

## REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity - **HLV LIMITED**  
 2. Quarter ending - **30<sup>th</sup> September, 2020**

### i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DI N	PA N	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
Mr.	Vivek Nair	00005870	AA BP N2407K	C,ED	MD	03-Aug-1983	01-Apr-2016		60	03-Jan-1952	Yes	22-Sep-2015	1	0	2	0	AC,SC,NRC
Mr.	Dinesh Nair	00006609	AA BP N2344K	ED	MD	03-Aug-1983	01-Apr-2016		60	24-Dec-1955	NA	22-Sep-2015	1	0	0	0	
Mr.	Vinay Kapadia	07958301	AB KP K1244K	ID		07-Oct-2017	07-Oct-2017		60	19-Nov-1956	No		1	1	2	2	AC,SC,NRC
Mr.	Vijay Sharma	00138852	AN UP S3458F	ID		09-May-2018	09-May-2018		60	08-Aug-1954	No		1	1	2	0	AC,SC,NRC
Mrs.	Saija Nair	03623949	AD KP N3441K	ID		30-May-2018	30-May-2018		60	08-Dec-1972	No		1	1	2	0	AC,SC,NRC
Mrs.	Madhu Nair	00011223	AA CP N4316Q	NED		10-Feb-2020	10-Feb-2020			01-Nov-1961	NA		1	0	0	0	

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	
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	

**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	Yes	6	3
	14-Sep-2020	Yes	5	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	0

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	Yes	4	3
Audit Committee		14-Sep-2020	Yes	3	2
Stakeholders Relationship Committee		29-Jul-2020	Yes	4	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	0

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:

**Name** : **Savitri Yadav**  
**Designation** : **Company Secretary & Compliance Officer**

### ANNEXURE III

#### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>	<b>Company Remark</b>
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	

**Name** : **Savitri Yadav**  
**Designation** : **Company Secretary & Compliance Officer**