

REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity - HLV LTD
 2. Quarter ending - 31ST MARCH 2021

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit / Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Vivek Nair	00005870	AA BP N2 40 7K	C,ED	M D	03-Aug-1983	01-Apr-2016	31-Mar-2021	60	03-Jan-1952	Yes	22-Sep-2015	1	0	2	0	AC,SC, NRC	Committee memberships upto 30-03-2021
Mr.	Dinesh Nair	00006609	AA BP N2 34 4K	ED	M D	03-Aug-1983	01-Apr-2016	31-Mar-2021	60	24-Dec-1955	NA		1	0	0	0	NA	
Mr.	Vinay Kapadia	077958301	AB KP K1 24 4K	ID		07-Oct-2017	07-Oct-2017		60	19-Nov-1956	No		1	1	2	2	AC,SC, NRC	
Mr.	Vijay Shar	0000	AN UP	ID		09-May-	09-May-		60	08-Au	No		1	1	2	0	AC,SC, NRC	

	ma	138852	S3458F			2018	2018			g-1954							
Mr s.	Saija Nair	03623949	ADKP N3441K	ID		30-May-2018	30-May-2018		60	08-Dec-1972	No		1	1	2	0	AC,SC, NRC
Mr s.	Madhu Nair	000111223	AACP N4316Q	NED		10-Feb-2020	10-Feb-2020			01-Nov-1961	No		1	0	0	0	NA
Mr.	Ashok Girdharidas Rajani	00267748	AA BPR8408A	ID		30-Mar-2021	30-Mar-2021		60	18-Jun-1948	No		1	1	0	0	NA
Ms	Amruda Vivek Nair	06716791	ACPP N3621F	NED		30-Mar-2021	30-Mar-2021			17-Oct-1982	No		1	0	2	0	AC,SC, NRC

Company Remarks	Special Resolution was passed on 22nd September, 2015 for appointment of Mr. Dinesh Nair.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Vivek Nair	C,ED	Member	31-Oct-2003	30-Mar-2021
2	Vijay Sharma	ID	Member	09-May-2018	

3	Vinay Kapadia	ID	Chairperson	07-Oct-2017	
4	Saija Nair	ID	Member	30-May-2018	
5	Amruda Vivek Nair	NED	Member	30-Mar-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Vijay Sharma	ID	Member	09-May-2018	
2	Saija Nair	ID	Member	30-May-2018	
3	Vinay Kapadia	ID	Chairperson	07-Oct-2017	
4	Vivek Nair	C,ED	Member	26-May-2016	30-Mar-2021
5	Amruda Vivek Nair	NED	Member	30-Mar-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	No

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Saija Nair	ID	Member	30-May-2018	
2	Vivek Nair	C,ED	Member	10-Feb-2017	30-Mar-2021
3	Vijay Sharma	ID	Chairperson	09-May-2018	
4	Vinay Kapadia	ID	Member	07-Oct-2017	
5	Amruda Vivek Nair	NED	Member	30-Mar-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
10-Nov-2020	12-Feb-2021	Yes	6	3
	30-Mar-2021	Yes	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	93

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	10-Nov-2020	12-Feb-2021	Yes	4	3
Audit Committee	10-Nov-2020	30-Mar-2021	Yes	4	3
Nomination & Remuneration Committee		12-Feb-2021	Yes	4	3
Nomination & Remuneration Committee		30-Mar-2021	Yes	4	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	93

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
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 100 listed entities) - **Not applicable**
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

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
<i>Item</i>	<i>Compliance status</i>	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.hvltd.com
Terms and conditions of appointment of	Yes		www.hvltd.com
Composition of various committees of board of	Yes		www.hvltd.com
Code of conduct of board of directors and senior	Yes		www.hvltd.com
Details of establishment of vigil mechanism/	Yes		www.hvltd.com
Criteria of making payments to non-executive	Yes		www.hvltd.com
Policy on dealing with related party transactions	Yes		www.hvltd.com
Policy for determining 'material' subsidiaries	Yes		www.hvltd.com
Details of familiarization programs imparted to	Yes		www.hvltd.com
Email address for grievance redressal and other relevant details entity who are responsible for	Yes		www.hvltd.com
Contact information of the designated officials of	Yes		www.hvltd.com
Financial results	Yes		www.hvltd.com
Shareholding pattern	Yes		www.hvltd.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to	Not Applicable		
New name and the old name of the listed entity	Yes		www.hvltd.com
Advertisements as per regulation 47 (1)	Yes		www.hvltd.com
Credit rating or revision in credit rating obtained	Not Applicable		
Separate audited financial statements of each	Yes		www.hvltd.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.hvltd.com
Materiality Policy as per Regulation 30	Yes		www.hvltd.com
Dividend Distribution policy as per Regulation	Not Applicable		
It is certified that these contents on the website	Yes		www.hvltd.com
II Annual Affirmations			
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status</i>	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	<i>16(1)(b) & 25(6)</i>	Yes	
<i>Board composition</i>	<i>17(1), 17(1A) & 17(1B)</i>	Yes	
<i>Meeting of Board of directors</i>	<i>17(2)</i>	Yes	
<i>Quorum of Board meeting</i>	<i>17(2A)</i>	Yes	
<i>Review of Compliance Reports</i>	<i>17(3)</i>	Yes	
<i>Plans for orderly succession for appointments</i>	<i>17(4)</i>	Yes	
<i>Code of Conduct</i>	<i>17(5)</i>	Yes	
<i>Fees/compensation</i>	<i>17(6)</i>	Yes	
<i>Minimum Information</i>	<i>17(7)</i>	Yes	

<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

Other Information	
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Name : Savitri Yadav
Designation : Company Secretary & Compliance Officer