

# UNIVERSAL HOTELS & RESORTS PRIVATE LIMITED

Regd. Off.: Leela Baug, Andheri - Kurla Road, Andheri (East), Mumbai 400059.

Tel: 02266911031, CIN: U55101MH2010PTC204713

4<sup>th</sup> March, 2020

To,  
The Manager - Listing Dept.  
BSE Limited  
Phiroze Jeejebhoy Towers,  
Dalal Street, Mumbai- 400 001.

To,  
The Manager,  
National Stock Exchange of India Ltd.  
"Exchange Plaza"  
Bandra-Kurla Complex  
Bandra (E), Mumbai – 400 051.

**Sub: Intimation under Regulation 10(5) for proposed inter-se transfer of shares amongst the Promoter Group relying upon the exemption given under Regulation 10(1)(a)(iii) of SEBI (SAST) Regulations, 2011.**

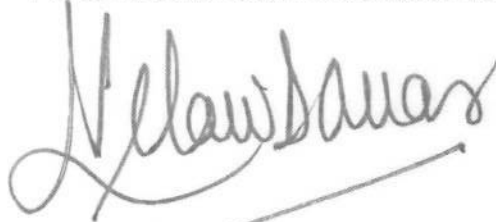
Dear Sir/ Madam,

Please find enclosed herewith the intimation under Regulation 10(5) for proposed off-market inter-se transfer of shares of M/s. HLV Limited (HLVLTD, 500193) amongst the promoter entities relying upon the exemption given under Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

Kindly note & oblige.

Thanking You.

Yours faithfully,  
For Universal Hotels & Resorts Private Limited



Ketan S Danak  
Director  
DIN: 06967227



Place: Mumbai

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## Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	M/s. HLV Limited
2.	Name of the acquirer(s)	M/s. Universal Hotels & Resorts Private Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	The acquirer being Promoter Entity promoted and controlled by individual promoters of target company.
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	M/s. Leela Lace Holdings Private Limited
	b. Proposed date of acquisition	On or before 25.03.2020
	c. Number of shares to be acquired from each person mentioned in 4(a) above	21,67,23,719
	d. Total shares to be acquired as % of share capital of TC	34.37%
	e. Price at which shares are proposed to be acquired	Not exceeding the limit provided in proviso (i) to regulation 10(1)(a) of the SEBI (SAST) Regulations.
	f. Rationale, if any, for the proposed transfer	Off-market shifting of shares of target company from one promoter entity to other promoter entity for vertical segregation of Hotel, Realty and other operations for operational efficiency.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer.	10(1)(a)(iii) of SEBI (SAST) Regulations, 2011
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Rs. 5.44/- per share
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	N.A.
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Yes



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9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	Yes			
10	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Yes			
11	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
<b>a</b>	<b>Acquirer(s) and PACs (other than sellers)(*)</b>	<b>8,13,63,355</b>	<b>12.90</b>	<b>29,80,87,074</b>	<b>47.27</b>
	<b>Acquirer</b>				
	M/s. Universal Hotels & Resorts Pvt. Ltd.	1,94,68,625	3.09	23,61,92,344	37.46
	<b>PACs</b>				
	Mr. Dinesh Nair	3,74,050	0.06	3,74,050	0.06
	Mrs. Madhu Nair	360	0.00	360	0.00
	Ms. Amruda Nair	3,00,000	0.05	3,00,000	0.05
	Mrs. P. V. Leela Amma Nair	75,000	0.01	75,000	0.01
	Mrs. Lakshmi Nair	18,330	0.00	18,330	0.00
	Mr. Vivek Nair	4,77,460	0.08	4,77,460	0.08
	M/s. Leela Fashions Pvt. Ltd.	42,50,000	0.67	42,50,000	0.67
	M/s. Rockfort Estate Developers Pvt. Ltd.	5,56,07,175	8.82	5,56,07,175	8.82
	Krishnan Nair Leela Family Trust (through Trustees Mr. Vivek Nair and Mr. Dinesh Nair)	7,92,355	0.13	7,92,355	0.13
<b>b</b>	<b>Seller (s)</b>				
	M/s. Leela Lace Holdings Pvt. Ltd.	21,67,23,719	34.37	0	0
	<b>Total (a + b)</b>	<b>29,80,87,074</b>	<b>47.27</b>	<b>29,80,87,074</b>	<b>47.27</b>

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Note:

- (\*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

We hereby also declared that we will comply with all applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011.

We hereby also declared that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.

For Universal Hotels & Resorts Private Limited



Ketan S Danak  
Director  
DIN: 06967227  
Date: 04.03.2020  
Place: Mumbai

