, Company Secretaries (Unique Code No. L2021MH011800)), is a peer reviewed firm of Practicing Company Secretaries, engaged in providing corporate advisory, legal services and compliances under various Corporate Laws. The firm is well exposed to the procedural compliances falling under various regulatory statutes such as Corporate Laws, Securities and Exchange Board of India, Stock Exchanges and FEMA.

The terms and conditions of the appointment of M/s. RAAM & Associates LLP include a tenure of five (5) consecutive years, commencing from FY 2025-26 to FY 2029-30 at a remuneration of ₹ 60,000/- (Rupee Sixty Thousand only) for FY 2025-26 and as may be mutually agreed between the Board and the Secretarial Auditors for subsequent years. Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with M/s. RAAM & Associates LLP, and will be subject to approval by the Board of Directors and/ or the Audit Committee.

M/s. RAAM & Associates LLP has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, approval of the shareholders is sought for appointment of M/s. RAAM & Associates LLP as the Secretarial Auditor of the Company.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the ordinary resolution at Item No. 3 for the approval of the Members.

Item No. 4

The members had appointed Mr. Vivek Nair (DIN: 00005870) as Chairman and Managing Director for a period of three (3) years from 3rd October, 2022 to 2nd October, 2025. In view of Mr. Vivek Nair's present term expiring on 2nd October, 2025, the members' approval is sought to re-appoint him

for a further period of five (5) years from 3rd October, 2025 to 2nd October, 2030 and pay him the remuneration as laid down herein.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors have at their meeting held on 22nd May, 2025 re-appointed Mr. Vivek Nair (DIN: 00005870) as the Chairman and Managing Director of the Company in accordance with Sections 196, 197, 203 and Schedule V of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for a period of five years commencing from 3rd October, 2025 upto 2nd October, 2030 on the terms and conditions as specified below subject to approval of the Members of the Company.

The remuneration and other terms and conditions as approved by the Nomination and Remuneration Committee and the Board for appointment of Mr. Vivek Nair are as follows :

Sr. No.	Particulars	Proposed Remuneration
1	Basic pay	₹ 120 Lakhs per annum
2	Perquisites:	
(i)	Use of chauffer driven Company car and telecommunication facilities at residence (valued as per Income Tax Act / Rules)	As per the Rules of the Company
(ii)	Leave Encashment, Personal Accident Insurance Policy, Mediclaim Policy for self and family	As per the Rules of the Company
(iii)	Other benefits:	
	Reimbursement of entertainment expenses	At actuals
	Food and beverages	At actuals / As per the Rules of the Company
3	Annual increment	As may be decided by the Nomination and Remuneration Committee and the Board of Directors subject to the provisions of section 197 and schedule V of the Companies Act 2013.

The monetary value of the perquisites shall be valued as per the provisions of the Income Tax Act / Rules wherever applicable and in absence of any such provision, perquisites shall be valued at actual cost.

Mr. Vivek Nair shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) of Directors. He shall not be liable to retire by rotation.

A draft of the Agreement proposed to be entered into between the Company and Mr. Vivek Nair in connection with his appointment and remuneration as Chairman & Managing Director of the Company, is available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. Tuesday, 23rd September, 2025. Members seeking to inspect such documents can send an email to investor.service@hvltd.com.



The Service Agreement proposed to be executed with the Managing Directors provides for a notice period of six months. Severance fees have not been defined in the proposed service agreements.

The brief resume and the nature of expertise of Mr. Vivek Nair is as under:

Mr. Vivek Nair aged 73 years is a graduate from St. Xavier's College, Mumbai and underwent a post graduate program in hotel management from Cornell University's School of Hotel Administration in Ithaca, New York, USA. He was a Council Member of the World Travel and Tourism Council, India Initiative (WTTC-II) and a Central Governing Council Member of the Services Export Promotion Council (SEPC) of the Government of India. He has also served as the Secretary of the Federation of Hotel & Restaurant Associations of India (FHRAI).

Mr. Vivek Nair, was the Managing Director of the Company since 1983 and the Vice Chairman & Managing Director of the Company since 1996 and was the Chairman & Managing Director from 7th February, 2013 to 31st March, 2021. He was the Chief Executive Officer of the Company from 1st April, 2021 up to 30th September, 2022 and was again appointed as the Chairman and Managing Director from 3rd October, 2022 to 2nd October, 2025. Under Mr. Vivek Nair's able leadership, the Company could achieve phenomenal growth and could set up hotels at various locations in the past. Due to his expertise in the overall management of the Company, the Company could build enviable brand equity through sustained quality standards and marketing arrangements.

Mr. Vivek Nair is not disqualified from being appointed as a director, under provisions of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to be re-appointed as Chairman and Managing Director of the Company.

According to Section 196 (3)(a) and Schedule V of the Act appointment of a person who has attained the age of seventy years may be made by passing a special resolution of members. Mr. Vivek Nair, has very rich and extensive experience and knowledge in Hotel Industry. The Company could be benefited by his knowledge and experience if appointed as Chairman and Managing Director of the Company.

In view of the above, the members' approval is sought to re-appoint Mr. Vivek Nair as the Chairman & Managing Director for a period of five years with effect from 3rd October, 2025 to 2nd October, 2030 and pay him the remuneration as mentioned above.

The provisions of Regulation 17(6)(e) of SEBI Listing Regulations, prescribe that the fee or compensation payable to all the Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the Shareholders by special resolution in General Meeting, if the remuneration payable to any such Executive Director in any year exceeds ₹ 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during the currency of the tenure of the Executive Director. Mr. Vivek Nair is a part of promoter group and the remuneration payable to him as per the terms stated herein above together with the remuneration payable to all the other Executive Directors exceeds 5% of the net profits of the Company. Hence, the approval of shareholders by way of Special Resolution is being sought at the ensuing AGM.

In accordance with Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2, Mr. Vivek Nair's other particulars are given in Annexure to this Notice.

Except, Mr. Vivek Nair, Mr. Dinesh Nair, Mrs. Madhu Nair and Ms. Amruda Nair, the promoter directors and their relatives, none of the other Directors or Key Managerial Personnel or their relatives, in any way, are concerned or interested in the resolution as set out in this Notice at item no. 4.

The Board recommends the Special Resolution at Item No.4 for approval of the Members.

Item No. 5

The members had appointed Mr. Dinesh Nair (DIN: 00006609) as Co-Chairman and Managing Director for a period of three (3) years from 3rd October, 2022 to 2nd October, 2025. In view of Mr. Dinesh Nair's present term expiring on 2nd October, 2025, the members' approval is sought to re-appoint him for a further period of five (5) years from 3rd October, 2025 to 2nd October, 2030 and pay him the remuneration as laid down herein.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors have at their meeting held on 22nd May, 2025 re-appointed Mr. Dinesh Nair (DIN: 00006609) as the Co-Chairman and Managing Director of the Company in accordance with Sections 196, 197, 203 and Schedule V of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for a period of five years commencing from 3rd October, 2025 upto 2nd October, 2030 on the terms and conditions as specified below subject to approval of the Members of the Company.

The remuneration and other terms and conditions as approved by the Nomination and Remuneration Committee and the Board for appointment of Mr. Dinesh Nair are as follows :

Sr. No.	Particulars	Proposed Remuneration
1	Basic pay	₹ 120 Lakhs per annum
2	Perquisites:	
(i)	Use of chauffer driven Company car and telecommunication facilities at residence (valued as per Income Tax Act / Rules)	As per the Rules of the Company
(ii)	Leave Encashment, Personal Accident Insurance Policy, Mediclaim Policy for self and family	As per the Rules of the Company
(iii)	Other benefits:	
	Reimbursement of entertainment expenses	At actuals
	Food and beverages	At actuals / As per the Rules of the Company

Sr. No.	Particulars	Proposed Remuneration
3	Annual increment	As may be decided by the Nomination and Remuneration Committee and the Board of Directors subject to the provisions of section 197 and schedule V of the Companies Act 2013.

The monetary value of the perquisites shall be valued as per the provisions of the Income Tax Act / Rules wherever applicable and in absence of any such provision, perquisites shall be valued at actual cost.

Mr. Dinesh Nair shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) of Directors. He shall not be liable to retire by rotation.

A draft of the Agreement proposed to be entered into between the Company and Mr. Dinesh Nair in connection with his appointment and remuneration as Co-Chairman & Managing Director of the Company, is available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. Tuesday, 23rd September, 2025. Members seeking to inspect such documents can send an email to investor.service@hlvlttd.com.

The Service Agreement proposed to be executed with the Managing Directors provides for a notice period of six months. Severance fees have not been defined in the proposed service agreements.

The brief resume and the nature of expertise of Mr. Dinesh Nair is as under:

Mr. Dinesh Nair, aged 69, is a graduate in Commerce. He took over management of Leela Scottish Lace Private Limited in the early 1980s and focused on the American Juniors Sportswear market. He was instrumental in ensuring rapid growth in sales, transforming Leela Scottish Lace Private Limited into one of the largest manufacturers and exporters of fashion garments from India to the United States. Mr. Dinesh Nair has been associated with the Company since its inception, and has over 44 years of experience in management, administration, exports, marketing, materials and hotel management.

Mr. Dinesh Nair, was the Joint Managing Director of the Company since 1989 and Co-Chairman & Managing Director from 7th February, 2013 to 31st March, 2021. He was the Joint Chief Executive Officer of the Company from 1st April, 2021 up to 30th September, 2022. He was again appointed as Co-Chairman and Managing Director from 3rd October, 2022 till 2nd October, 2025. Under Mr. Dinesh Nair's able leadership, the Company could achieve phenomenal growth and could set up hotels at various locations in the past. Due to his expertise in the overall management of the Company, the Company could build enviable brand equity through sustained quality standards and marketing arrangements.

Mr. Dinesh Nair is not disqualified from being appointed as a director, under provisions of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to be re-appointed as Co-Chairman and Managing Director of the Company.

According to Section 196 (3)(a) and Schedule V of the Act appointment of a person who has attained the age of seventy years may be made by passing a special resolution of members. Mr. Dinesh Nair, aged 69 years, will attain the age of 70 years on 24th December, 2025 and hence continuation of his office till 2nd October, 2030 requires approval of members by way of Special Resolution. Mr. Dinesh Nair, has very rich and extensive experience and knowledge in management, exports, marketing, materials and hotel management. The Company could be benefited by his knowledge and experience if re-appointed as Co-Chairman and Managing Director of the Company.

In view of the above, the members' approval is sought to re-appoint Mr. Dinesh Nair as the Co-Chairman & Managing Director for a period of five years from 3rd October, 2025 to 2nd October, 2030 and pay him the remuneration as mentioned above.

The provisions of Regulation 17(6)(e) of SEBI Listing Regulations, prescribe that the fee or compensation payable to all the Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the Shareholders by special resolution in General Meeting, if the remuneration payable to any such Executive Director in any year exceeds ₹ 5 crores or 2.5% of the net profits of the Company, whichever is higher or the aggregate annual remuneration of all the Executive Directors exceeds 5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, during the currency of the tenure of the Executive Director. Mr. Dinesh Nair is a part of promoter group and the remuneration payable to him as per the terms stated herein above together with the remuneration payable to all the other Executive Directors exceeds 5% of the net profits of the Company. Hence, the approval of shareholders by way of Special Resolution is being sought at the ensuing AGM.

In accordance with Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2, Mr. Dinesh Nair's other particulars are given in Annexure to this Notice.

Except, Mr. Vivek Nair, Mr. Dinesh Nair, Mrs. Madhu Nair and Ms. Amruda Nair, the promoter directors and their relatives, none of the other Directors or Key Managerial Personnel or their relatives, in any way, are concerned or interested in the resolution as set out in this Notice at item no. 5.

The Board recommends the Special Resolution at Item No.5 for approval of the Members.



ANNEXURE

Additional Information of the Directors seeking appointment/re-appointment as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided herein below:

Name of Director	Mr. Vivek Nair	Mr. Dinesh Nair	Mrs. Salini Madhu Nair
Date of Birth (Age)	03 rd January, 1952 (73 Years)	24 th December, 1955 (69 Years)	01 st November, 1961 (63 Years)
Date of first appointment on the Board	03 rd October, 2022	03 rd October, 2022	10 th February, 2020
Designation	Chairman & Managing Director	Co-Chairman & Managing Director	Non-Executive Director
Qualifications	B.A. (Hons) and Post Graduate in Hotel Management.	B.Com.	B.A. (Hons.) Sociology
Brief Resume and Expertise in specific functional areas	Over 44 years of rich experience in Hotel Industry	Over 44 years of rich experience in management, exports, marketing, materials and hotel management	Over four decades of wide and varied experience in the field of interior design, project coordination and business administration.
Chairman/Director of Other Companies	<ol style="list-style-type: none"> 1. Leela Fashions Private Limited. 2. Leela Lace Holdings Private Limited. 3. Rockfort Estate Developers Private Limited. 	<ol style="list-style-type: none"> 1. Leela Fashion Private Limited. 2. Leela Lace Holdings Private Limited. 3. Rockfort Estate Developers Private Limited. 4. LSL Holdings Private Limited. 5. LSL Hotels & Resorts Private Limited. 	<ol style="list-style-type: none"> 1. Leela Realty Ltd. 2. Leela Capital and Finance Limited. 3. Universal Hotels & Resorts Private Limited. 4. Leela lace Holdings Private Limited. 5. Season Apparels Private Limited. 6. Rockfort Estate Developers Private Limited. 7. Leela Lace Estate Developers Private Limited. 8. LSL Hotels & Resorts Private Limited. 9. LSL Holdings Private Limited. 10. LSL Housing Private Limited. 11. Elegant Eateries Private Limited. 12. Krishnan Hotels & Resorts Private Limited. 13. Leela Krishnan Nair Foundation.
Chairman/Member of the committees of the Company and other Company(s)	NIL	NIL	NIL
Name of the listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
No. of meetings of the Board attended during the year	3	3	3
No. of shares held	5,14,960 shares (0.08%)	4,81,680 shares (0.06%)	360 shares (0.00%)
Relationship with other Directors, Manager and other key managerial personnel of the Company	Mr. Vivek Nair is related with Mr. Dinesh Nair, Co-Chairman and Managing Director, Mrs. Salini Madhu Nair, Non-Executive Director and Ms. Amruda Nair, Non- Executive Director	Mr. Dinesh Nair is related with Mr. Vivek Nair, Chairman and Managing Director, Mrs. Salini Madhu Nair, Non- Executive Director and Ms. Amruda Nair, Non- Executive Director	Mrs. Salini Madhu Nair is related with Mr. Vivek Nair, Chairman and Managing Director, Mr. Dinesh Nair, Co-Chairman and Managing Director and Ms. Amruda Nair, Non- Executive Director
Terms and conditions of appointment or re-appointment	Re-appointment as Chairman and Managing Director not liable to retire by rotation	Re – appointment as Co-Chairman and Managing Director not liable to retire by rotation	Re-appointment as Non-Executive Director liable to retire by rotation
Details of remuneration sought to be paid	₹ 120 Lakhs p.a.	₹ 120 Lakhs p.a.	Sitting Fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.
Remuneration last drawn	₹ 120 Lakhs p.a.	₹ 120 Lakhs p.a.	Sitting fee for the FY 2024-25 – ₹ 90,000/-