

CORPORATE GOVERNANCE REPORT

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

2. Quarter ending - **30-Jun-2022**

i. Composition Of Board Of Director

T i t l e (M r . / M s)	Name of the Dire ctor	D I N	P A N	Cat egor y (Ch airp erso n /Exec utive/ Non- Exec utive/ Indep ende nt/ Nomi nee)	S u b C a t e g o r y	Ini tia l D ate of A pp oi nt m en t	Dat e of App oi nt men t	Dat e of ces sati on	T en ur e	D at e of Bi rth	Wh eth er spe cial reso lutio n pas sed ?	D at e of pa ss in g spe cial reso lutio n	N o. of Di re ct or sh ip in lis ted en titi es in clu ding this lis ted en tity	No of Indep endent Dire ctor ship in listed entiti es includ ing this listed entity	No of me mbe rshi ps in Aud it/ Sta keh olde r Com mit tee(s) includ ing this liste d entit y	No of po st of Ch air per so n in Au dit/ Sta ke hol der Com mit tee held in list ed ent itie s includ ing this list ed ent ity	Mem bers hip in Com mit tees of the Com pany	Rema rks
M r.	Vin ay Kap adia	0 7 9 5 8 3 0 4 1	A B K P K 12 44 K	ID,C & NED		07- Oct- 201 7	07- Oct- 2017		60	19 - Nov - 19 56	No		1	1	2	2	AC,SC, RC,NR C	Chair man & Indep ende nt Direct or.

M r.	Vija y Sha ma	0 0 1 3 8 8 5 2	A N U P S 34 58 F	ID		09- May - 201 8	09- May- 2018		60	08 - A ug - 19 54	No		1	1	2	0	AC,SC, RC,NR C	
M s.	Saij a Nair	0 3 6 2 3 9 4 9	A D K P N 34 41 K	ID		30- May - 201 8	30- May- 2018		60	08 - D ec - 19 72	No		1	1	2	0	AC,SC, NRC	
M rs.	Ma dhu Nair	0 0 1 1 2 2 3	A A C P N 43 16 Q	NED		10- Feb - 202 0	21- Sep- 2020			01 - N ov - 19 61	No		1	0	0	0	NA	Not a mem ber of any Com mittee .
M r.	Ash ok Gird hari das Raj ani	0 0 2 6 7 7 4 8	A A B P R 84 08 A	ID		30- Mar - 202 1	30- Mar- 2021		60	30 - Ju n- 19 48	Yes	18 - A ug - 20 21	1	1	0	0	NA	Not a mem ber of any Com mittee ..
M s.	Amr uda Nair	0 6 7 1 6 7 9 1	A C P N 36 21 F	NED		30- Mar - 202 1	18- Aug- 2021			17 - O ct- 19 82	No		2	1	3	0	AC,SC, RC,NR C	

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

ii. Composition of Committees**a. Audit 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	Vinay Kapadia	ID,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	Mr. Vinay Kapadia is an Independent Director.
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	Vinay Kapadia	ID,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	Mr. Vinay Kapadia is an Independent Director.
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>
1	Vijay Sharma	ID	Chairperson	27-Oct-2021	
2	Vinay Kapadia	ID,C & NED	Member	27-Oct-2021	
3	Amruda Nair	NED	Member	27-Oct-2021	
4	Umesh Dombé	8	Member	27-Oct-2021	

Company Remarks	Mr. Vinay Kapadia is an Independent Director.
Whether Permanent chairperson appointed	Yes

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	Vinay Kapadia	ID,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	Mr. Vinay Kapadia is an Independent Director.
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
11-Feb-2022	27-May-2022	Yes	5	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	104

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	11-Feb-2022	27-May-2022	Yes	3	3
Stakeholders Relationship Committee		27-May-2022	Yes	3	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	104

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) - **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**