

CORPORATE GOVERNANCE REPORT

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **HLV LIMITED**
 2. Quarter ending - **31-Dec-2020**

i. Composition Of Board Of Director

T i t l e (M r . / M s)	Name of the Dir ect or	D I N	P A N	Cat ego ry (Ch airp ers on /Exe cutiv e/No n- Exec utive/ Inde pend ent/ Nomi nee)	S u b C a t e g o r y	Ini tia l D a t e of A p p o i n t m e n t	Dat e of App oint me nt	Dat e of ces sati on	T e n u r e	D a t e of B i r t h	Wh eth er spe cial res olut ion pas sed ?	D a t e of p a ss in g s p e ci al res ol uti on	N o. of Di rec tor s h i p in lis te d e n t i t i e s in clu di ng th is lis te d e n t i t y	No of Inde pend ent Dire ctor ship in lis te d ent itie s incl udi ng th is lis te d ent ity	No of me mb ers h i p s in Au dit/ Sta keh old er Co mm itte e(s) incl udi ng th is lis te d ent ity	No of po st of Ch air pe rs on in Au dit/ St ak eh old er Co m mit tee hel d in lis te d ent itie s incl ud ing th is lis te d ent ity	Me m ber sh i p in Co m m i t tee s of the Co m p a n y	Rem arks
M r.	Viv ek Nai r	0 0 0 5 8 7 4 0 7 K	A A B P N	C,E D	M D	03- Au g- 198 3	01- Apr- 2016		6 0	0 3- Ja n- 1 9 5 2	Yes	2 2- S ep - 2 0 1 5	1	0	2	0	AC,SC , NRC	

M r.	Din esh Nai r	0 0 0 6 6 0 9	A A B P N 2 3 4 4 K	ED	M D	03- Au- g- 198 3	01- Apr- 2016		6 0	2 4- Dec - 1 9 5 5	NA		1	0	0	0		
M r.	Vin ay Ka pad ia	0 7 9 5 8 3 0 1 4 4 K	A B K P K 1 2 4 4 K	ID		07- Oct - 201 7	07- Oct- 2017		6 0	1 9- Nov- 1 9 5 6	No		1	1	2	2	AC,SC ,NRC	
M r.	Vij ay Sha rma	0 0 1 3 8 8 5 2	A N U P S 3 4 5 8 F	ID		09- Ma y- 201 8	09- May- 2018		6 0	0 8- Au g- 1 9 5 4	No		1	1	2	0	AC,SC ,NRC	
M rs .	Saij a Nai r	0 3 6 2 3 9 4 4 9 1 K	A D K P N 3 4 4 1 K	ID		30- Ma y- 201 8	30- May- 2018		6 0	0 8- Dec - 1 9 7 2	No		1	1	2	0	AC,SC ,NRC	
M rs .	Ma dhu Nai r	0 0 0 1 1 2 2 3 3	A A C P N 4 3 1 6 Q	NED		10- Feb - 202 0	10- Feb- 2020			0 1- Nov- 1 9 6 1	NA		1	0	0	0		

Company Remarks	Special Resolution was passed on 22nd September, 2015 for appointment of Mr. Dinesh Nair.
Whether Regular 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	
2	Vijay Sharma	ID	Member	09-May-2018	
3	Vinay Kapadia	ID	Chairperson	07-Oct-2017	
4	Saija Nair	ID	Member	30-May-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

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

d. Nomination and Remuneration Committee

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

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
29-Jul-2020	10-Nov-2020	Yes	5	3
14-Sep-2020		Yes		

Company Remarks	
Maximum gap between any two consecutive (in number of days)	56

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	29-Jul-2020	10-Nov-2020	Yes	4	3
Audit Committee	14-Sep-2020	10-Nov-2020	Yes	4	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	56

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 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**