

REPORT ON CORPORATE COVERNANCE

1. Name of Listed Entity - **HLV LIMITED**
 2. Quarter ending - **30-Sep-2021**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chair person /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 Chair person in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Vinay Kapadia	0795830144K	ABPK	C & NED		07-Oct-2017	07-Oct-2017		60	19-Nov-1956	No		1	1	2	2	AC,SC,NR C	Chairman & Independent Director.
Mr.	Vijay Sharma	001388528F	ANUP	ID		09-May-2018	09-May-2018		60	08-Aug-1954	No		1	1	2	0	AC,SC,NR C	
Ms.	Saija Nair	03623944	ADPK	ID		30-May-2018	30-May-2018		60	08-Dec-1994	No		1	1	2	0	AC,SC,NR C	

		9	4						7								
		1	K						2								
Mrs.	Madhu Nair	00112233	AAACPN24316Q	NED		10-Feb-2020	21-Sep-2020		01-Nov-1961	No		1	0	0	0	NA	Not a member of any Committee
Mr.	Asihok Giridhas Rajani	002677488A	AAABPR78408A	ID		30-Mar-2021	30-Mar-2021		6018-Jun-1948	Yes	18-Aug-2021	1	1	0	0	NA	Not a member of any Committee.
Ms.	Amruda Nair	007167911F	AAACPN73621F	NED		30-Mar-2021	18-Aug-2021		17-Oct-1982	No		2	1	3	0	AC,SC,NR C	

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

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Vinay Kapadia	C & NED	Chairperson	07-Oct-2017	
2	Vijay Sharma	ID	Member	09-May-2018	
3	Saija Nair	ID	Member	30-May-2018	
4	Amruda Nair	NED	Member	30-Mar-2021	

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	Vinay Kapadia	C & NED	Chairperson	07-Oct-2017	
2	Vijay Sharma	ID	Member	09-May-2018	
3	Saija Nair	ID	Member	30-May-2018	
4	Amruda Nair	NED	Member	30-Mar-2021	

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	The Company is in the process of forming Risk Management Committee
Whether Permanent chairperson appointed	No

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Vinay Kapadia	C & NED	Member	07-Oct-2017	
2	Vijay Sharma	ID	Chairperson	09-May-2018	
3	Saija Nair	ID	Member	30-May-2018	
4	Amruda 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
19-Jun-2021	13-Aug-2021	Yes	5	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	54

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	19-Jun-2021	13-Aug-2021	Yes	4	3
Stakeholders Relationship Committee	19-Jun-2021		Yes	4	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	54

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	No	The Company entered into a material related party transaction for obtaining an unsecured loan at Bank Rates. The Company will be obtaining a post-facto approval of shareholders for the same during the current quarter.
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 III**Affirmations**

Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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Name : Savitri Yadav
Designation : Company Secretary

ANNEXURE IV

Symbol: HLVLTD	Company Name: HLV Limited	Quarter Ended: 30-09-2021
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

The Company has not given any loans , guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them .

Name: Umesh Dombe
Designation: Chief Financial Officer
Place: Mumbai
Date: 12-Oct-2021