

# UNIVERSAL HOTELS & RESORTS PRIVATE LIMITED

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

Telephone: 022-66911744 CIN: U55101MH2010PTC204713

Date: 19.03.2020

Securities and Exchange Board of India  
SEBI Bhavan, G Block, Bandra Kurla Complex,  
Bandra (East), Mumbai 400051.

Sub: Disclosure under regulation 10(7) of SEBI (SAST) Regulations, 2011 in respect of off-market inter-se transfer of shares of Target Company between promoter group companies in reliance upon the exemption provided for in regulation 10(1)(a)(iii) of SEBI (SAST) Regulations 2011.

Target Company: HLV Ltd. (HLVLTD, 500193)

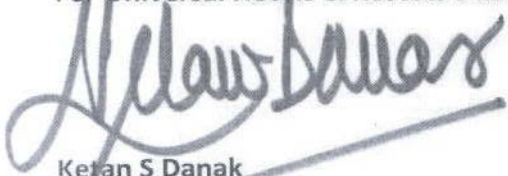
Dear Sir/Madam,

This is with respect to the inter-se transferred of shares of M/s. HLV Limited between promoter group companies i.e. from M/s. Leela Lace Holdings Pvt. Ltd. to M/s. Universal Hotels & Resorts Pvt. Ltd.

Please find enclosed herewith the disclosure by acquirer promoter entity pursuant to the regulation 10(7) of SEBI (SAST) Regulations, 2011 in reliance upon the exemption provided for in regulation 10(1)(a)(iii) of SEBI (SAST) Regulations 2011.

Thanking you,

Yours faithfully,  
For Universal Hotels & Resorts Pvt. Ltd.



Ketan S Danak  
Director  
DIN: 06967227



Encl: Disclosure under regulation 10(7) of SEBI (SAST) Regulations, 2011

- CC: 1. The National Stock Exchange of India Ltd.  
"Exchange Plaza" Bandra-Kurla Complex,  
Bandra (E), Mumbai – 400 051.
2. BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001.



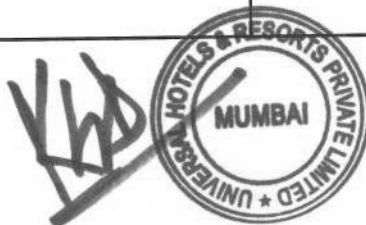
**Format under Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011**

|   |  |   |
|---|--|---|
| <b>1 General Details</b>                |  |   |
| a.                                      | Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.} | Universal Hotels & Resorts Private Limited<br>Add: Leela Baug, Andheri Kurla Road, Andheri (East), Mumbai 400059.<br>Tel: 022-66911744<br>secretarial@leelalaceholdings.com |
| b.                                      | Whether sender is the acquirer (Y/N)   | Yes   |
| c.                                      | If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)   | NA  |
| d.                                      | Name, address, Tel no. and e-mail of sender, if sender is not the acquirer   | NA  |
| <b>2 Compliance of Regulation 10(7)</b> |  |   |
| a.                                      | Date of report   | 19.03.2020  |
| b.                                      | Whether report has been submitted to SEBI within 21 working days from the date of the acquisition  | Yes   |
| c.                                      | Whether the report is accompanied with fees as required under Regulation 10(7)   | Yes<br>Cheque no. 191505 dated 18.03.2020 drawn on Oriental Bank Of Commerce is enclosed as <b>Annexure I</b> .   |
| <b>3 Compliance of Regulation 10(5)</b> |  |   |
| a.                                      | Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed, atleast 4 working days before the date of the proposed acquisition.                                 | Yes   |
| b.                                      | Date of Report   | 04.03.2020  |
| <b>4 Compliance of Regulation 10(6)</b> |  |   |
| a.                                      | Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition.  | Yes   |
| b.                                      | Date of Report   | 19.03.2020  |
| <b>5 Details of the Target Company</b>  |  |   |
| a.                                      | Name & address of TC   | M/s. HLV Limited<br>Add: The Leela, Sahar, Mumbai 400059  |
| b.                                      | Name of the Stock Exchange(s) where the shares of the TC are listed  | BSE Limited,<br>The National Stock Exchange of India Ltd  |

*KMD*



| 6 Details of the acquisition   |   |  |                                   |                       |                                   |
|--|---|--|-----------------------------------|-----------------------|-----------------------------------|
| a.   | Date of acquisition   | 19.03.2020   |                                   |                       |                                   |
| b.   | Acquisition price per share (in Rs.)  | 3.65/-   |                                   |                       |                                   |
| c.   | Regulation which would have been triggered off, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5)   | Regulation 3(1)  |                                   |                       |                                   |
| d.   | Shareholding of acquirer/s and PACs individually in TC (in terms of no: & as a percentage of the total share/voting capital of the TC)(*)   | Before the acquisition   |                                   | After the acquisition |                                   |
|  |   | No. of Shares  | % w.r.t total share capital of TC | No. of Shares         | % w.r.t total share capital of TC |
|  |   | <b>Name(s) of the acquirer(s) (**)</b>                           |                                   |                       |                                   |
|  | M/s. Universal Hotels & Resorts Private Limited   | 1,94,68,625  | 3.09                              | 23,61,92,344          | 37.46                             |
| e.   | Shareholding of seller/s in TC ( in terms of no: & as a percentage of the total share/voting capital of the TC) (*)   | Before the acquisition   |                                   | After the acquisition |                                   |
|  |   | No. of Shares  | % w.r.t total share capital of TC | No. of Shares         | % w.r.t total share capital of TC |
|  |   | <b>Name(s) of the seller(s) (**)</b>                             |                                   |                       |                                   |
|  | M/s. Leela Lace Holdings Pvt. Ltd.  | 21,67,23,719   | 34.37                             | Nil                   | Nil                               |
| 7 Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(iii) |   |  |                                   |                       |                                   |
| a.   | Provide the names of the seller/s   | M/s. Leela Lace Holdings Pvt. Ltd.                               |                                   |                       |                                   |
| b.   | Specify the relationship between the acquirer/s and the seller/s.   | The promoters of acquirer, seller and target company are common. |                                   |                       |                                   |
| c.   | Confirm that the acquirer and the seller/s satisfy such a relationship as defined in Regulation 10(1)(a)(iii) of the Takeover Regulations   | Yes  |                                   |                       |                                   |
| d.   | If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed. | Rs. 5.44/- per share   |                                   |                       |                                   |
| e.   | If shares of the TC are infrequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.  | N.A.   |                                   |                       |                                   |



|    |   |  |
|----|---|--|
| f. | Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (d) or (e) above as applicable.  | Yes  |
| g. | Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed   | 04.03.2020   |
| h. | Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation/s as well as date on which the requisite disclosures were made along with the copies of the same. | Yes<br><br>Disclosures were made by the acquirer and the seller on 19.03.2020 under regulation 29(1) and 29(2) respectively.<br><br>Attached as <b>Annexure II</b> |
| i. | Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(iii) with respect to exemptions has been duly complied with.  | Yes  |

We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

For **Universal Hotels & Resorts Private Limited**



**Ketan S Danak**  
Director  
DIN: 06967227



Date: 19.03.2020  
Place: Mumbai

NOTE: • (\*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.  
• (\*\*) Shareholding of each entity shall be shown separately as well as collectively.

*The following abbreviations have been used all through the document: TC stands for 'Target Company', 'Takeover Regulations' stands for 'SEBI (Substantial Acquisition of Shares and Takeover Regulations, 2011)*

*Alcayes*  
ओरियन्टल बैंक ऑफ कॉमर्स  
ORIENTAL BANK OF COMMERCE

लीला गल्लेरिया, सहर, अंधेरी (पू) - 400059  
LEELA GALLERIA, SAHAR, ANDHERI (E)-400059

IFSC Code : ORBC0100937

Annexure - I

VALID FOR THREE MONTHS FROM THE DATE

18032020  
D D M M Y Y Y Y

PAY SECURITIES AND EXCHANGE BOARD OF INDIA

या धारक को OR BEARER

रुपये RUPEES

One Lakh Fifty Thousand Only

अदा करें

₹

150000/-

खाता सं.  
A/c No.

52701011000753

*V. N. Shetty*

For UNIVERSAL HOTELS AND RESORTS PVT LTD

Authorised Signatory/ies  
Please sign above

SBFK /CAA A

सभी सी. बी. एस. शाखाओं पर देय PAYABLE AT ALL C.B.S BRANCHES

⑈ 191505⑈ 400022035⑈ 000753 29

PRIVATE LIMITED

**UNIVERSAL HOTELS & RESORTS PRIVATE LIMITED**

Regd. Off.: Leela Baug, Andheri - Kurla Road, Andheri (East), Mumbai 400059, India.  
Telephone: 022-66911744 CIN: U55101MH2010PTC204713

Date: 19.03.2020

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

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

**Sub: Disclosure under regulation 29(1) of SEBI (SAST) Regulations, 2011**

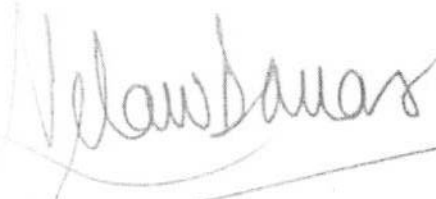
Sir/ Madam,

With reference to the subject above, please find enclosed herewith the disclosure under Regulation 29(1) of SEBI (SAST) Regulations, 2011 for off-market Inter-se transfer of shares of M/s. HLV Limited amongst the Promoter Group.

Kindly note & oblige.

Thanking You,

Yours faithfully,  
For Universal Hotels & Resorts Private Limited



Ketan S Danak  
Director  
DIN: 06967227

Encl: As above

CC: Compliance Officer  
HLV Ltd.

**Format for disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011**

**Part A - Details of the Acquisition**

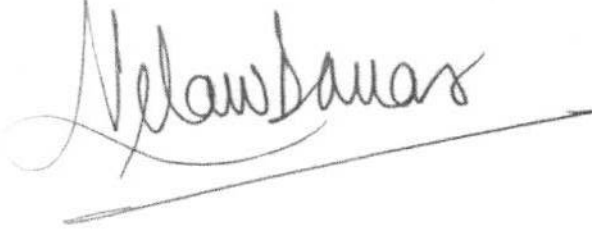
|   |  |   |  |
|---|--|---|--|
| Name of the Target Company (TC)   | HLV Limited  |   |  |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer   | Universal Hotels & Resorts Private Limited                           |   |  |
| Whether the acquirer belongs to Promoter/ Promoter group  | Yes  |   |  |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed  | BSE Limited<br>The National Stock Exchange of India Ltd.             |   |  |
| <b>Details of the acquisition as follows</b>  | <b>Number</b>  | <b>% w.r.t. total share/ voting capital wherever applicable (*)</b> | <b>% w.r.t. total diluted share/ voting capital of the TC (**)</b> |
| <b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b>  |  |   |  |
| a Shares carrying voting rights   | 19,468,625   | 3.09  | 3.09   |
| b Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)  | -  | -   | -  |
| c Voting Rights (VR) otherwise than by shares   | -  | -   | -  |
| d Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)                         | -  | -   | -  |
| e Total (a+b+c+d)   | 19,468,625   | 3.09  | 3.09   |
| <b>Details of acquisition</b>   |  |   |  |
| a Shares carrying voting rights acquired  | 216,723,719  | 34.37   | 34.37  |
| b VRs acquired otherwise than by shares   | -  | -   | -  |
| c Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired              | -  | -   | -  |
| d Shares in the nature of encumbrance (pledge/ lien/non- disposal undertaking/ others)  | -  | -   | -  |
| e Total (a+b+c+-d)  | 216,723,719  | 34.37   | 34.37  |
| <b>After the acquisition, holding of acquirer along with PACs of:</b>   |  |   |  |
| a Shares carrying voting rights   | 236,192,344  | 37.46   | 37.46  |
| b VRs otherwise than by shares  | -  | -   | -  |
| c Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition       | -  | -   | -  |
| d Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)  | -  | -   | -  |
| e Total (a+b+c+d)   | 236,192,344  | 37.46   | 37.46  |
| Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)   | Off market Inter-se transfer between promoters group.                |   |  |
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.   | Fully paid up equity shares  |   |  |
| Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC. | 19.03.2020   |   |  |
| Equity share capital / total voting capital of the TC before the said acquisition   | Rs.1261,103,532 divided into 630,551,766 equity shares of Rs. 2 each |   |  |
| Equity share capital/ total voting capital of the TC after the said acquisition   | Rs.1261,103,532 divided into 630,551,766 equity shares of Rs. 2 each |   |  |
| Total diluted share/voting capital of the TC after the said acquisition   | Rs.1261,103,532 divided into 630,551,766 equity shares of Rs. 2 each |   |  |

Part B\*\*\*

Name of the Target Company: HLV Limited

| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Whether the acquirer belongs to Promoter/ Promoter group | PAN of the acquirer and/ or PACs |
|---|--|----------------------------------|
| Universal Hotels & Resorts Private Limited                                    | Yes  | AABCL8256D                       |

For Universal Hotels & Resorts Private Limited



**Ketan S Danak**  
Director  
DIN: 06967227  
Place: Mumbai  
Date: 19.03.2020

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.





# LEELA LACE HOLDINGS PVT. LTD.

Date: 19.03.2020

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

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

**Sub: Disclosure under regulation 29(2) of SEBI (SAST) Regulations, 2011**

Sir/ Madam,

With reference to the subject above, please find enclosed herewith the disclosure under Regulation 29(2) of SEBI (SAST) Regulations, 2011 for off-market Inter-se transfer of shares of M/s. HLV Limited amongst the Promoter Group.

Kindly note & oblige.

Thanking You,

Yours faithfully,  
For **Leela Lace Holdings Pvt. Ltd.**



**Ketan S Danak**  
Director  
DIN: 06967227

Encl: As above

CC: Compliance Officer  
HLV Ltd.

CIN-U17122MH1967PTC13758

703, Leela Business Park, Andheri-Kurla Road, Andheri (East), Mumbai - 400 059. Tel.: 022 - 6773 4507, Fax: 022 - 6773 4510

E-mail : ketansdanak@leelalaceholdings.com

Regd. Off.: Leela Baug, Andheri-Kurla Road, Andheri (East), Mumbai - 400 059. India

| Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011   |  |   |  |
|---|--|---|--|
| Name of the Target Company  | HLV Limited  |   |  |
| Name(s) of the seller and Persons Acting in Concert (PAC) with  | Leela Lace Holdings Private Limited (Seller)                         |   |  |
| Whether the seller belongs to Promoter/ Promoter group  | Yes  |   |  |
| Names of the Stock Exchanges where the shares of the target company are listed,   | BSE Limited<br>The National Stock Exchange of India Ltd.             |   |  |
| <b>Details of sale as follows</b>   | <b>Number</b>  | <b>% w.r.t. total share/ voting capital wherever applicable (*)</b> | <b>% w.r.t. total diluted share/ voting capital of the Target Company (**)</b> |
| <b>Before the sale under consideration, holding of:</b>   |  |   |  |
| a Shares carrying voting rights   | 216,723,719  | 34.37   | 34.37  |
| b Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)  | -  | -   | -  |
| c Voting Rights (VR) otherwise than by shares   | -  | -   | -  |
| d Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)                   | -  | -   | -  |
| e Total (a+b+c+d)   | 216,723,719  | 34.37   | 34.37  |
| <b>Details of sale</b>  |  |   |  |
| a Shares carrying voting rights acquired  | 216,723,719  | 34.37   | 34.37  |
| b VRs acquired otherwise than by shares   | -  | -   | -  |
| c Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired          | -  | -   | -  |
| d Shares encumbered/ invoked/ released by the acquirer  | -  | -   | -  |
| e Total (a+b+c+/-d)   | 216,723,719  | 34.37   | 34.37  |
| <b>After the sale, holding of:</b>  |  |   |  |
| a Shares carrying voting rights   | 0  | 0   | 0.00   |
| b Shares encumbered with the acquirer   | -  | -   | -  |
| c VRs otherwise than by shares  | -  | -   | -  |
| d Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | -  | -   | -  |
| e Total (a+b+c+d)   | 0  | 0   | 0.00   |
| Mode of sale (e.g. open market/ off market/ public issue/ rights issue/ preferential allotment/ inter-se transfer etc.)   | Off market Inter-se transfer between promoters group.                |   |  |
| Date of sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable   | 19.03.2020   |   |  |
| Equity share capital/ total voting capital of the TC before the said acquisition  | Rs.1261,103,532 divided into 630,551,766 equity shares of Rs. 2 each |   |  |
| Equity share capital/ total voting capital of the TC after the said acquisition   | Rs.1261,103,532 divided into 630,551,766 equity shares of Rs. 2 each |   |  |
| Total diluted share/ voting capital of the TC after the said acquisition  | Rs.1261,103,532 divided into 630,551,766 equity shares of Rs. 2 each |   |  |

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the Company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/ voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/ warrants into equity shares of the TC.

For Leela Lace Holdings Private Limited

*Ketan S Danak*



Ketan S Danak  
Director  
DIN: 06967227  
Place: Mumbai  
Date: 19.03.2020