

Corporate Governance Report for quarter ended 30th June, 2024

General information about company	
Scrip code	500193
NSE Symbol	HLVLTD
MSEI Symbol	NOTLISTED
ISIN	INE102A01024
Name of the entity	HLV LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	30-06-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I								
Annexure I to be submitted by listed entity on quarterly basis								
I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory								
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							Yes	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Vivek Nair	AABPN2407K	00005870	Executive Director	Chairperson related to Promoter	MD	03-01-1952
2	Mr	Dinesh Krishnan Nair	AABPN2344K	00006609	Executive Director	Not Applicable	MD	24-12-1955
3	Mrs	Salini Madhu Dinesh Nair	AACPN4316Q	00011223	Non-Executive - Non Independent Director	Not Applicable		01-11-1961
4	Ms	Amruda Vivek Nair	ACPPN3621F	06716791	Non-Executive - Non Independent Director	Not Applicable		19-10-1982

5	Mr	Ashok G Rajani	AABPR8408A	00267748	Non-Executive - Independent Director	Not Applicable		18-06-1948
6	Ms	Saija Ramchandran Nair	ADKPN3441K	03623949	Non-Executive - Independent Director	Not Applicable		07-12-1972
7	Mr	Shereveer Shereyar Vakil	ACUPV5913B	08068987	Non-Executive - Independent Director	Not Applicable		19-05-1968
8	Ms	Niranjana Unnikrishnan	AATPU8847Q	10140976	Non-Executive - Independent Director	Not Applicable		03-11-1980
9	Mr	Vinay Hansraj Kapadia	ABKPK1244K	07958301	Non-Executive - Independent Director	Not Applicable		19-11-1956

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				
2	No				
3	No				
4	No				
5	No				
6	No				
7	No				
8	No				
9	No				

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		03-10-2022	03-10-2022			1	0	0	0			
2	NA		03-10-2022	03-10-2022			1	0	0	0			
3	NA		10-02-2020	21-09-2020			1	0	0	0			
4	NA		30-03-2021	18-08-2021			1	0	2	0			
5	Yes	18-08-2021	30-03-2021	30-03-2021		39.01	1	1	2	0			
6	NA		30-05-2018	30-05-2023		73.01	1	1	2	0			
7	NA		03-10-2022	03-10-2022		20.01	1	1	2	0			
8	NA		08-05-2023	08-05-2023		13.23	1	1	2	1			
9	NA		10-11-2023	10-11-2023		7.21	1	1	2	1			

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10140976	Niranjana Unnikrishnan	Non-Executive - Independent Director	Chairperson	29-05-2023		Textual Information(1)
2	00267748	Ashok G Rajani	Non-Executive - Independent Director	Member	07-10-2022		
3	03623949	Saija Ramchandran Nair	Non-Executive - Independent Director	Member	30-05-2018		
4	06716791	Amruda Vivek Nair	Non-Executive - Non Independent Director	Member	30-03-2021		
5	07958301	Vinay Hansraj Kapadia	Non-Executive - Independent Director	Member	12-02-2024		
6	08068987	Shereveer Shereyar Vakil	Non-Executive - Independent Director	Member	12-02-2024		

Sr Text Block	
Textual Information(1)	Appointed Chairman of Audit Committe with effect from 29th May, 2023

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00267748	Ashok G Rajani	Non-Executive - Independent Director	Chairperson	07-10-2022		Textual Information(1)
2	03623949	Saija Ramchandran Nair	Non-Executive - Independent Director	Member	30-05-2018		
3	10140976	Niranjana Unnikrishnan	Non-Executive - Independent Director	Member	29-05-2023		
4	06716791	Amruda Vivek Nair	Non-Executive - Non Independent Director	Member	30-03-2021		
5	07958301	Vinay Hansraj Kapadia	Non-Executive - Independent Director	Member	12-02-2024		
6	08068987	Shereveer Shereyar Vakil	Non-Executive - Independent Director	Member	12-02-2024		

Sr Text Block	
Textual Information(1)	Appointed Chairman of Nomination and Remuneration Committe with effect from 3rd October, 2022

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07958301	Vinay Hansraj Kapadia	Non-Executive - Independent Director	Chairperson	12-02-2024		Textual Information(1)
2	03623949	Saija Ramchandran Nair	Non-Executive - Independent Director	Member	30-05-2018		Textual Information(2)
3	00267748	Ashok G Rajani	Non-Executive - Independent Director	Member	07-10-2022		
4	10140976	Niranjana Unnikrishnan	Non-Executive - Independent Director	Member	29-05-2023		
5	06716791	Amruda Vivek Nair	Non-Executive - Non Independent Director	Member	30-03-2021		
6	08068987	Shereveer Shereyar Vakil	Non-Executive - Independent Director	Member	12-02-2024		

Sr Text Block	
Textual Information(1)	Appointed Chairman of Stakeholders Relationship Committee with effect from 12th February, 2024
Textual Information(2)	Ceased to be Chairman of Stakeholders Relationship Committee with effect from 12th February, 2024

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10140976	Niranjana Unnikrishnan	Non-Executive - Independent Director	Chairperson	29-05-2023		Textual Information(1)
2	00267748	Ashok G Rajani	Non-Executive - Independent Director	Member	07-10-2022		
3	06716791	Amruda Vivek Nair	Non-Executive - Non Independent Director	Member	27-10-2021		
4	99999999	Umesh Narayan Dombe	Chief Financial Officer	Member	27-10-2021		Textual Information(2)
5	07958301	Vinay Hansraj Kapadia	Non-Executive - Independent Director	Member	12-02-2024		
6	08068987	Shereveer Shereyar Vakil	Non-Executive - Independent Director	Member	12-02-2024		

Sr Text Block	
Textual Information(1)	Appointed Chairman of Risk Management Committe with effect from 29th May, 2023
Textual Information(2)	Mr. Umesh Narayan Dombe is the Chief Financial Officer of the Company, not a Board Member

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	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*
1	12-02-2024				Yes	9	9	5
2		29-05-2024	106		Yes	9	9	5

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	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)	No. of Independent Directors attending the meeting *	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	12-02-2024				Yes	4	4	3	0
2	Audit Committee	24-05-2024	101			Yes	6	6	5	0
3	Nomination and remuneration committee	12-02-2024				Yes	4	4	3	0
4	Nomination and remuneration committee	24-05-2024	101			Yes	6	6	5	0
5	Stakeholders Relationship Committee	24-05-2024				Yes	6	6	5	0
6	Risk Management Committee	29-01-2024				Yes	3	2	1	1

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Savitri Yadav
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	Savitri Yadav
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	04-07-2024