

QUARTERLY CORPORATE GOVERNANCE REPORT

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

2. Quarter ending - **31-Dec-2022**

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 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 special resolution	No. of Directorships in listed entities including this entity [in reference to Regulation 17A (1)]	No. of Independent Directorships in listed entities including this entity	No. of memberships in Audit / Stakeholder Committee(s) including this entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this entity	Membership in Committees of the Company	Remarks
Mr.	Vinay Kapadia	07958301	ABKP1244K	ID, C & NED		07-Oct-2017	07-Oct-2022	06-Oct-2022	60	19-Nov-1956	Yes	07-Nov-2018	06-Nov-2023	Disqualified under Section 164(2) (b) of the Companies Act, 2013	Active	No		1	1	2	2	AC, S C, RM C, NR C	Ceased to be a Director of the Company and member of the Committees of the Board from 06-10-2022.

Mr.	Vijay Sharma	00138852	ANUP S3458F	ID		09-May-2018	09-May-2018	60	08-Aug-1954	Yes	08-Nov-2018	07-Nov-2023	Disqualified under Section 164(2) (b) of the Companies Act, 2013	Active	No		1	1	2	1	AC, S C, RM C, NR C
Ms.	Saija Nair	03623949	ADKP N3441K	ID		30-May-2018	30-May-2018	60	07-Dec-1972	No					No		1	1	2	1	AC, S C, NR C
Mrs.	Madhu Nair	00011223	AA CP N4316Q	NED		10-Feb-2020	21-Sep-2020		01-Nov-1961	No					No		1	0	0	0	NA
Mr.	Ashok Giridharidas Rajani	00267748	AA BP R8408A	ID		30-Mar-2021	30-Mar-2021	60	18-Jun-1948	No					Yes	18-Aug-2021	1	1	2	0	AC, S C, RM C, NR C
Ms.	Amruda Nair	06716791	AC PP N3621F	NED		30-Mar-2021	18-Aug-2021		19-Oct-1982	No					No		2	1	3	0	AC, S C, RM C, NR C
Mr.	Vivek Nair	00005870	AA BP N2407K	C & ED	MD	03-Oct-2022		36	03-Jan-1952	No					NA		1	0	0	0	NA
Mr.	Dinesh Nair	00006609	AA BP N2344K	ED	MD	03-Oct-2022		36	24-Dec-1955	No					NA		1	0	0	0	NA
Mr.	Sherveer Vakil	08068987	AC UP V5913B	ID		03-Oct-2022	03-Oct-2022	60	19-May-1968	No					Yes	20-Nov-2022	1	1	0	0	NA

Company Remarks	
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 Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Ashok Girdharidas Rajani	ID	Member	07-Oct-2022	
2	Vinay Kapadia	ID,C & NED	Member	07-Oct-2017	06-Oct-2022
3	Vijay Sharma	ID	Chairperson	09-May-2018	
4	Saija Nair	ID	Member	30-May-2018	
5	Amruda Nair	NED	Member	30-Mar-2021	

Company Remarks	Mr. Vijay Sharma was appointed as the Chairperson w.e.f. 7-10-2022
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Ashok Girdharidas Rajani	ID	Member	07-Oct-2022	
2	Vinay Kapadia	ID,C & NED	Member	07-Oct-2017	06-Oct-2022
3	Vijay Sharma	ID	Member	09-May-2018	
4	Saija Nair	ID	Chairperson	30-May-2018	
5	Amruda Nair	NED	Member	30-Mar-2021	

Company Remarks	Ms. Saija Nair was appointed as the Chairperson w.e.f. 7-10-2022
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Ashok Girdharidas Rajani	ID	Member	07-Oct-2022	
2	Vinay Kapadia	ID,C & NED	Member	27-Oct-2021	06-Oct-2022
3	Vijay Sharma	ID	Chairperson	27-Oct-2021	
4	Amruda Nair	NED	Member	27-Oct-2021	
5	Umesh Dombé	Chief Financial Officer	Member	27-Oct-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Saija Nair	ID	Member	30-May-2018	
2	Ashok Girdharidas Rajani	ID	Chairperson	07-Oct-2022	
3	Vinay Kapadia	ID,C & NED	Member	07-Oct-2017	06-Oct-2022
4	Vijay Sharma	ID	Member	09-May-2018	
5	Amruda Nair	NED	Member	30-Mar-2021	

Company Remarks	Mr. Ashok Rajani was appointed as the Chairperson w.e.f. 7-10-2022
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
10-Aug-2022	Yes	6	4	3
03-Oct-2022	Yes	6	5	4
11-Nov-2022	Yes	8	6	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	53

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	10-Aug-2022	Yes	4	3	3	4
Audit Committee	03-Oct-2022	Yes	4	4	3	1
Audit Committee	11-Nov-2022	Yes	4	4	3	4
Nomination & Remuneration Committee	03-Oct-2022	Yes	4	4	3	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	53

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**