



## HLV LIMITED

18<sup>th</sup> November, 2021

**The Department of Corporate Services**

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**Scrip Code: 500193**

**The Listing Department**

**National Stock Exchange of India Limited**

Exchange-Plaza, 5th Floor,  
Plot No .C/1,G block,  
Bandra Kurla Complex,  
Bandra (E)  
Mumbai – 400 051

**Scrip Code: HLVLTD**

Dear Sir / Madam,

**Sub.: Postal Ballot for approving Related Party Transactions**

Pursuant to the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Postal Ballot Notice for seeking approval of Members of the Company for related party transactions.

The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Cut off Date i.e. Friday, 12<sup>th</sup> November, 2021.

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice. The voting period will commence from Saturday, 20<sup>th</sup> November, 2021 and ends at 5:00 p.m. (IST) on Sunday, 19<sup>th</sup> December, 2021.

You are requested to kindly take the above information on record.

Thanking You,

Yours Faithfully,

For **HLV Limited**  
**(Formerly Hotel Leelaventure Limited)**

**Savitri Yadav**  
**Company Secretary**



Encl: as above

(Formerly known as Hotel Leelaventure Limited)

Regd. Office: The Leela Mumbai, Sahar, Mumbai - 400 059 India CIN : L55101MH1981PLC024097  
Phone: (91-22) 6691 1234; Fax: (91-22) 6691 1212 www.hlvlttd.com Email: info@hlvlttd.com



## HLV LIMITED

(Formerly known as HOTEL LEEVAVENTURE LIMITED)

CIN No.: L55101MH1981PLC024097

Registered Office: The Leela, Sahar, Mumbai - 400 059

Tel: 022-6691 1234 • Fax: 022-6691 1458 • Email: investor.service@hlvtd.com • Website: www.hlvtd.com

### POSTAL BALLOT NOTICE

*(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)*

To the members of the Company,

**Notice** is hereby given that the ordinary resolution as set out below is proposed to be passed by the members of HLV Limited (formerly known as Hotel Leelventure Limited) ("the Company") to seek approval of Public Shareholders (i.e. Shareholders other than those forming part of Promoter and Promoter Group and other related parties), pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for authorizing the Board to enter into related party transactions for availing loans from Promoter entities and ratification of previous loans taken from promoter entities during the financial year, by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of SEBI Listing Regulations, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors has appointed Shri Raghunath Bhandari, a Practicing Company Secretary (COP No. 15381), Proprietor of M/s. R. Bhandari & Co., Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The Company has engaged the services of KFin Technologies Private Limited ("KFinTech" or "Registrar and Transfer Agent") as the agency to provide e-voting facility. In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Sunday, 19<sup>th</sup> December, 2021, (the last day to cast vote electronically) to be eligible for being considered. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before Wednesday, 22<sup>nd</sup> December, 2021, and will be displayed on the Company's website www.hlvtd.com and will also be communicated to the Stock Exchanges, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories") and KFinTech. The Company will also display the results of the Postal Ballot at its Registered Office.

#### SPECIAL BUSINESS

##### To approve the Related Party Transactions

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable regulatory provisions and subject to such approvals, confirmations, no-objections that may be required, approval of the Members be and is hereby accorded to the Board of Directors (which the term shall include any Committee duly authorised by the Board) of the Company to enter into material related party transaction(s) for availing Inter Corporate Loans (secured or unsecured, with or without interest) from Leela Lace Holdings Private Limited (LLHPL) / Leela Fashions Private Limited (LFPL) / Rockfort Estate Developers Private Limited (REDPL) (promoter entities) in one or more tranches, on such terms, as may be approved by the Board/Committee subject to the condition that the amount of such Inter Corporate Loans from promoter entities shall not exceed the limit of ₹ 150 Crore (Rupees One Hundred and Fifty Crore) either singly or taken together from all promoter entities at any point in time upto the date of next Annual General Meeting, notwithstanding that the value of such transaction(s) may exceed the materiality threshold prescribed under Regulation 23 of SEBI Listing Regulations or any other regulatory requirements and that the transactions shall be at arm's length basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** pursuant to the requirement of Regulation 23(4) of SEBI Listing Regulations, members of the Company do hereby confirm, ratify and approve the following material related party transaction(s) entered into by the Company during the period from 1<sup>st</sup> April, 2021 till 31<sup>st</sup> October, 2021:

Sr. No.	Name of the Related Party	Nature of Relationship	Transaction Amount (₹)	Nature of Transaction
1	Leela Lace Holdings Private Limited (LLHPL)	Promoter	19.46 Crore	Unsecured Inter Corporate Borrowing without interest
2	Leela Fashions Private Limited (LFPL)	Promoter	10.00 Crore	Unsecured Inter Corporate Borrowing at the same rate of interest payable by LFPL to Karnataka Bank Limited, its lender (6 M T-Bill + Spread of 4.43% i.e 8% p.a. at present).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such transactions and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors  
**For HLV Limited**  
 (Formerly Hotel Leelaventure Limited)

**Savitri Yadav**  
 Company Secretary

**Registered Office:**

The Leela, Sahar, Mumbai - 400 059  
 CIN: L55101MH1981PLC024097

Mumbai, 12<sup>th</sup> November, 2021

**Notes:**

1. A Statement pursuant to Section 102(1) and 110 of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 12<sup>th</sup> November, 2021 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at [www.hlvtd.com](http://www.hlvtd.com), websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Private Limited ("KFinTech") at <https://evoting.kfintech.com>.
4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
5. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of KFinTech as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
7. The e-voting period commences at 9:00 a.m. (IST) on Saturday, 20<sup>th</sup> November, 2021 and ends at 5:00 p.m. (IST) on Sunday, 19<sup>th</sup> December, 2021. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.

8. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, 19<sup>th</sup> December, 2021.
9. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to investor.service@hlvlttd.com.

#### PROCEDURE FOR 'E-VOTING':

##### 1. E-VOTING FACILITY:

- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of KFinTech to its members to exercise their right to vote on the proposed resolution by electronic means.
- ii. **The e-voting facility will be available during the following period:**
  - **Commencement of e-voting: 9:00 a.m. (IST) on Saturday, 20<sup>th</sup> November, 2021**
  - **End of e-voting: 5:00 p.m. (IST) on Sunday, 19<sup>th</sup> December, 2021**

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
- iii. **Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.**

##### 2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

**The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode, and (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given herein below.**

###### A. Individual Shareholders holding Shares of the Company in Demat mode:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on "e-voting facility provided by Listed Entities", Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants (DPs), in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Shareholders are advised to update their mobile number and e-mail address with their DPs to access e-voting facility.

The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

- **Login Method for Individual Shareholders holding Shares of the Company in Demat mode through National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"):**

	NSDL		CDSL
1.	<b>Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b>	1.	<b>Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</b>
i.	Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> .	i.	Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> .
ii.	Click on the "Beneficial Owner" icon under "Login " under "IDeAS" section.	ii.	Click on "New System Myeasi" icon/ Login to Myeasi option under Quick Login.
iii.	On the new page, enter your User ID and Password. Post successful authentication, click on "Access to e-voting".	iii.	Login with your Registered User ID and Password.
iv.	You will see Company Name: "HLV Limited" on the next screen. Click on the e-voting link available against "HLV Limited" or select e-voting service provider "KFinTech" and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication, during the remote e-voting period.	iv.	You will see Company Name: "HLV Limited" on the next screen. Click on the e-voting link available against " HLV Limited" or select e-voting service provider "KFinTech" and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication, during the remote e-voting period.
2.	<b>Users not registered for IDeAS e-Services facility of NSDL:</b>	2.	<b>Users not registered for Easi/Easiest facility of CDSL:</b>
i.	To register click on the link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>	i.	Option to register is available at: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> .
ii.	Select "Register Online for IDeAS" or click on the link: <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>	ii.	Proceed with completing the required fields.
iii.	Proceed with completing the required fields.	iii.	After successful registration, please follow steps given in Point No. 1 above to cast your vote.
iv.	After successful registration, please follow steps given in Point No. 1 above to cast your vote.		

	NSDL		CDSL
<b>3.</b>	<b>Users may directly access the e-voting module of NSDL as per the following procedure:</b>	<b>3.</b>	<b>Users may directly access the e-voting module of CDSL as per the following procedure:</b>
i.	Visit URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> .	i.	Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> .
ii.	Click on the "Login" icon which is available under "Shareholder/Member" section.	ii.	Provide your Demat Account Number and PAN.
iii.	On the Login page, enter User ID (that is, your 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform)/through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.	iii.	System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.
iv.	On successful authentication, you will enter the e-voting module of NSDL. Click on "Active E-voting Cycles / VC or OAVMs" option under E-voting. You will see Company Name: "HLV Limited" on the next screen. Click on the e-voting link available against HLV Limited or select e-voting service provider "KFinTech" and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.	iv.	On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against "HLV Limited" or select E-Voting Service Provider "KFinTech" and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.

● **Login Method for Individual Members holding Shares of the Company in Demat mode through their Depository Participants:**

i.	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/ CDSL for e-voting facility.
ii.	An option for "e-voting" will be available once you have successfully logged-in through your respective logins. Click on the option "e-voting" and you will be redirected to e-voting modules of NSDL/CDSL (as may be applicable).
iii.	Click on options available against the Company's Name: HLV Limited or E-Voting Service Provider – KFinTech.
iv.	You will be redirected to e-voting website of KFinTech for casting your vote during the remote e-voting period without any further authentication.
<b>Important Note:</b>	
Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at the NSDL and CDSL websites.	
<b>Helpdesk for Individual Shareholders holding Shares of the Company in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:</b>	
<b>Login type</b>	<b>Helpdesk details</b>
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at Toll free nos.: 1800 1020 990 and 1800 22 44 30.
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43.

B. Login method for e-voting for Shareholders other than Individual Shareholders holding Shares of the Company in Demat mode and Shareholders holding Shares in Physical mode

<b>a.</b>	<b>Members whose email IDs are registered with the Company/ Depository Participants, will receive an email from KFinTech which includes details of E-Voting Event Number (EVEN), USER ID and password:</b>
i.	Launch internet browser by typing the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>
ii.	Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote.
iii.	After entering these details appropriately, click on "LOGIN".
iv.	You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@.#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
v.	You need to login again with the new credentials.
vi.	On successful login, the system will prompt you to select the E-Voting Event Number for HLV Limited.
vii.	On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 12th November, 2021 under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.
viii.	Members holding multiple folios/demat accounts shall vote separately for each folio/demat account.

	ix.	You may then cast your vote by selecting an appropriate option and click on "Submit".
	x.	A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
	xi.	Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: raghunathsb@yahoo.com with a copy to evoting@kfintech.com and to the Company at investor.service@hlvtd.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "HLVL - Postal Ballot". It should reach the Scrutinizer and the Company by email not later than 19 <sup>th</sup> December, 2021 (5:00 p.m. IST).
<b>b. In case of Members who have not registered their email addresses with the Company/ Depository Participant(s):</b>		
	i.	Members holding shares in Demat form can get their email ID registered by contacting their respective Depository Participant.
	ii.	Members holding shares in physical form may register their email address and mobile number with KFintech by sending an email request at the email ID einward.ris@kfintech.com with a copy to investor.service@hlvtd.com alongwith the copy of the signed request letter mentioning the Name, Address, Folio No., Email address and Mobile number of the Member, self-attested scanned copy of the PAN Card and self-attested scanned copy of any document (such as Driving License, Election Identity Card, Passport, etc.) in support of the address of the Member, for registering their email address and receiving the Notice of Postal Ballot and the e-voting instructions.
	c.	Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/the Company's Registrar & Transfer Agent, KFintech to enable servicing of notices/ documents/Annual Reports electronically to their email address.

- **Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFintech in the manner as mentioned below:**
  - i. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.
    1. Example for NSDL:  
MYEPWD <SPACE>IN12345612345678
    2. Example for CDSL:  
MYEPWD <SPACE> 1402345612345678
    3. Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
  - (ii) If e-mail address and mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - (iii) Member may call on KFinTech's toll-free numbers 1800-309-4001 [from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days].
  - (iv) Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com). After due verification of the request, User ID and password will be sent to the Member.
  - (v) If the Member is already registered with KFintech's e-voting platform, then he/she/it can use his/her/its existing password for logging-in.

In case of any query, clarification(s) and/or grievance(s), in respect of voting by electronic means, please refer the Help & Frequently Asked Questions (FAQs) section and E-voting user manual available at the download Section of KFintech's website <https://evoting.kfintech.com> or send an email at [investor.service@hlvtd.com](mailto:investor.service@hlvtd.com) or contact Mr. Anil Dalvi, Manager - RIS, KFin Technologies Private Limited, Unit: HLV Limited, Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032 or at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) or on Phone No. 040-6716 2222 or call KFintech's Toll free No. 1800-309-4001, for any further clarifications.

## EXPLANATORY STATEMENT

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

The sudden emergence of the COVID-19 pandemic since March, 2020 has had an adverse impact on the Company's financials and the Company incurred severe losses on account of the same. The hospitality industry was one of the worst hit sectors due to COVID-19 and the operations of the Hotel were suspended from time to time on account of the statutorily imposed lockdowns and the various other restrictions imposed by the Government of India and the State of Maharashtra from time to time. Even otherwise, on account of COVID-19, the business of the Company has been severely impacted, leading to a further strain on the Company's financial position, as the Company's hotel has been severely affected in terms of occupation and revenue. The Company incurred a loss of ₹ 35.92 Crore in the financial year 2020-21.

The Company needed working capital to run its operations and in the absence of borrowing options from Banks / Financial Institutions due to losses and one time settlement with the lenders in the past, the promoter entities have been supporting the Company from time to time for its working capital requirements in order to continue its commercial operations.

During this financial year upto 31<sup>st</sup> October, 2021, the Company has obtained unsecured loan from Leela Lace Holdings Private Limited (LLHPL), a promoter entity for ₹ 19.46 Crore without interest for its operations and from Leela Fashions Private Limited (LFPL), a promoter entity for ₹ 10 Crore at the same rate of interest payable by LFPL to Karnataka Bank Limited, its lender (6 M T-Bill + Spread of 4.43% i.e 8% p.a. at present) to repay the balance Loan from Kotak Mahindra Bank Limited availed at the rate of 16% p. a. and for other administrative expenses.

The Company has been repaying the above loans as and when the funds are available.

As per Regulation 23 of SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

All material related party transactions require approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

The transactions for availing loans from promoter entities during the period from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> October, 2021 envisaged above have exceeded the said threshold limit of materiality and have been put forth for the approval of the members by way of an ordinary resolution. The transactions were on arm's length basis, in the ordinary course of business of the Company and are not covered under Section 188 of the Companies Act, 2013.

As the operations of Company are not in good state for above mentioned reasons and due to one- time settlement with lenders in the past, the Company is not able to get finance from Banks / Financial Institutions. Hence, the Company has to depend on promoter entities for its working capital requirements. Therefore, the approval of the members is sought for further borrowings (secured /unsecured/ with interest/ without interest) from promoter entities upto ₹ 150 Crore either singly or taken together from all promoter entities at any point in time upto the date of next Annual General Meeting. Further borrowings from promoter entities shall be at arm's length basis and in the ordinary course of business of the Company.

### Nature of concern or interest of Directors/ Managers/ Key Managerial Personnel (KMP) and their Relatives:

	Name of the interested Director or KMP	Nature of Concern or Interest								
		Leela Lace Holdings Private Limited			Rockfort Estate Developers Private Limited			Leela Fashions Private Limited		
		Type of association	Shareholding (%)	Shareholding of relatives and associates	Type of association	Shareholding (%)	Shareholding of relatives and associates	Type of association	Shareholding (%)	Shareholding of relatives and associates
1	Mrs. Madhu Nair, Director	Director / promoter	9%	91%	Director / promoter	-	100%	Director / promoter	5.04%	94.56%
2	Ms. Amruda Nair, Director	--	--	100%	-	-	100%	-	-	100%
3	Mr. Vivek Nair, CEO	Promoter	9%	91%	Promoter	-	100%	Promoter	5.04%	94.56%
4	Mr. Dinesh Nair, Joint CEO	Promoter	9%	91%	Promoter	-	100%	Promoter	5.04%	94.56%
5	Mr. Umesh Dombé, CFO	Director	--	--	Director	-	-	Director	-	-

Save and except as provided above, none of the other Directors or Key Managerial Personnel or their relatives, in any way, are concerned or interested in the resolution as set out in the Notice.

The Board recommends the Ordinary Resolution as set out in the Notice for the approval of the Shareholders.

By Order of the Board of Directors  
**For HLV Limited**  
 (Formerly Hotel Leelaventure Limited)

**Savitri Yadav**  
 Company Secretary

### Registered Office:

The Leela, Sahar, Mumbai - 400 059  
 CIN: L55101MH1981PLC024097

Mumbai, 12<sup>th</sup> November, 2021