



## NOTICE

**NOTICE** is hereby given that the **FORTIETH ANNUAL GENERAL MEETING (AGM) of HLV LIMITED** (Formerly HOTEL LEELAVENTURE LIMITED) will be held on Wednesday, 18<sup>th</sup> August, 2021 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 31<sup>st</sup> March, 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Salini Madhu Dinesh Nair (DIN: 00011223), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

3. **Appointment of Ms. Amruda Nair (DIN: 06716791) as Non-Executive, Non-Independent Director**

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 161(1) of the Companies Act, 2013 and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Article 119 of the Articles of Association, pursuant to the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Ms. Amruda Nair (DIN: 06716791), who was appointed as an additional Director of the Company with effect from 30<sup>th</sup> March, 2021 who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice from a Member under Section 160(1) of the Companies Act, 2013 signifying his intention to propose Ms. Amruda Nair as a candidate for the office of Director, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company and whose period of office will be liable to determination by retirement by rotation."

4. **Appointment of Mr. Ashok Girdharidas Rajani (DIN: 00267748) as an Independent Director**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Ashok Girdharidas Rajani (DIN:00267748), who was appointed as an Additional Director in the capacity of an Independent Director of the Company with effect from 30<sup>th</sup> March, 2021, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)

(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for appointment and in respect of whom the Company has received a Notice from a Member under Section 160(1) of the Companies Act, 2013 signifying his intention to propose Mr. Ashok Girdharidas Rajani as a candidate for the office of Director and who holds office as such up to the date of this Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years effective from 30<sup>th</sup> March 2021 till 29<sup>th</sup> March, 2026."

5. **Issue of Equity Shares on Preferential basis to M/s. Rockfort Estate Developers Private Limited on conversion of existing loan**

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

"**RESOLVED THAT** pursuant to Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI (ICDR) Regulations, 2018") and other applicable regulations of Securities and Exchange Board of India ("SEBI"), if any (for the time being in force) as may be applicable to the preferential issue of equity shares, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India ("RBI") and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other appropriate authority, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution to offer, issue and allot in one or more tranches 2,87,08,133 (Two Crore Eighty Seven Lakhs Eight Thousand One Hundred Thirty Three Only) Equity Shares of the face value of ₹ 2/- (Rupees Two Only) each fully paid up at an issue price of ₹ 10.45/- (Rupees Ten and Forty Five Paise Only) including Premium of ₹ 8.45/- (Rupees Eight and Forty Five Paise Only) per share to M/s. Rockfort Estate Developers Private Limited ("the proposed Allottee"), a company belonging to the promoter group on a preferential basis.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

- The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed by the SEBI (ICDR) Regulations, 2018;

- The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The 'Relevant Date' for the purpose of determining the minimum price of the Equity Shares proposed to be allotted to the Proposed Allottee is 19<sup>th</sup> July, 2021 i.e. being the date which is 30 days prior to the date of this meeting;
- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval;
- The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned allottee upon conversion of their outstanding loan amounts and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/ Key Managerial Personnel/ Officers of the Company."

**By order of the Board of Directors  
For HLV Limited  
(Formerly Hotel Leelaventure Limited)**

**Savitri Yadav  
Company Secretary  
ACS No. 21994**

**Registered Office:**

The Leela, Sahar, Mumbai - 400 059

CIN: L55101MH1981PLC024097

Mumbai, 20<sup>th</sup> July, 2021

**EXPLANATORY STATEMENT**

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

The following Statement sets out all material facts relating to Item No. 3 to 5 mentioned in the accompanying Notice.

**Item No. 3: Appointment of Ms. Amruda Nair as Non-Executive, Non-Independent Director**

In accordance with Section 161(1) of the Act, and Article 119 of the Articles of Association of the Company and upon recommendation of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on 30th March, 2021 appointed Ms. Amruda Nair as an Additional (Non-Executive, Non-Independent) Director of the Company. She holds office only upto the date of ensuing Annual General Meeting and is eligible to be appointed as a Director of the Company. Notice under Section 160(1) of the Companies Act has been received from a member proposing the name of Ms. Amruda Nair to be appointed as a Director on the Board of the Company.

Ms. Amruda Nair is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given her consent to act as a Director of the Company.

The brief resume and the nature of expertise of Ms. Amruda Nair is as under:

Ms. Amruda Nair is the Founder of Araiya Hotels & Resorts, a boutique hotel management company based in Mumbai, India that specialises in lifestyle resorts with properties in Goa, Kerala, Himachal Pradesh and Gujarat.

Ms. Amruda Nair launched Araiya after 15 years of experience in hospitality and asset management having worked in 12 countries across Europe, the United States, South East Asia and the Middle East. After a brief stint at the Mandarin Oriental New York, Ms. Nair joined Jones Lang LaSalle Hotels (JLLH) Singapore as an analyst on investment sales mandates across the region including Indonesia, Japan, China and Thailand and asset management for hotels in Singapore and China.

Ms. Nair is an Economics graduate, with a degree in Hospitality Management from Stenden University in The Netherlands and a Master's from Cornell's School of Hotel Administration, New York.

Ms. Nair was awarded the 'Generation Next Awards' for Hospitality (2011) by The All India Association of Industries and the Young Entrepreneurs Society as well as the Young FICCI Ladies Organization Women Achiever's Award (2012). Ms. Nair was a part of Hotelier India's Power List 2016 and also won the Rising Star – South Asia award at the Hotel Investment Forum India, 2016.

In accordance with Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2, Ms. Amruda Nair's other particulars are given in the Notes to this notice.

No Director or Key Managerial Personnel and their relatives other than Ms. Amruda Nair, to whom the resolution relates and Mr. Vivek Nair, Chief Executive Officer and Mr. Dinesh Nair, Joint Chief Executive Officer and Mrs. Madhu Nair, Non-Executive Director, who are related are concerned



or interested in the resolution proposing her appointment as a Non-Executive, Non-Independent Director on the Board of the Company.

The Directors are of the opinion that Ms. Amruda Nair's knowledge and experience will be of benefit to the Company. Accordingly, the Board recommends the Ordinary Resolution at item no. 3 of this Notice for the approval of the Members.

**Item No. 4: Appointment of Mr. Ashok Girdharidas Rajani as an Independent Director**

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Mr. Ashok Girdharidas Rajani as an Additional Director in the capacity of Non-Executive, Independent Director of the Company to hold office for a period of five years from 30<sup>th</sup> March, 2021 to 29<sup>th</sup> March, 2026, not liable to retire by rotation, subject to approval of the Members of the Company at the ensuing Annual General Meeting. As an Additional Director, Mr. Rajani holds office till the date of ensuing Annual General Meeting and is eligible for being appointed as an Independent Director. The Company has received necessary declaration(s) from Mr. Rajani confirming that he meets the criteria as prescribed under the Act and SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

Mr. Rajani is not disqualified from being appointed as a Director under provisions of Section 164 of the Companies Act, 2013, 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 act as a Director of the Company.

The brief resume and the nature of expertise of Mr. Ashok Girdharidas Rajani is as under:

Mr. Ashok Girdharidas Rajani (B.Com), aged 72 years, has over four decades of rich and varied experience in the field of textile industries, management and operations. He has been on the board of Alok Industries Limited for many years and headed various management committees. At present, he serves as a Member / Chairman of Apparel Export Promotion Council and Apparel Made-Ups and Home Furnishing Sector Skill Council, sponsored by the Ministry of Textiles, the Government of India.

In accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2, Mr. Ashok Girdharidas Rajani's other particulars are given in the Notes to this notice.

Your Board believes that Mr. Rajani's induction on the Board will support in broadening the overall expertise of the Board and will bring wide experience particularly in the areas of corporate governance and business development.

The Board, after satisfying itself that the appointment of Mr. Rajani will be in the interest of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends the appointment of Mr. Rajani as a Non-Executive, Independent Director, not liable to retire by rotation.

As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, no listed entity shall appoint a person

or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. At present, Mr. Rajani is aged 72 years and will attain the age of 75 years on 18<sup>th</sup> June 2024 and hence continuation of his directorship till 29<sup>th</sup> March, 2026 requires approval of members by way of Special Resolution.

A copy of the appointment letter, setting out his terms and conditions of appointment is available on the website of the Company at [www.hvltd.com](http://www.hvltd.com).

Save and except Mr. Rajani and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors/ Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out at Item No.4.

The Board recommends the resolution set forth at Item No. 4 for the approval of the Members as a Special Resolution.

**Item No. 5 Issue of Equity Shares on Preferential basis to M/s. Rockfort Estate Developers Private Limited on conversion of existing loan**

The Company is in debt of Unsecured Loan of ₹ 30 Crore from M/s. Rockfort Estate Developers Private Limited, a Company belonging to the promoter group. Since, the Company is not in a position to repay the loan in near future, M/s. Rockfort Estate Developers Private Limited requested the Company to convert outstanding loan amount due to them into such number of equity shares of the Company as permitted under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 at a price to be determined by the Board in accordance with SEBI ICDR Regulations.

Based on the said request, the Board on 19<sup>th</sup> June, 2021 has resolved to offer and issue up to 3,14,64,500 (Three Crore Fourteen Lakhs Sixty Four Thousand and Five Hundred Only) Equity Shares of ₹ 2/- (Rupees Two Only) each fully paid up to M/s. Rockfort Estate Developers Private Limited, a promoter group entity against their outstanding loan on preferential basis, in one or more tranches, at an issue price as may be determined in accordance with SEBI (ICDR) Regulations and that the issue size shall not exceed an aggregate value of ₹ 30,00,00,000 (Rupees Thirty Crores only), including the premium subject to approval of members and requisite regulatory approvals.

The Special Resolution as mentioned under Item No. 5 proposes to authorize the Board to issue and allot in one or more tranches 2,87,08,133 (Two Crore Eighty Seven Lakhs Eight Thousand One Hundred Thirty Three Only) Equity Shares of the face value of ₹ 2/- (Rupees Two Only) each fully paid up at an issue price of ₹ 10.45/- (Rupees Ten and Forty Five Paise Only) including Premium of ₹ 8.45/- (Rupees Eight and Forty Five Paise Only) per share to M/s. Rockfort Estate Developers Private Limited on preferential basis, in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations, 2018 and in compliance with Sections 42 and 62(1) (c) and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

The following are the details of the unsecured loan sought to be converted into Equity Shares pursuant to this resolution:

S N	Name of the proposed Allottee	Amount Outstanding as on 10th June, 2021 (in Rs.)	Number of Equity Shares to be allotted	Balance of loan outstanding after conversion (in Rs.)
1	M/s. Rockfort Estate Developers Private Limited	30,00,00,000	2,87,08,133	10.15/-

The information pertaining to the proposed preferential issue in terms of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 is as stated below:

**Object of the issue through preferential Allotment:** The object of this issue is to convert the outstanding unsecured loan into Equity Shares.

**Basis on which the price of the preferential issue has been arrived at:** The equity shares of the Company are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (NSE together with BSE shall hereinafter be referred to as the "Stock Exchanges"). The equity shares are frequently traded on NSE and the share prices on NSE, being the stock exchange with higher trading volumes for the said period, have been considered for arriving at floor price of the shares to be allotted under the Preferential Allotment in accordance with the SEBI (ICDR) Regulations, 2018.

**Relevant date with reference to which the price has been arrived at:** In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is 19<sup>th</sup> July, 2021, being the date 30 days prior to the date of this Annual General Meeting (AGM).

**Pricing of the Issue:** The issue of equity shares on preferential basis to the promoter of the company will be in such manner and at such price calculated as per the SEBI (ICDR) Regulations, 2018. The SEBI (ICDR) Regulations, 2018 in terms of Regulation 164 (1), inter alia, provide that the price of the equity shares to be issued in terms of a preferential issue shall not be less than higher of the following:

The average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the stock exchange during the twenty-six weeks preceding the relevant date;

OR

The average of the weekly high and low of the volume weighted average prices of the related Equity Shares quoted on the stock exchange during the two weeks preceding the relevant date.

As on relevant date, the minimum price is arrived at ₹ 10.44 per equity share and the issue price is accordingly fixed at ₹ 10.45 per equity share.

**Maximum number of Equity Shares proposed to be issued:** Maximum number of Equity Shares proposed to be issued is as under:

S N	Name of the Allottee	Number of Equity Shares	Category
1	M/s. Rockfort Estate Developers Private Limited	2,87,08,133	Promoter

**The proposal of the promoters, or their associates and relatives, Directors/Key Managerial Persons of the issuer to subscribe to the offer:** None of the promoters, or their associates and relatives, Directors/Key Managerial Persons except M/s. Rockfort Estate Developers Private Limited, a promoter group entity has conveyed its intent to the Company in writing to subscribe to the Equity Shares of the Company on preferential basis.

**Identity of the Proposed Allottee and the Percentage of Post Preferential Issue Capital that may be held by the Allottee:**

Name of the Allottee	Pre-Preferential Holding		Proposed Allotment	Post Preferential Holding	
	No. of Shares	%	No of Shares	No. of Shares	%
M/s. Rockfort Estate Developers Private Limited	5,56,07,175	8.82	2,87,08,133	8,43,15,308	12.79

**Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control:** The natural persons who are the ultimate beneficial owner of the shares proposed to be allotted to M/s. Rockfort Estate Developers Private Limited are Mr. Vivek Nair, Mr. Dinesh Nair, Mrs. Lakshmi Nair and Mrs. Madhu Nair.

The Shareholding Pattern before and after preferential issue of the capital would be as follows:

S N	Category	Pre-preferential issue Shareholding		Post Preferential issue Shareholding	
		No Shares	%	No Shares	%
<b>A</b>	<b>Promoters' Holding</b>				
	(i) Indian Promoters				
	(a) Individual/HUF	12,45,200	0.20	12,45,200	0.19
	(b) Bodies Corporate	29,60,49,519	46.95	32,47,57,652	49.26
	(c) Others (Trusts)	7,92,355	0.13	7,92,355	0.12
	(ii) Foreign Promoters				
	- Individual	0	0	0	0
	- Bodies Corporate	0	0	0	0
	<b>Sub Total (A)</b>	<b>29,80,87,074</b>	<b>47.27</b>	<b>32,67,95,207</b>	<b>49.57</b>



S N	Category	Pre-preferential issue Shareholding		Post Preferential issue Shareholding	
		No Shares	%	No Shares	%
<b>B</b>	<b>Non-Promoters' Holding</b>				
	Mutual Fund	250	0.00	250	0.00
	FI's Bank / UTI	1,42,92,213	2.27	1,42,92,213	2.17
	FIs	5,899	0.00	5,899	0.00
	Bodies Corporate	22,74,98,126	36.08	22,74,98,126	34.51
	Residents/ Individuals	8,14,23,793	12.91	8,14,23,793	12.35
	QIB	0	0	0	0
	NRI	62,97,841	1.00	62,97,841	0.96
	NBFC	10,200	0.00	10,200	0.00
	Overseas Corporate Bodies	0	0	0	0
	Clearing Members	4,93,419	0.08	4,93,419	0.07
	Foreign Trusts	0	0	0	0
	Indian Trusts	2,500	0.00	2,500	0.00
	IEPF	24,40,451	0.39	24,40,451	0.37
	<b>Sub Total (B)</b>	<b>33,24,64,692</b>	<b>52.73</b>	<b>33,24,64,692</b>	<b>50.43</b>
	<b>Grand Total (A+B)</b>	<b>63,05,51,766</b>	<b>100.00</b>	<b>65,92,59,899</b>	<b>100.00</b>

**Note:** The above pre-issue shareholding pattern is prepared as on 30.06.2021. The post preferential issue shareholding is shown after taking into account the allotment to M/s. Rockfort Estate Developers Private Limited, the preferential allottee in Item No. 5 of this Notice.

**Proposed time within which the allotment shall be completed:** As required under the SEBI (ICDR) Regulations, 2018 the Company shall complete the allotment of Equity Shares on or before the expiry of 15 days from the date of passing of this resolution by the members granting consent for preferential issue, provided that in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

**Lock-in period of shares:** The Equity shares to be allotted to the promoters on preferential basis shall be locked-in for a period as per requirements of SEBI (ICDR) Regulations, 2018.

**Auditors' certificate:** The certificate from Statutory Auditors M/s. N.S. Shetty & Co., Chartered Accountants, to the effect that the present preferential issue is being made in accordance with the requirements contained in the chapter V of the SEBI (ICDR) Regulations, 2018 shall be available on the day of the AGM, on the website of the Company i.e. www.hlvtd.com.

**Change in control:** The present allotment being made to promoters will not result in any change in the control of the Company.

**Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of its promoters or directors is a willful defaulter:**

Name of the person declared as a willful defaulter	Not Applicable
Name of the Bank declaring the person as a willful defaulter	Not Applicable
Year in which the person was declared as a willful defaulter	Not Applicable
Outstanding amount when the person was declared as a willful defaulter	Not Applicable
Steps taken, if any, by the person for removal of its name from the list of willful defaulters	Not Applicable
Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision	Not Applicable
Any other disclosure as specified by the Board	Not Applicable

**Undertakings:**

The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018 the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

None of the Directors, Key Managerial Personnel or their respective relatives except Mr. Vivek Nair, Chief Executive Officer, Mr. Dinesh Nair, Joint Chief Executive Officer, Mrs. Madhu Nair, Director and Ms. Amruda Nair, Director are in any way concerned or interested in the resolution mentioned at Item No. 5 of the Notice.

The Board recommends the resolution set forth at Item No.5 for the approval of the members as a Special Resolution.

**For HLV Limited**  
(Formerly Hotel Leelaventure Limited)

**Savitri Yadav**  
Company Secretary

**Registered Office:**

The Leela, Sahar, Mumbai - 400 059  
CIN: L55101MH1981PLC024097

Mumbai, 20<sup>th</sup> July, 2021

**IMPORTANT NOTES:**

- In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and 2/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 40<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 40<sup>th</sup> AGM shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC / OAVM is annexed herewith.
- Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for AGM. 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. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
- Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]:**

<b>Name of Director</b>	<b>Mrs. Salini Madhu Dinesh Nair</b>	<b>Ms. Amruda Nair</b>	<b>Mr. Ashok Girdharidas Rajani</b>
<b>Date of Birth (Age)</b>	1 <sup>st</sup> November, 1961 (59 years)	19 <sup>th</sup> October, 1982 (38 years)	18 <sup>th</sup> June, 1949 (72 years)
<b>Date of Appointment</b>	10 <sup>th</sup> February, 2020	30 <sup>th</sup> March, 2021	30 <sup>th</sup> March, 2021
<b>Designation</b>	Non Executive, Non Independent Director	Non Executive, Non Independent Director	Non Executive, Independent Director
<b>Qualifications</b>	B.A. (Hons.) Sociology	B. A. – Economics, Degree in Hospitality Management from Stenden University in The Netherlands and a Master’s from Cornell’s School of Hotel Administration, New York.	B.Com
<b>Brief Resume and Expertise in specific functional areas</b>	Nearly three decades of wide and varied experience in the field of interior design, project coordination and business administration.	Please refer Explanatory Statement to Item No. 3	Please refer Explanatory Statement to Item No. 4
<b>Chairman/Director of Other Companies</b>	1. Leela Realty Limited	1. Oriental Aromatics Limited	1. Midas Touch Exports Private Limited
	2. Leela Capital and Finance Limited	2. Leela Realty Limited	2. Vision Apparel Private Limited
	3. Leela Fashions Private Limited	3. L. M. Realtors Private Limited	3. Creative Lifestyles Private Limited
	4. Season Apparels Private Limited	4. Emmel Realtors and Developers Private Limited	4. Flair Apparel industries Private Limited
	5. Leela Lace Holdings Private Limited	5. L Lifestyle Services Private Limited	5. Apparel Export Promotion Council
	6. Rockfort Estate Developers Private Limited	6. Araiya Hospitality Private Limited	6. Apparel Made-Ups and Home Furnishing Sector Skill Council
	7. Leela Lace Estates Private Limited	7. Leela I T Projects Private Limited	



Name of Director	Mrs. Salini Madhu Dinesh Nair	Ms. Amruda Nair	Mr. Ashok Girdharidas Rajani
	8. Zillion Hotels & Resorts Private Limited		
	9. Leela Hospitality Private Limited		
	10. Leela Housing Private Limited		
	11. Elegant Eateries Private Limited		
	12. Krishna Hotels and Resorts Private Limited		
<b>Chairman/Member of the committees of the Company and other Company(s)</b>	Nil	Oriental Aromatics Limited – Member of Audit Committee	Nil
<b>No. of meetings of the Board attended during the year</b>	4	1	1
<b>No. of shares held</b>	360	3,00,000	Nil
<b>Relationship with other Directors, Manager and other key managerial personnel of the Company</b>	Mrs. Salini Madhu Dinesh Nair is related to Ms. Amruda Nair, Non-Executive Non-Independent Director.	Ms. Amruda Nair is related to Mrs. Salini Madhu Dinesh Nair, Non-Executive Non-Independent Director.	Mr. Ashok Girdharidas Rajani is not related to any Directors of the Company.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 13<sup>th</sup> August, 2021 to Wednesday, 18<sup>th</sup> August, 2021 (both days inclusive).
6. Members are requested to:
  - (i) send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of shares or any other shares related matters and bank account details to the Company's Registrars;
  - (ii) consolidate shareholding in multiple folios in the same name or in the same order of names into a single folio;
  - (iii) notify immediately any change of address to their Depository Participants (DP) in respect of shares held in dematerialized form and to the Registrar & Transfer Agent, in respect of their physical shares, if any, quoting their folio number;
  - (iv) note that in terms of section 72 of the Companies Act, 2013, they are entitled to make nomination in respect of shares held by them. Members holding shares in physical form and desirous of making nominations are requested to send their requests in the prescribed form in duplicate to the Registrar & Transfer Agent. The nomination forms will be made available to the members on request. For Members holding shares in dematerialized form, the nomination form prescribed by the depository will have to be used and submitted to the depository participant.
7. In terms of applicable SEBI circulars, it is mandatory for the shareholders holding shares in physical form to submit self-attested copy of PAN card for transmission / deletion / transposition of securities. Requests received without attaching copies of PAN card, for deletion / transmission and transposition of shares of the Company in physical form will be returned under objection.
8. SEBI vide notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018, has amended Regulation 40 of Listing Regulations, mandating transfer of securities to be carried out only in dematerialised form, except in case of transmission or transposition of securities. Accordingly requests for transfer of securities of listed entities shall not be processed unless the securities are held in the dematerialized form with depositories. In view of the same Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management.
9. The Company has designated an exclusive email ID viz. investor.service@hlvtd.com to enable the investors to post their grievances, if any, and monitor its redressal.
10. 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 31<sup>st</sup> 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 31<sup>st</sup> 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.

11. Electronic copy of Notice of AGM and the Annual Report for the financial year 2020-21 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s). To support the Green Initiative, Members who have not registered their email addresses are required to register the same with the RTA/ Depository to receive all communications including Annual Report, Notices and Circulars etc. from the Company electronically.
12. In line with the MCA Circulars, the Notice calling the AGM along with Annual Report for financial year 2020-21 has also been uploaded on the website of the Company at www.hvltd.com, 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 and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members during the AGM. 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 40<sup>th</sup> AGM, i.e. August 18, 2021. Members seeking to inspect such documents can send an email to investor.service@hvltd.com.
14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) 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 venue voting on the date of the AGM will be provided by NSDL.
15. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 11<sup>th</sup> August, 2021. The remote e-voting period begins on Sunday, 15<sup>th</sup> August, 2021 at 9.00 A. M. and ends on Tuesday, 17<sup>th</sup> August, 2021 at 5.00 P.M. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
16. 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 only shall be entitled to avail the facility of remote e-voting.
17. Mr. Prashant S. Mehta, Practising Company Secretary (Membership No.5814) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the entire e-voting process in a fair and transparent manner.
18. The Scrutinizer shall make, not later than two 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.
19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.hvltd.com and on the website of NSDL 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 ARE AS UNDER:-**

The remote e-voting period begins on Sunday, August 15, 2021 at 9.00 A. M. and ends on Tuesday, August 17, 2021 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. **The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 11, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 11, 2021.**

**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.	1. If you are already registered for <b>NSDL IDeAS</b> facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “ <b>Beneficial Owner</b> ” icon under “Login” which is available under “ <b>IDeAS</b> ” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “ <b>Register Online for IDeAS</b> ” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 options available against company name or <b>e-Voting service provider - NSDL</b> 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.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.

	2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b> . Click on NSDL to cast your vote.
	3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or <b>e-Voting service provider-NSDL</b> 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.
<b>Important note:</b> Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.	
<b>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.</b>	
<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method 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 101456 then user ID is 101456001***	

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](http://www.evoting.nSDL.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://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.co.in](mailto:evoting@nSDL.co.in) 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 General 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 scanned 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 [acs.pmehta@gmail.com](mailto:acs.pmehta@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sagar Ghosalkar at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### **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, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor.service@hvltd.com](mailto:investor.service@hvltd.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 scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor.service@hvltd.com](mailto:investor.service@hvltd.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.co.in](mailto:evoting@nsdl.co.in) 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 link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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. Shareholders who would like to express their views/have questions may send their questions ten days in advance, i.e. 8<sup>th</sup> August, 2021, mentioning their name, demat account number/folio number, email id, mobile number at [investor.service@hvltd.com](mailto:investor.service@hvltd.com). The same will be replied by the company suitably.