

## NOTICE



**NOTICE** is hereby given that the **FORTY FIRST ANNUAL GENERAL MEETING (AGM) of HLV LIMITED** will be held on **Wednesday, 24<sup>th</sup> August, 2022 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, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Amruda Nair (DIN: 06716791), who retires by rotation and being eligible, offers herself for re-appointment.
3. **Re-appointment of Statutory Auditors**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, and the rules framed there under, as amended from time to time, M/s. N. S. Shetty & Co., Chartered Accountants (Reg No. 110101W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of 41<sup>st</sup> Annual General Meeting till the conclusion of the 46<sup>th</sup> Annual General Meeting to be held in the year 2027 and the Board of Directors of the Company be and is hereby authorised to fix their remuneration."

### SPECIAL BUSINESS:

4. **To approve Related Party Transactions for borrowings/ availing loans/advances from promoter group entities**

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

**"RESOLVED THAT** pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable regulatory provisions and subject to such approvals, confirmations, no objections that may be required, approval of the Members be and is hereby accorded to the Board of Directors (which the term shall include any Committee duly authorised by the Board) of the Company to enter into material related party transaction(s) for borrowings/ availing Inter Corporate Loans/ advances (secured or unsecured, with or without interest) from Leela Lace Holdings Private Limited (LLHPL) / Leela Fashions Private Limited (LFPL) / Rockfort Estate Developers Private Limited (REDPL) (promoter group entities) in one or more tranches, on such terms, as may be approved by the Board/Committee subject to the condition that the amount of such borrowings/Inter Corporate Loans/ advances from promoter group entities shall not exceed the limit of ₹ 100 Crore (Rupees

One Hundred Crore) during any financial year either singly or taken together from all promoter group entities, notwithstanding that the amount of such borrowings/ Inter Corporate Loans/ advances may exceed the materiality threshold prescribed under Regulation 23 of SEBI Listing Regulations or any other regulatory requirements and that the transactions shall be at arm's length basis and in the ordinary course of business."

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors (including any authorised Committee thereof) be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board / Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such transactions and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board of Directors (including any authorised Committee thereof) in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

**By order of the Board of Directors  
For HLV Limited**

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

### Registered Office:

The Leela, Sahar, Mumbai - 400 059  
CIN: L55101MH1981PLC024097  
Mumbai, 27<sup>th</sup> May, 2022

### EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") and Regulation 36(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")]

The following Statement sets out all material facts relating to Item No. 3 & 4 mentioned in the accompanying Notice.

### Item No. 3:

M/s. N. S. Shetty & Co., Chartered Accountants had been appointed as the Statutory Auditors of the Company at 36<sup>th</sup> Annual General Meeting held on 18<sup>th</sup> September, 2017 to hold office for a period of five years till the conclusion of 41<sup>st</sup> Annual General Meeting. As per Section 139 of the Act, M/s. N. S. Shetty & Co., Chartered Accountants are eligible for re-appointment for a further period of five years. They have conveyed

their consent for re-appointment as the Statutory Auditors of the Company for next term of five years along with the confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., and considering the recommendation of Audit Committee, the Board at its meeting held on 27<sup>th</sup> May, 2022, proposed the re-appointment of M/s. N. S. Shetty & Co., Chartered Accountants as Statutory Auditors for a further period of five years from the conclusion of this Annual General Meeting till the Conclusion of 46<sup>th</sup> Annual General Meeting to be held in the year 2027.

M/s. N. S. Shetty & Co. was paid a fee of Rupees Eight Lakhs for statutory audit for the financial year ended 31<sup>st</sup> March, 2022 plus applicable taxes and out-of-pocket expenses. The fees to be paid to M/s. N. S. Shetty & Co. for the financial year ending 31<sup>st</sup> March, 2023 and onwards shall be decided by the Board in consultation with the Audit Committee.

The Board recommends the Ordinary Resolution at item no. 3 of the Notice for approval by the members of the Company.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

**Item No. 4:**

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof (“SEBI Listing Regulations”) and the Company’s Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company (“the Policy”), all material related party transactions of the Company and subsequent material modifications thereof require prior approval of the members of the Company through ordinary resolution.

As per Regulation 23 of SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Due to one-time settlement with the lenders in October 2019, the Company is unable to raise funds for working capital requirements and to meet other financial obligations from Banks / Financial Institutions. In view of the same, it may become necessary to avail secured / unsecured / interest free / interest bearing loans/advances from the promoter group entities from time to time for working capital requirements and/or other financial obligations. The Company has been availing unsecured loans/advances from the promoter group entities during last three years and has been repaying such loans/advances as and when the funds were available. The transactions for borrowings/availing loans/advances from promoter group entities may exceed the said threshold limit of

materiality. Considering the funding requirements for Company in future the approval of the members is being sought for borrowing/availing loans/ advances from promoter group entities subject to the condition that the amount of such borrowings/Inter Corporate Loans/ advances from promoter group entities shall not exceed ₹ 100 Crore (Rupees One Hundred Crore) during any financial year either singly or taken together from all promoter group entities, notwithstanding that the amount of such borrowings/ Inter Corporate Loans/ advances may exceed the materiality threshold prescribed under Regulation 23 of SEBI Listing Regulations or any other regulatory requirements.

The transactions shall be on arm’s length basis, in the ordinary course of business of the Company and are not covered under Section 188 of the Companies Act, 2013.

The Audit Committee and the Board of Directors have provided their approval for entering in to the aforesaid related party transactions at their meeting(s) held on 27<sup>th</sup> May, 2022 and have noted that although these transactions shall be in the ordinary course of business and at arm’s length, they may qualify as material related party transactions under the SEBI Listing Regulations. Accordingly, the Board recommends the Ordinary Resolution as set out in the Notice at Item No.4 for the approval of the Members.

Information required to be disclosed in the explanatory statement pursuant to SEBI Circular dated November 22, 2021 is provided herewith:

Name of the related party and its relationship with the Company	1. Leela Lace Holdings Private Limited (LLHPL) - Promoter Group
	2. Rockfort Estate Developers Private Limited (REDPL) - Promoter Group
	3. Leela Fashions Private Limited (LFPL) – Promoter Group
Nature of its concern or interest (financial or otherwise)	Financial
Type, material terms and particulars of the proposed transaction	Borrowing / Availing Inter Corporate Loans / Advances (secured or unsecured, with or without interest) in one or more tranches, on such terms, as may be approved by the Board/Committee authorized by the Board time to time.
Tenure of the proposed transaction/s	Particular tenure of loan transactions is not possible to specify as the transactions are unanticipated and unforeseen in nature and tenure will be decided by the Board or Committee authorized by the Board at the time of actual borrowing from promoter group entities.



Value of the proposed transaction	Borrowings shall not exceed an aggregate amount of ₹ 100 Crores during any financial year either singly or taken together from all promoter group entities	% of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not Available
% of value of transaction/ the Company's annual consolidated turnover for immediately preceding financial year (Based on Consolidated turnover of FY 2022)	131.02% (total percentage of loan amount either singly or taken together from all promoter group entities to the total turnover of the Company for FY 2021-22)	Valuation or other external party report	The valuation or other external report, if any, relied upon by the Company in relation to the proposed transactions shall be made available through the registered email address of the shareholders.
Justification as to why the RPT is in the interest of the listed entity	Due to onetime settlement with the lenders in the past, the Company may not be able to get adequate finance from Banks/ Financial Institutions and therefore, the Company is likely to borrow / avail loans / advances from promoter group entities in case of urgency to meet its financial obligations, if required.		

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP except mentioned below are concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

Nature of concern or interest of Directors/ Managers/ Key Managerial Personnel (KMP) and their Relatives:

Name of the interested Directors or KMP		Nature of Concern or Interest								
		Leela Lace Holdings Private Limited			Rockfort Estate Developers Private Limited			Leela Fashions Private Limited		
		Type of association	Shareholding (%)	Shareholding of relatives and associates	Type of association	Shareholding (%)	Shareholding of relatives and associates	Type of association	Shareholding (%)	Shareholding of relatives and associates
1	Mrs. Madhu Nair, Director	Director / promoter	9%	91%	Director / promoter	-	100%	Director / promoter	5.04%	94.56%
2	Ms. Amruda Nair, Director	--	--	100%	-	-	100%	-	-	100%
3	Mr. Vivek Nair, CEO	Promoter	9%	91%	Promoter	-	100%	Promoter	5.04%	94.56%
4	Mr. Dinesh Nair, Joint CEO	Promoter	9%	91%	Promoter	-	100%	Promoter	5.04%	94.56%
5	Mr. Umesh Dombhe, CFO	Director	--	--	Director	-	-	Director	-	-

**By order of the Board of Directors  
For HLV Limited**

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

**Registered Office:**

The Leela, Sahar, Mumbai - 400 059

CIN: L55101MH1981PLC024097

Mumbai, 27<sup>th</sup> May, 2022

**IMPORTANT NOTES:**

- In view of the ongoing threat posed by the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 2/2021 dated January 13, 2021, 19/2021 dated December, 8, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May, 5 2022 ("MCA Circulars") and the Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ("SEBI Circular") has permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with these MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 ('the Act') (including any statutory modifications or re-enactments thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 41<sup>st</sup> AGM of the Company is being conducted through VC/OAVM Facility. The deemed venue for the 41<sup>st</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 and shall not be closed till the expiry of 30 minutes after the scheduled time. The Members will be able to view the live proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 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 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>Ms. Amruda Nair</b>
<b>Date of Birth (Age)</b>	19 <sup>th</sup> October, 1982 (39 years)
<b>Date of Appointment</b>	30 <sup>th</sup> March, 2021
<b>Designation</b>	Non Executive, Non Independent Director
<b>Qualifications</b>	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>Brief Resume and Expertise in specific functional areas</b>	Ms. Amruda Nair possesses more than 15 years' rich and extensive experience in hospitality and asset management and have worked in around 12 countries across Europe, the United States, South East Asia and the Middle East. Ms. Nair is the Founder of Araiya Hotels & Resorts, a boutique hotel management company based in Mumbai, India.
<b>Chairman/Director of Other Companies</b>	1. Oriental Aromatics Limited
	2. Leela Realty Limited
	3. L. M. Realtors Private Limited
	4. Emmel Realtors and Developers Private Limited
	5. L Lifestyle Services Private Limited
	6. Araiya Hospitality Private Limited
	7. Leela I T Projects Private Limited



<b>Name of Director</b>	<b>Ms. Amruda Nair</b>
<b>Chairman/Member of the committees of the Company and other Company(s)</b>	HLV Limited - Audit Committee (M) - Nomination & Remuneration Committee (M) - Stakeholder's Relationship Committee (M) - Risk Management Committee (M) Oriental Aromatics Limited - Audit Committee (M) - Corporate Social Responsibility Committee (M)
<b>No. of meetings of the Board attended during the year</b>	3
<b>No. of shares held</b>	3,00,000
<b>Relationship with other Directors, Manager and other key managerial personnel of the Company</b>	Ms. Amruda Nair is related to Mrs. Salini Madhu Dinesh Nair, Non-Executive Non- Independent Director, Mr. Vivek Nair, Chief Executive Officer and Mr. Dinesh Nair, Joint Chief Executive Officer.

6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 20<sup>th</sup> August, 2022 to Wednesday, 24<sup>th</sup> August, 2022 (both days inclusive).
7. Members are requested to send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of shares or any other shares related matters to the Company's Registrars. SEBI vide Circular dated November 3, 2021 and December 14, 2021 has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, e-mail address, mobile number, bank account details, specimen signatures) and nomination details by holders of physical securities through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at [https://www.hlvtd.com/assets/investors\\_relations/Information%20to%20be%20provided%20to%20RTA%20by%20shareholders%20holding%20shares%20in%20physical%20form.pdf](https://www.hlvtd.com/assets/investors_relations/Information%20to%20be%20provided%20to%20RTA%20by%20shareholders%20holding%20shares%20in%20physical%20form.pdf) PAN details are to be compulsorily linked to Aadhaar by March 31, 2023 or any other date specified by Central Board of Direct Taxes. Folios wherein any of the above cited documents / details are not available, on or after April 1, 2023, shall be frozen as per the aforesaid circular. Effective from January 1, 2022, any service requests/ complaints received from a member holding physical securities will not be processed by the Registrar till the aforesaid details/documents are provided to the Registrar. Members holding shares of the Company in physical form are requested to go through the requirements on the website of the Company at [https://www.hlvtd.com/assets/investors\\_relations/Information%20to%20be%20provided%20to%20RTA%20by%20shareholders%20holding%20shares%20in%20physical%20form.pdf](https://www.hlvtd.com/assets/investors_relations/Information%20to%20be%20provided%20to%20RTA%20by%20shareholders%20holding%20shares%20in%20physical%20form.pdf) to furnish the abovementioned details.
8. Members may please note that SEBI vide its Circular dated 25<sup>th</sup> January, 2022 has made it mandatory that listed companies shall henceforth issue the securities in dematerialized form only while processing various investor service requests viz. i. Issue of duplicate securities certificate; ii Claim from Unclaimed Suspense Account; iii. Renewal / Exchange of securities certificate; iv. Endorsement; v. Sub-division / Splitting of securities certificate; vi. Consolidation of securities certificates/folios; vii. Transmission; viii. Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [https://www.hlvtd.com/assets/investors\\_relations/ISR-4.pdf](https://www.hlvtd.com/assets/investors_relations/ISR-4.pdf).
9. 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. 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.
10. 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.
11. 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.

12. Electronic copy of Notice of AGM and the Annual Report for the financial year 2021-22 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Annual Report to those Members who request for the same at investor.service@hvltd.com mentioning their Folio No. / DP ID and Client ID.
  13. In line with the MCA Circulars, the Notice calling the AGM along with Annual Report for financial year 2021-22 has 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. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
  14. 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.
  15. 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. 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 41<sup>st</sup> AGM, i.e. 24<sup>th</sup> August, 2022. Members seeking to inspect such documents can send an email to investor.service@hvltd.com.
  16. 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 during the AGM will be provided by NSDL.
  17. 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 i.e. 17<sup>th</sup> August, 2022. The remote e-voting period begins on Sunday, 21<sup>st</sup> August, 2022 at 9.00 A.M. and ends on Tuesday, 23<sup>rd</sup> August, 2022 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.
  18. 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.
  19. Members will be provided with the facility for voting through remote e-voting system during the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on such resolutions upon announcement by the Chairman. 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 also 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. Mr. Kaushal Doshi, Practicing Company Secretary (FCS No.10609/COP No.13143) 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.
  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 www.hvltd.com and on the website of NSDL 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 ARE AS UNDER:-**
- The remote e-voting period begins on Sunday, 21<sup>st</sup> August, 2022 at 9.00 A. M. and ends on Tuesday, 23 August, 2022 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 cut-off date i.e. 17<sup>th</sup> August, 2022 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 17<sup>th</sup> August, 2022.**



## 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.nsd.com/">https://eservices.nsd.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.nsd.com">https://eservices.nsd.com</a> . Select “ <b>Register Online for IDeAS</b> ” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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.
	4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
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. Click on NSDL</b> 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 e-Voting service provider-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.
<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.	

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.co.in 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 helpdesk.evoting@cdslindia.com 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 1 2 * * * * * 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.nsdل.com](http://www.evoting.nsdل.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.

### **Process for those shareholders whose email ids are not registered with the depositories, RTA / Company 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@hlvtd.com](mailto:investor.service@hlvtd.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@hlvtd.com](mailto:investor.service@hlvtd.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.

### **Process for those shareholders who acquired shares of the Company and became members of the Company after the notice is sent through email:**

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 17th August, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdل.com](http://www.evoting.nsdل.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 17th August, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

### **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 [doshikaushal20@gmail.com](mailto:doshikaushal20@gmail.com) with a copy marked to [\*\*HLV Limited 96\*\*](mailto:evoting@</a></li></ol></div><div data-bbox=)

nsdl.co.in. 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](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 4430 or send a request to Mr. Abhijeet Gunjal at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**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. 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 [investor.service@hvltd.com](mailto:investor.service@hvltd.com) on or before 5.00 p.m. IST on Tuesday, 16<sup>th</sup> August, 2022. 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@hvltd.com](mailto:investor.service@hvltd.com) between Friday, 12<sup>th</sup> August, 2022 (9:00 a.m. IST) and Thursday, 18<sup>th</sup> August, 2022 (5:00 p.m. IST). 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.