



# HLV LIMITED

29<sup>th</sup> November, 2023

**The Department of Corporate Services**

**BSE Limited**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400 001

**Stock Code: 500193**

**The Listing Department**

**National Stock Exchange of India Limited**

Exchange-Plaza,

Bandra Kurla Complex, Bandra (E)

Mumbai – 400 051

**Stock Code: HLV LTD**

Dear Sir / Madam,

**Sub.: Postal Ballot Notice for approving Appointment of Independent Director**

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 ('Notice') for seeking approval of the Members of the Company for "Appointment of Mr. Vinay Hansraj Kapadia (DIN: 07958301) as an Independent Director", as a Special Resolution by way of Postal Ballot through remote e-voting only (Voting through Electronic Means).

The Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Company's Registrar and Share Transfer Agents/Depositories/Depository Participants, as on **Friday, 24<sup>th</sup> November, 2023 ('Cut-Off Date')**. Physical copy of the Notice is not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited to provide remote e-Voting facility to its members. The remote e-Voting period commences on **Saturday, 2<sup>nd</sup> December, 2023, from 9.00 a.m. (IST)** and ends on **Sunday, 31<sup>st</sup> December, 2023 at 5.00 p.m. (IST)**. Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system only. The instructions for remote e-Voting form part of the 'Notes' section to the Notice.

Members holding shares in physical mode and who have not updated their email addresses with the Company/Depositories are requested to update their email addresses as per the instructions given in the enclosed Notice.

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

Thanking You,

Yours faithfully,  
For **HLV Limited**

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

Encl: as above

Regd. Office: The Leela Mumbai, Sahar, Mumbai 400 059 India.

Phone: (91-22) 6691 1234; Fax: (91-22) 6691 1212 Website: [www.hlvlttd.com](http://www.hlvlttd.com); Email: [info@hlvlttd.com](mailto:info@hlvlttd.com)

Corporate Identity Number (CIN) L55101MH1981PLC024097



## HLV LIMITED

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

**CIN:** L55101MH1981PLC024097; **Website:** [www.hlvlttd.com](http://www.hlvlttd.com)

**E-mail:** investor.service@hlvlttd.com; **Tel.** +91 22 6691 1182

### POSTAL BALLOT NOTICE

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

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the 'MCA Circulars'), to transact the special business as set out in this Postal Ballot Notice ("Notice"), by way of postal ballot through remote e-voting only (Voting through Electronic means).

Members' consent is sought for the proposal contained in the resolution given in this Notice. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolution setting out the material facts and the related particulars, is annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to the Members, to enable them to cast their votes electronically in respect of the resolution as set out in this Notice. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to the Members. The e-voting period commences on **Saturday, 2<sup>nd</sup> December, 2023 at 09.00 A.M. IST** and ends on **Sunday, 31<sup>st</sup> December, 2023 at 05.00 P.M. IST**. The detailed instructions with respect to remote e-Voting is mentioned in the 'Notes' section of this Notice. Members are requested to carefully read the instructions given in this Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than **05.00 P.M. IST on Sunday, 31<sup>st</sup> December, 2023**. Remote e-voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

#### **SPECIAL BUSINESS:**

##### **Appointment of Mr. Vinay Hansraj Kapadia (DIN: 07958301) as an Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"),



Mr. Vinay Hansraj Kapadia (DIN: 07958301), who was appointed as an Additional Director in the capacity of an Independent Director of the Company under section 161 (1) of the Act and the Articles of Association of the Company with effect from 10<sup>th</sup> November, 2023, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and is eligible for appointment and in respect of whom the Company has received a Notice from a Member under Section 160 of the Act signifying the intention to propose Mr. Vinay Hansraj Kapadia as a candidate for the office of Director, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of five years effective from 10<sup>th</sup> November, 2023 till 9<sup>th</sup> November, 2028 (both days inclusive).”

By Order of the Board of Directors

**Savitri Yadav**  
Company Secretary

Place: Mumbai

Date: 10<sup>th</sup> November, 2023

**Registered Office:**

The Leela Mumbai, Sahar, Mumbai - 400 059

**CIN:** L55101MH1981PLC024097

**Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed Resolution is annexed hereto and forms part of this Notice.
2. In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Company's Registrar and Share Transfer Agents, MCS Share Transfer Agent Limited (RTA)/Depositories/Depository Participants, as on **Friday, 24<sup>th</sup> November, 2023 ('Cut-Off Date')**. 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. Accordingly, the communication of the assent or dissent of the members would take place through remote e-voting only. Also, the vote in this Postal Ballot cannot be exercised through proxy.
3. This Notice will also be available on the Company's website at [www.hvltd.com](http://www.hvltd.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 NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) .
4. 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. The voting rights of the members shall be in proportion to their shareholding in the Company as on the Cut-Off Date for e-voting i.e. Friday, 24<sup>th</sup> November, 2023.



6. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9:00 a.m. (IST) on Saturday, 2 <sup>nd</sup> December, 2023
End of remote e-voting	Upto 5:00 p.m. (IST) on Sunday, 31 <sup>st</sup> December, 2023.

During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

7. Once the vote on Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
8. The Board of Directors have appointed Mr. Raghunath Bhandari, Practicing Company Secretary (COP 15381), Proprietor of M/s. R. Bhandari & Co., as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. The Scrutinizer will submit his report, after the completion of scrutiny of votes cast, to the Chairman of the Company or any person authorized by him. The results of voting by Postal Ballot (through remote e-voting process) will be announced on or before Tuesday, 2<sup>nd</sup> January, 2024 and will be displayed on the Company's website [www.hvltd.com](http://www.hvltd.com) and will also be communicated to the Stock Exchanges that is BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed and the website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com). The Company will also display the results of the Postal Ballot at its Registered Office.
9. The resolution, if passed by the requisite majority shall be deemed to have been passed on the last date of e-voting i.e. Sunday, 31<sup>st</sup> December, 2023.
10. Members desirous of inspecting the documents referred to in this Notice may send their requests to [investor.service@hvltd.com](mailto:investor.service@hvltd.com) until the last date of e-voting from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.
11. Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
12. Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with the Company's RTA by writing at [helpdesknum@mcsregisters.com](mailto:helpdesknum@mcsregisters.com) in respect of physical holding. Further, those Members who have already registered their e-mail addresses are requested to keep their email addresses validated/ updated with their DPs/RTA to enable servicing of notices/documents/Reports and other communications electronically to their e-mail address in future.
13. **Process to cast votes through remote e-Voting:**

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div> </div>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.



**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 127212 then user ID is 127212001***



5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.





4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scan copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [raghunathsb@yahoo.com](mailto:raghunathsb@yahoo.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Rimpa Bag or Mr. Sachin Tripathi at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scan copy of the share certificate (front and back), PAN (self attested scan copy of PAN card), AADHAR (self attested scan copy of Aadhar Card) by email to [investor.service@hvltd.com](mailto:investor.service@hvltd.com) .
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scan copy of PAN card), AADHAR (self attested scan copy of Aadhar Card) to [investor.service@hvltd.com](mailto:investor.service@hvltd.com) . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ('ACT')**

**The following Statement sets out all material facts relating to the Special Business and Special Resolution thereof mentioned in the accompanying Notice.**

Pursuant to Section 161 of the Act, Article 119 of Articles of Association and based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have at their Meeting held on 10<sup>th</sup> November, 2023 appointed Mr. Vinay Hansraj Kapadia (DIN: 07958301) as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a period of five years commencing from 10<sup>th</sup> November, 2023 to 9<sup>th</sup> November, 2028, not liable to retire by rotation, subject to approval of the Members of the Company through Special Resolution.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company is required to obtain approval of shareholders for appointment of a director at the next Annual General Meeting or within a period of three months from the date of appointment, whichever is earlier.

The brief resume and the nature of expertise of Mr. Vinay Kapadia is as under:

Mr. Vinay Hansraj Kapadia (DIN 07958301), aged 66 years, is a Commerce Graduate and Bachelor of General Law. He is having over 35 years of experience in the field of accounts, finance and business administration. At present, he is in the business of automobile servicing and trading of used automobiles.

Mr. Vinay Kapadia was the Independent Director of the Company from 7<sup>th</sup> October, 2017 to 6<sup>th</sup> October, 2022. Mr. Vinay Kapadia Chaired the Board of the Company from 30<sup>th</sup> March, 2021 to 3<sup>rd</sup> October, 2022. He also chaired the Audit Committee and Stakeholders' Relationship Committee during his tenure.

The Company had defaulted in payment of installments towards redemption of principal amounts due on Secured Redeemable Non-Convertible Debentures and also defaulted in payment of interest on the Debentures issued to LIC of India. Accordingly, the disqualification under the provisions of section 164(2)(b) of the Companies Act 2013 got triggered on 30<sup>th</sup> September, 2017 and all the directors on the Board as on 30<sup>th</sup> September 2017 and the directors appointed thereafter and before the settlement with the debenture holder in October 2019 became disqualified. Pursuant to section 167(1)(a), a director incurring the disqualification under section 164(2) has to vacate his office of director in all other companies, other than the company which is in default under that sub-section.

As the consequence Mr. Vinay Kapadia also incurred disqualification during the abovementioned period but served his term of five years with the Company as permitted under section 167(1)(a) of the Companies Act, 2013. His term ended on 6<sup>th</sup> October, 2022. The Company could not re-appoint him at that time because of his disqualification. Since his disqualification for appointment as a director under section 164 (2) (b) has ended on 6<sup>th</sup> November, 2023, he is eligible for appointment as a director of the Company.

Mr. Vinay Kapadia is not disqualified from being appointed as a director under the provisions of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a director of the Company.

The Company has received necessary declaration(s) from Mr. Vinay Kapadia confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) SEBI Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Company has received a notice in writing from a member under Section 160 of the Act, signifying the intention to propose the candidature of Mr. Vinay Hansraj Kapadia as a director of the Company.



The role and capabilities as required in the case of an independent director are well defined in the Remuneration Policy of the Company. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Vinay Kapadia and concluded that Mr. Vinay Kapadia possess the relevant skills and capabilities to discharge the role of independent director. Mr. Vinay Kapadia is a person of integrity and upholds ethical standards of integrity and probity, will act objectively and constructively, exercise his responsibilities in a bona-fide manner in the interests of the Company, devote sufficient time and attention to his professional obligations for informed and balanced decision-making and assist the Company in implementing the best corporate governance practices.

Your Board believes that Mr. Vinay Kapadia's appointment on the Board will support in broadening the overall expertise of the Board and will bring wide experience particularly in the areas of business development. In the opinion of the Board, Mr. Vinay Kapadia fulfils the conditions specified in the Act for appointment as an independent director.

In accordance with Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2, Mr. Vinay Kapadia's other particulars are given in Annexure to this Notice.

The Board, after satisfying itself that the appointment of Mr. Vinay Kapadia will be in the interest of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends the appointment of Mr. Vinay Kapadia as a Non-Executive Independent Director, not liable to retire by rotation.

A copy of the appointment letter, setting out his terms and conditions of appointment is available on the website of the Company at [www.hlvlt.com](http://www.hlvlt.com) .

Save and except Mr. Vinay Kapadia and his relatives, none of the Directors/ Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out in Notice.

The Board recommends the special resolution set forth above for the approval of the Members.

By Order of the Board of Directors

**Savitri Yadav**  
Company Secretary

Place: Mumbai

Date: 10<sup>th</sup> November, 2023

**Registered Office:**

The Leela Mumbai, Sahar, Mumbai - 400 059

**CIN:** L55101MH1981PLC024097



## ANNEXURE

### Appointment of Director:

Additional Information of the Director seeking appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided herein below:

<b>Name of Director</b>	Mr. Vinay Hansraj Kapadia
<b>Date of Birth (Age)</b>	19 <sup>th</sup> November, 1956, (66 Years)
<b>Date of Appointment</b>	10 <sup>th</sup> November, 2023
<b>Designation</b>	Independent Director
<b>Qualifications</b>	B.Com., B.GL.
<b>Brief Resume and Expertise in specific functional areas</b>	Over 35 years of experience in the field of accounts, finance and business administration. At present, he is into the business of automobile servicing and trading in used automobiles.
<b>Terms &amp; Conditions of appointment, including remuneration</b>	Appointed as an Independent Director for a term of five consecutive years commencing from 10 <sup>th</sup> November, 2023 subject to the approval of Members. As an Independent Director, he is entitled to a sitting fee of Rs.30,000/- for each meeting of the Board/Committee and Meeting of Independent Directors attended by him. He is also entitled for reimbursement of expenses, if any, incurred by him for attending the Board/ Committee meetings.
<b>Chairman/Director of Other Companies</b>	Nil
<b>Listed entities from which the person has resigned in the past three years</b>	No resignation but completion of term with HLV Limited
<b>Chairman/Member of the committees of the Company and other Company(s)</b>	Nil
<b>No. of meetings of the Board attended during the year</b>	1
<b>No. of shares held</b>	13,000
<b>Relationship with other Directors, Manager and other key managerial personnel of the Company</b>	Nil



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