



HLV LIMITED

5th August, 2023

**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: Submission of Voting Results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 of 42nd Annual General Meeting of the Company held on August 3, 2023.

Pursuant to the requirement of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we enclose herewith the Results (*“Annexure –A”*) of remote e-voting and e-voting during the 42nd Annual General Meeting (AGM) of HLV Limited held on 3rd August, 2023 at 3.00 p.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in accordance with circular(s) issued by Ministry of Corporate Affairs and Securities and Exchange Board of India on the resolutions contained in the Notice dated 27th May, 2022, convening the AGM.

All the resolutions contained in the Notice of the AGM were approved by the requisite majority of shareholders. We also enclose herewith the Consolidated Scrutinizers Report (*“Annexure – B”*).

The Voting Results along with the Scrutinizer's Report is made available on the Company's website at www.hlvlttd.com. The results will also be uploaded on NSDL website at www.nsdl.co.in.

Requested you to kindly take the same on your record.

Thanking you.

Yours faithfully,

For **HLV Limited**

SAVITRI RAMINATH
YADAV

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**Savitri Yadav
Company Secretary**



Encl.: as above.

CC:

National Securities Depository Limited (NSDL)
Central Depository Services (India) Limited (CDSL)

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

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

Corporate Identity Number (CIN) L55101MH1981PLC024097

“Annexure – A”

Date of the AGM	August 3, 2023
Total number of shareholders on record date	85513
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoters Group:	0
Public:	0
No. of shareholders attended the meeting through video conferencing:	
Promoters and Promoters Group:	7
Public:	43

For HLV Limited

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Savitri Yadav

Company Secretary



Resolution No.:		1									
Resolution Required : (Ordinary/Special)		Ordinary - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled			
		[1]	[2]	[3]= $\frac{[2]}{[1]}*100$	[4]	[5]	[6]= $\frac{[4]}{[2]}*100$	[7]= $\frac{[5]}{[2]}*100$			
Promoter and Promoter Group	E-Voting		326790337	99.98	326790337	0	100	0			
	Poll		0	0	0	0	0	0			
	Postal Ballot	326865337	0	0	0	0	0	0			
	Total		326790337	99.98	326790337	0	100	0			
Public Institutions	E-Voting		0	0	0	0	0	0			
	Poll		0	0	0	0	0	0			
	Postal Ballot	10573801	0	0	0	0	0	0			
	Total		0	0	0	0	0	0			
Public Non Institutions	E-Voting		491518	0.15	484909	6609	98.66	1.34			
	Poll		0	0	0	0	0	0			
	Postal Ballot	321820761	0	0	0	0	0	0			
	Total		491518	0.15	484909	6609	98.66	1.34			
Total		659259899	327281855	49.64	327275246	6609	100	0			

For HLV Limited

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Savitri Yadav
 Company Secretary

Resolution No.:		2											
Resolution Required : (Ordinary/Special)		Ordinary - To appoint a Director in place of Mrs. Salini Madhu Nair (DIN 00011223), who retires by rotation and being eligible, offers herself for re-appointment.											
Whether promoter/ promoter group are interested in the agenda/resolution?		No											
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	[3] = {[2]/[1]}*100	[4]	[5]	[6] = {[4]/[2]}*100	[7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting	326865337	326789977	99.98	326789977	0	100	0					
	Poll		0	0	0	0	0	0	0				
	Postal Ballot		0	0	0	0	0	0	0				
	Total		326789977	99.98	326789977	0	100	0	0				
Public Institutions	E-Voting	10573801	0	0	0	0	0	0					
	Poll		0	0	0	0	0	0	0				
	Postal Ballot		0	0	0	0	0	0	0				
	Total		0	0	0	0	0	0	0				
Public Non Institutions	E-Voting	321820761	489825	0.15	480425	9400	98.08	1.92					
	Poll		0	0	0	0	0	0	0				
	Postal Ballot		0	0	0	0	0	0	0				
	Total		489825	0.15	480425	9,400	98.08	1.92	0				
Total		659259899	327279802	49.64	327270402	9,400	100	0					

For HLV Limited

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Savitri Yadav
Company Secretary

Resolution No.:		3									
Resolution Required : (Ordinary/Special)		Special - Appointment of Ms. Niranjana Unnikrishnan (DIN: 10140976) as an Independent Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled			
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$			
Promoter and Promoter Group	E-Voting		326790337	99.98	326790337	0	100	0			
	Poll		0	0	0	0	0	0			
	Postal Ballot	326865337	0	0	0	0	0	0			
	Total		326790337	99.98	326790337	0	100	0			
Public Institutions	E-Voting		0	0	0	0	0	0			
	Poll		0	0	0	0	0	0			
	Postal Ballot	10573801	0	0	0	0	0	0			
	Total		0	0	0	0	0	0			
Public Non Institutions	E-Voting		489475	0.15	477900	11575	97.64	2.36			
	Poll		0	0	0	0	0	0			
	Postal Ballot	321820761	0	0	0	0	0	0			
	Total		489475	0.15	477900	11575	97.64	2.36			
Total		659259899	327279812	49.64	327268237	11575	100	2.36			

For HLV Limited

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Savitri Yadav
Company Secretary

Resolution No.:		4									
Resolution Required : (Ordinary/Special)		Special - Re-appointment of Ms. Saija Ramchandran Nair (DIN: 03623949) as an Independent Director for the second term.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled			
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$			
Promoter and Promoter Group	E-Voting		326790337	99.98	326790337	0	100	0			
	Poll		0	0	0	0	0	0			
	Postal Ballot	326865337	0	0	0	0	0	0			
	Total		326790337	99.98	326790337	0	100	0			
Public Institutions	E-Voting		0	0	0	0	0	0			
	Poll		0	0	0	0	0	0			
	Postal Ballot	10573801	0	0	0	0	0	0			
	Total		0	0	0	0	0	0			
Public Non Institutions	E-Voting		489375	0.15	475205	14170	97.1	2.9			
	Poll		0	0	0	0	0	0			
	Postal Ballot	321820761	0	0	0	0	0	0			
	Total		489375	0.15	475205	14170	97.1	2.9			
Total		659259899	327279712	49.64	327265542	14170	100	0			

For HLV Limited

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Savitri Yadav
Company Secretary

Resolution No.:		5									
Resolution Required : (Ordinary/Special)		Special - Change in place of keeping registers and records of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled			
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$			
Promoter and Promoter Group	E-Voting		326790337	99.98	326790337	0	100	0			
	Poll		0	0	0	0	0	0			
	Postal Ballot	326865337	0	0	0	0	0	0			
	Total		326790337	99.98	326790337	0	100	0			
Public Institutions	E-Voting		0	0	0	0	0	0			
	Poll		0	0	0	0	0	0			
	Postal Ballot	10573801	0	0	0	0	0	0			
	Total		0	0	0	0	0	0			
Public Non Institutions	E-Voting		489375	0.15	477523	11852	97.58	2.42			
	Poll		0	0	0	0	0	0			
	Postal Ballot	321820761	0	0	0	0	0	0			
	Total		489375	0.15	477523	11852	97.58	2.42			
Total		659259899	327279712	49.64	327267860	11852	100	2.42			

For HLV Limited

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Savitri Yadav
Company Secretary

Resolution No.:		6									
Resolution Required : (Ordinary/Special)		Ordinary - Ratification of related party transactions with Leela Lace Holdings Private Limited, a promoter Group Company									
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$			
Promoter and Promoter Group	E-Voting	326865337	0	0	0	0	0	0			
	Poll		0	0	0	0	0				
	Postal Ballot		0	0	0	0	0				
	Total		0	0	0	0	0				
Public Institutions	E-Voting	10573801	0	0	0	0	0	0			
	Poll		0	0	0	0	0				
	Postal Ballot		0	0	0	0	0				
	Total		0	0	0	0	0				
Public Non Institutions	E-Voting	321820761	488375	0.15	476968	11407	97.66	2.34			
	Poll		0	0	0	0	0				
	Postal Ballot		0	0	0	0	0				
	Total		488375	0.15	476968	11407	97.66	2.34			
Total		659259899	488375	0.07	476968	11407	97.66	2.34			

For HLV Limited

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Savitri Yadav
Company Secretary



R. BHANDARI & CO.
Insolvency Professional ★ Company Secretaries ★ Trademark Attorney
Office No. 9, 1st Floor, Behind "B" Wing, Pushp Vinod No. 1, S.V. Road, Borivali - West, Mumbai - 400 092.
Cell.: 99300 16725 / Off No.: 84509 43725 - Email ID: raghunathsb@yahoo.com

CONSOLIDATED REPORT OF THE SCRUTINIZER

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]*

To,
The Chairman,
HLV LIMITED
The Leela Mumbai, Sahar,
Mumbai – 400059,
Maharashtra

Respected Sir,

Sub: Consolidated Scrutinizer's Report for passing of resolutions through remote e-voting and e-voting conducted during the 42nd Annual General Meeting (AGM) of the members of HLV LIMITED ("the Company") held on Thursday, 3rd August, 2023 at 3:00 PM (IST) by means of Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

I, Raghunath Bhandari, Proprietor of M/s. R. Bhandari & Co., Company Secretaries (COP No. 15381), having office at Office no.402- 4th Floor, "A" Wing, Pushp Vinod No.2, S. V. Road, Borivali West, Mumbai - 400 092 was appointed as a Scrutinizer by the Board of Directors of the Company at its meeting held on 29.05.2023 to conduct and scrutinise the remote e-voting and e-voting process during 42nd AGM held on Thursday, 3rd August, 2023 by means of Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") under the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 01 to 06 as set out in the Notice of the 42nd Annual General Meeting (AGM) of the members of the company as per the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020, dated 13th April, 2020, General Circular No. 20/2020, dated 5th May, 2020, General Circular No. 02/2021, dated 13th January, 2021, General Circular No. 19/2021 dated December, 8, 2021, General Circular No. 21/2021 dated December 14, 2021 General Circular No. 02/2022, dated 05th May, 2022, General Circular No. 10/2022 dated

December 28, 2022 and all other applicable laws and circulars issued by the Ministry of Corporate Affairs (MCA) and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 Dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular no SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular no SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities and Exchange Board of India (SEBI) (SEBI Circular).

In this regard, I submit my report as under:

1. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable provisions of the SEBI LODR and MCA and SEBI circulars relating to voting on the resolutions through electronic means (by remote e-voting and by e-voting system at AGM) as stated in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the voting process through electronic means (by remote e-voting and e-voting system at AGM) is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide remote e-voting and e-voting facility during the AGM.
2. As per the confirmation received from the Company, the Notice dated 29th May, 2023, of the 42nd AGM along with explanatory statements setting out material facts pursuant to Section 102 of the Companies Act, 2013 was sent as on 11th July, 2023 by email to members who had registered their Email-ID's with Company/Depository Participant(s) and furnished the same with M/s. MCS Share Transfer Agent Limited, the Registrar and Share Transfer Agent (RTA) of the Company and the same was hosted on the website of the Company and RTA's.
3. As prescribed in the Clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about providing E-voting facility in Newspaper named "Free Press Journal" (English Newspaper) and "Navshakhti" (Marathi Newspaper) on Wednesday, 12th July, 2023. The notice published in the newspapers carried the required information as prescribed in Sub Rule 4(v) (a) to (h) of the said Rule 20.
4. The voting rights were reckoned as on 27th July, 2023, being the Cut-off date for the purpose of deciding the entitlement of Members for remote e-voting and e-voting at the AGM.

5. In terms of the aforesaid Notice, remote E-voting was kept open for 3 (Three) days from 31st July, 2023 (09:00 a.m. IST) till 02nd August, 2023 (05:00 p.m. IST) as prescribed in the Clause (vi) of the sub-rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014. Members were required to cast their votes electronically conveying their assent or dissent in respect of all the Resolutions on the e-voting platform provided by NSDL
6. Pursuant to Rule 20(4)(vii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, after closure of period of remote e-voting. I referred the list providing details relating to Members who have cast their votes through remote e-voting, such as their names, folios, number of shares held by them.

During the 42nd Annual General Meeting held on 03rd August, 2023, Company conducted e-voting for those Members, who could not participate in the remote e-voting to record their votes.

7. After voting at the AGM concluded, I unblocked the results of the remote e-voting and e-voting by Members at the AGM on the e-voting platform of NSDL in the capacity of Scrutinizer in the presence of two witnesses, Miss. Foram Shah and Miss. Bhavna Joshi who are not in employment of the Company and downloaded the results.
8. Consolidated e-voting results with respect to each item on the Agenda as set out in the Notice of 42nd AGM dated 29th May, 2023 are enclosed.

I hereby submit consolidated report on results of the remote e-voting and e-voting at the AGM in respect of said resolutions as under:

Resolution No. 1:- As an Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.

(i) Votes in favour of the resolution.

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
241	32,72,75,246	99.9980

(ii) Votes against the resolution

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
9	6,609	0.0020

(iii) Invalid votes

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
-	-	-

Resolution No. 2:- As an Ordinary Resolution:

To appoint a Director in place of Mrs. Salini Madhu Nair (DIN 00011223), who retires by rotation and being eligible, offers herself for re-appointment.

i) Votes in favour of the resolution.

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
225	32,72,70,402	99.9971

(ii) Votes against the resolution

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
22	9,400	0.0029

(iii) Invalid votes

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
-	-	-

**Resolution No. 2 – Interested Director has abstained from Voting.*

Resolution No. 3:- As a Special Resolution:

Appointment of Ms. Niranjana Unnikrishnan (DIN: 10140976) as an Independent Director

(i) Votes in favour of the resolution.

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
227	32,72,68,237	99.9965

(ii) Votes against the resolution

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
20	11,575	0.0035

(iii) Invalid votes

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
-	-	-

Resolution No. 4:- As a Special Resolution:

Re-appointment of Ms. Saija Ramchandran Nair (DIN: 03623949) as an Independent Director for the second term

(i) Votes in favour of the resolution.

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
222	32,72,65,542	99.9957

(ii) Votes against the resolution

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
24	14,170	0.0043

(iii) Invalid votes

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
-	-	-

Resolution No. 5:- As a Special Resolution:

Change in place of keeping registers and records of the Company

(i) Votes in favour of the resolution.

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
228	32,72,67,860	99.9964

(ii) Votes against the resolution

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
18	11,852	0.0036

(iii) Invalid votes

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
-	-	-

Resolution No. 6:- As an Ordinary Resolution:

Ratification of related party transactions with Leela Lace Holdings Private Limited, a promoter Group Company

(i) Votes in favour of the resolution.

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
215	4,76,968	97.6643

(ii) Votes against the resolution

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
22	11,407	2.3357

(iii) Invalid votes

No. of members voted through Remote e-voting and e-voting at meeting	No. of Votes cast	% of total number of valid votes cast
-	-	-

**Resolution No. 6 – Interested Director, Relatives of Directors and other related parties have abstained from Voting.*

Based on the above results, I report that all the above six resolutions have been passed by the Shareholders with the requisite majority.

I further report that:

- a. We have received all the documents as mentioned in Section 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Registers and
- b. The Registers and all other records relating to remote e-voting and e-voting during the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and thereafter, the same will be handed over to the Chairman / Company Secretary & Compliance Officer of the Company for safe keeping.

Yours Faithfully

For **R. Bhandari & Co.**

Company Secretaries

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Raghunath Bhandari

Proprietor

COP No: 15381; FCS: 8048

Peer Review Certificate No.: 1986/2022

UDIN: **F008048E000745840**

Signed at Mumbai on 05th August, 2023

Countersigned and received the report:

For **HLV Limited**



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Chairman/Authorized Signatory

Signed at Mumbai on 05th August, 2023