

Report on Corporate Governance

1. Name of Listed Entity - **HLV LIMITED**

2. Quarter ending - **30-Jun-2023**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DI N	PA N	Category (Chairperson /Executive/Non-Executive/Independent / Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing resolution	No. of Directorship listed entities including this entity [in reference to Regulation 17A (1)]	No. of Independent Directorship listed entities including this entity	No. of membership in Audit/ Stakeholder Committee(s) including this entity	No. of post in Audit/ Stakeholder Committee held in listed entities including this entity	Membership in Committees of the Company	Remarks
Mr.	Vivek Nair	0005870	AA BP N2 407 K	C & ED	MD	03-Oct-2022	03-Oct-2022			03-Jan-1952	No					NA		1	0	0	0		
Mr.	Dinesh Krishnan Nair	0006609	AA BP N2 344 K	ED	MD	03-Oct-2022	03-Oct-2022			24-Dec-1955	No					NA		1	0	0	0		
Mr.	Vijay Sharma	00138852	AN UP S3 458 F	ID		09-May-2018	09-May-2018	08-May-2023	60	08-Aug-1954	Yes	08-Nov-2018	07-Nov-2023	Disqualified under Section 164(2)	Active	NA		0	0	0	0	AC,S C,RC ,NRC	

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												(b) of the Com pani es Act, 201 3										
Ms.	Saija Ramchandra Nair	03623949	ADKP N3441K	ID		30-Ma-2018	30-May-2023		61.01	07-Dec-1972	No					NA		1	1	2	1	AC,S C,NR C
Mrs.	Saini Madhus Nair	00011223	AACP N4316Q	NED		10-Feb-2020	21-Sep-2020			01-Nov-1961	No					NA		1	0	0	0	
Mr.	Ashok Girdharidas Rajani	00267748	AABP R8408A	ID		30-Mar-2021	30-Mar-2021		27.01	18-Jun-1948	No					Yes	18-Aug-2021	1	1	2	0	AC,S C,RC ,NRC
Ms.	Amruda Vivek Nair	06716791	ACPP N3621F	NED		30-Mar-2021	18-Aug-2021			19-Oct-1982	No					NA		2	1	3	0	AC,S C,RC ,NRC
Mr.	Sherveer Sherayar Vakil	08068987	ACUP V5913B	ID		03-Oct-2022	03-Oct-2022		8.28	19-May-1968	No					NA		1	1	0	0	
Ms.	Niranjana Unnikrishnan	10140976	AA TP U8847Q	ID		08-May-2023	08-May-2023		1.23	03-Nov-1980	No					NA		1	1	2	1	AC,S C,RC ,NRC

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Niranjana Unnikrishnan	ID	Chairperson	29-May-2023	
2	Ashok Girdharidas Rajani	ID	Member	07-Oct-2022	
3	Saija Ramchandran Nair	ID	Member	30-May-2018	
4	Amruda Vivek Nair	NED	Member	30-Mar-2021	
5	Vijay Sharma	ID	Chairperson	09-May-2018	08-May-2023

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Saija Ramchandran Nair	ID	Chairperson	30-May-2018	
2	Ashok Girdharidas Rajani	ID	Member	07-Oct-2022	
3	Niranjana Unnikrishnan	ID	Member	29-May-2023	
4	Amruda Vivek Nair	NED	Member	30-Mar-2021	
5	Vijay Sharma	ID	Member	09-May-2018	08-May-2023

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Niranjana Unnikrishnan	ID	Chairperson	29-May-2023	
2	Ashok Girdharidas Rajani	ID	Member	07-Oct-2022	
3	Amruda Vivek Nair	NED	Member	27-Oct-2021	
4	Umesh Dombé	Chief Financial Officer	Member	27-Oct-2021	
5	Vijay Sharma	ID	Chairperson	27-Oct-2021	08-May-2023

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Ashok Girdharidas Rajani	ID	Chairperson	07-Oct-2022	
2	Saija Ramchandran Nair	ID	Member	30-May-2018	
3	Niranjana Unnikrishnan	ID	Member	29-May-2023	
4	Amruda Vivek Nair	NED	Member	30-Mar-2021	
5	Vijay Sharma	ID	Member	09-May-2018	08-May-2023

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Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
06-Feb-2023	Yes	8	8	4
29-May-2023	Yes	8	6	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	111

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	06-Feb-2023	Yes	4	4	3	0
Audit Committee	29-May-2023	Yes	3	3	2	0
Nomination & Remuneration Committee	06-Feb-2023	Yes	4	4	3	0
Nomination & Remuneration Committee	28-Apr-2023	Yes	4	4	3	0
Nomination & Remuneration Committee	29-May-2023	Yes	3	3	2	0
Stakeholders Relationship Committee	29-May-2023	Yes	3	3	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	111

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : Savitri Yadav
Designation : Company Secretary & Compliance Officer