



# HLV LIMITED

February 16, 2026

**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 Re-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 "Re-appointment of Mr. Ashok Girdharidas Rajani (DIN: 00267748) as a Non Executive 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, February 13, 2026 ('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 **Tuesday, February 17, 2026, from 9.00 a.m. (IST)** and ends on **Thursday, March 19, 2026 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**

**Sucheta Chaturvedi**  
**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.hlvlt.com](http://www.hlvlt.com); Email: [info@hlvlt.com](mailto:info@hlvlt.com)

Corporate Identity Number (CIN) L55101MH1981PLC024097



## HLV LIMITED

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

**CIN:** L55101MH1981PLC024097: **Website:** www.hlvlttd.com

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

### POSTAL BALLOT NOTICE (“NOTICE”)

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

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification or re-enactment 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') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), as amended from time to time, 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, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022 and various subsequent circulars issued, read with Circular No. 9/2024 dated September 19, 2024 (collectively the 'MCA Circulars'), to transact the special business as set out in this Postal Ballot Notice, by way of postal ballot through remote e-voting only ( Voting through Electronic means).

The consent of the members is sought for the resolution proposal in this Postal Ballot Notice. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, containing the material facts and other relevant information relating to the proposed resolution, is annexed hereto and forms an integral part of this Notice.

In compliance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with the applicable Rules, Regulation 44 of the SEBI Listing Regulations, the applicable MCA Circulars and Secretarial Standard on General Meetings (SS-2), the Company is providing remote e-voting facility to its Members to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) for providing the remote e-voting facility to its Members.

The e-voting period commences on **Tuesday, February 17, 2026 at 09.00 A.M. (IST)** and ends on **Thursday, March 19, 2026 at 05.00 P.M. (IST)**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than **05.00 P.M. (IST) on March 19, 2026**. 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. Ashok Girdharidas Rajani (DIN: 00267748) as an Non- Executive 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 Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and based on the recommendation of the



Nomination and Remuneration Committee and the Board of Directors, Mr. Ashok Girdharidas Rajani (DIN: 00267748), who was appointed as an Independent Director in the Annual General Meeting of the Company held on August 18, 2021 and who holds office up to March 29, 2026 and who is eligible for re-appointment and who meets the criteria of independence as prescribed under Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a second term of five (5) consecutive years commencing from March 30, 2026 up to March 29, 2031 (both days inclusive).”

**Notes:**

1. A statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**‘Notice’**). Details pursuant to Regulation 36(3) of Listing Regulations and SS-2, in respect of Director seeking re- appointment and appointment as Non-Executive Independent Director forms part of this Notice.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only through e-mail to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories/ MCS Share Transfer Agent Ltd.(“RTA”) **as on Friday, February 13, 2026 (“Cut-Off Date”)** and whose e-mail address is registered with the Depository Participants (DP) / Company’s Registrar and Share Transfer Agent. 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.
3. This Postal Ballot Notice will also be available on the Company’s website at [www.hvlttd.com](http://www.hvlttd.com) , websites of the Stock Exchanges:, 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 <https://www.evoting.nsdl.com/>
4. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to vote through remote e-voting. A person who becomes a member after the Cut-Off date should treat this notice for information purpose only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non- registration of their email addresses with the Company/ RTA/Depositories) shall be entitled to vote in relation to resolution in accordance with the process specified in this Notice. The vote in this Postal Ballot cannot be exercised through proxy.
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. February 13, 2026.
6. Once a Member casts their vote on any resolution through remote e-voting, such vote cannot be changed subsequently.
7. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9:00 a.m. (IST) on February 17, 2026
End of remote e-voting	Upto 5:00 p.m. (IST) on March 19, 2026

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.



8. The Board of Directors has appointed M/s. RAAM & Associates LLP, Companies Secretaries (COP No. 7059), as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final. The results of voting by Postal Ballot (through remote e-voting process) will be announced on or before March 21, 2026 and will be displayed on the Company's website [www.hlvltd.com](http://www.hlvltd.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 NSDL. 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. March 19, 2026.
10. Members desirous of inspecting the documents referred to in this Postal Ballot 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. **Procedure for 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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</li> </ol>



	<p>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.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <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: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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</p>



	<p>of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>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.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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

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

Login type	Helpdesk details
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
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. 1800-21-09911

**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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 138480 then user ID is 138480001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - 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:

- 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).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) .
- 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 scanned 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 [raamassociatesllp@gmail.com](mailto:raamassociatesllp@gmail.com) / [rakesh@csrakeshsanghani.com](mailto:rakesh@csrakeshsanghani.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 or send a request to Ms. Rimpa Bag 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, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned 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 scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor.service@hvltd.com](mailto:investor.service@hvltd.com). If you are an Individual shareholders 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.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors

Sd/-  
**Sucheta Chaturvedi**  
Company Secretary

Place: Mumbai  
Date: February 12, 2026

**Registered Office:**  
The Leela Mumbai, Sahar, Mumbai - 400 059  
**CIN:** L55101MH1981PLC024097



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”)

### Item No. 1: Appointment of Mr. Ashok Girdharidas Rajani (DIN: 00267748) as an Independent Director

Mr. Ashok Girdharidas Rajani was appointed as Non-Executive Independent Director by the Members at their Annual General Meeting held on August 18, 2021 for a term of five years with effect from March 30, 2021 to March 29, 2026.

Pursuant to the performance evaluation of Mr. Rajani, substantial contributions made by him during his tenure and considering that his continued association would be beneficial to the Company, based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at their Meeting held on February 12, 2026 approved the re-appointment of Mr. Ashok Girdharidas Rajani (DIN: 00267748) as an Independent Director of the Company to hold office for a period of five years from March 30, 2026 to March 29, 2031, not liable to retire by rotation, subject to approval of the Members of the Company.

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 members approval for the appointment of a Director at the next Annual General Meeting or within three months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 17(1A) of the SEBI Listing Regulations, no listed entity shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years without passing a special resolution. As Mr. Rajani is 77 years old, his re-appointment requires approval of members by way of a Special Resolution, based on the recommendation of the Nomination and Remuneration Committee and the Board. The role and capabilities as required in the case of an independent director are well defined in the Remuneration Policy of the Company.

The Company has received from Mr. Rajani (i) notice under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Ashok Rajani as a Director (ii) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (‘Rules’); (iii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iv) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’); (v) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge his duties and (vi) Declaration pursuant to BSE Limited Circular No. LIST/COMP/14/2018-19 and National Stock Exchange of India Limited Circular No. NSE/ML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. Mr. Rajani has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The brief resume and the nature of expertise of Mr. Ashok Rajani is as under:

Mr. Ashok Girdharidas Rajani (DIN 00267748), aged 77 years, have over four decades of rich and varied experience in the field of textile industries, management and operations. He have been on the board of Alok Industries Limited for many years and headed various management committees. He also serve as a Member / Chairman of Apparel Export Promotion Council, sponsored by the Ministry of Textiles, the Government of India.

Your Board believes that Mr. Ashok Rajani’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. Ashok Rajani fulfils the conditions specified in the Act and listing regulations for re-appointment as an independent director.

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



The Board, after satisfying itself that the appointment of Mr. Ashok Rajani will be in the interest of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends the appointment of Mr. Ashok Rajani 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.hvltd.com](http://www.hvltd.com).

Save and except Mr. Ashok Rajani 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

Sd/-

**Sucheta Chaturvedi**  
Company Secretary

Place: Mumbai

Date: February 12, 2026

**Registered Office:**

The Leela Mumbai, Sahar, Mumbai - 400 059

**CIN:** L55101MH1981PLC024097



## ANNEXURE

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. Ashok Girdharidas Rajani
<b>Date of Birth (Age)</b>	18 <sup>th</sup> June, 1948, (77 Years)
<b>Date of first Appointment on the Board</b>	30 <sup>th</sup> March, 2021
<b>Designation</b>	Independent Director
<b>Qualifications</b>	B.Com (Mumbai University)
<b>Brief Resume and Expertise in specific functional areas</b>	Ashok Girdharidas Rajani (B.Com), aged 77 years, have over four decades of rich and varied experience in the field of textile industries, management and operations. He have been on the board of Alok Industries Limited for many years and headed various management committees. He also serve as a Member / Chairman of Apparel Export Promotion Council, sponsored by the Ministry of Textiles, the Government of India.
<b>Chairman / Director of Other Companies</b>	<ol style="list-style-type: none"> <li>1. Apparel Export Promotion Council</li> <li>2. Midas Touch Export Private Limited</li> <li>3. Creative Lifestyles Private Limited</li> <li>4. Flaire Apparel Industries Private Limited</li> <li>5. Vision Apparel Private Limited</li> </ol>
<b>Listed entities from which the person has resigned in the past three years</b>	NIL
<b>Chairman/Member of the committees of the Company and other Company(s)</b>	<p>Chairman : Risk Management Committee</p> <p>Member:</p> <ol style="list-style-type: none"> <li>1. Nomination and Remuneration Committee</li> <li>2. Stakeholders Relationship Committee</li> </ol>
<b>No. of meetings of the Board attended during the year</b>	Mr. Rajani has attended all the four Board Meetings held during FY 2025-26
<b>No. of shares held</b>	0 Shares (0%)
<b>Relationship with other Directors, Manager and other key managerial personnel of the Company</b>	Nil
<b>Terms and Conditions of Appointment / Re-appointment</b>	Re- appointment as Non-Executive Independent Director for a second consecutive term commencing from March 30, 2026 up to March 29, 2031, not liable to retire by rotation
<b>Details of remuneration sought to be paid</b>	Sitting Fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.
<b>Remuneration last drawn</b>	Mr. Rajani was paid sitting fees of Rs. 5,70,000 upto the date of this postal Ballot notice.