

Reg. Office Address:

Room No. 144, C-Wing, Nirman Bhawan,
Maulana Azad Road, New Delhi 110001
CIN: L70101DL2005GOI132162
Website: www.hpil.co.in
Email: info@hpil.co.in, Tel: 011-23061325

HEMISPHERE PROPERTIES INDIA LIMITED
(A Government of India Enterprise)

हेमीस्फेयर प्रॉपर्टीज इंडिया लिमिटेड
(भारत सरकार का उपक्रम)

HPIL/BS/Stx/2022-23

Dated: 05.12.2022

To,
Manager,
Listing Department
BSE Limited,
P.J. Towers, Dalal Street
Mumbai: 400 001

To,
Manager
Listing Department
National Stock Exchange of India Limited
"Exchange Plaza", Plot No. C/1,G Block,
Bandra Complex, Bandra (E),
Mumbai -400 051

Script Code: 543242

Symbol: HEMIPROP

Subject: Notice of the 18th Annual General Meeting (AGM)

This is to inform that the 18th Annual General Meeting (AGM) of Hemisphere Properties India Limited would be held on Wednesday, December 28, 2022 at 10.00 am through Video Conferencing (VC) /Other Audio Visual Means (OAVM) in accordance with the provisions of the Companies Act, 2013 read with the applicable General Circular as issued by the Ministry of Corporate Affairs (MCA) and SEBI, from time to time.

A copy of Notice of 18th AGM is enclosed herewith and also available on website of Company on www.hpil.co.in. The above is for information and further dissemination.

Thanking you,

For *Hemisphere Properties India Limited*

Lubna
Company Secretary & Compliance Officer

NOTICE

Notice is hereby given that the 18th Annual General Meeting of the members of **Hemisphere Properties India Limited** will be held on **Wednesday, December 28, 2022 at 10.00 AM (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS

Item No 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2022 and the Reports of the Board of Directors, the Statutory Auditors and the Comments of the Comptroller Auditor General of India thereon.

Item No 2. To appoint a Director in place of Shri Rajeev Kumar Das (DIN: 07730466), Director (Non-Executive), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Item No 3. To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company for the financial year 2022-23.

For and on behalf of the Board of Directors of
Hemisphere Properties India Limited

Sd/-

Lubna

(Company Secretary & Compliance officer)

Place: New Delhi

Date: 10-11-2022

Registered Office:

CIN: L70101DL2005GOI132162

Room No. 144, C-Wing, Nirman Bhawan Maulana

Azad Road New Delhi, 110001

Website: www.hpil.co.in

Email: info@hpil.co.in

NOTES

1. The Explanatory Statement pursuant to the provisions of the Section 102 (1) of the Companies Act, 2013 is not required since there is no Special Business to be transacted at the Annual General Meeting (AGM).

2. Pursuant to circular no. 2/2022 dated 5th May, 2022 read together with general circular(s) no. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, read with other relevant circulars issued by the Ministry of Corporate Affairs, Government of India from time to time (collectively referred to as 'MCA circulars') and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 read with other relevant circulars issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI circulars') from time to time and in compliance with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, i.e., SEBI (LODR), this AGM will be held through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. As the meeting will be held through VC/OAVM, hence, route map of the venue of the meeting is not annexed hereto;

3. PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE COMPANY IS CONDUCTING THE AGM THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM, HENCE, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

5. Pursuant to Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India and/or body corporate can attend the AGM through

VC/OAVM and cast their votes through e-voting. Institutional/Corporate members of the Company are encouraged to attend the AGM through VC/OAVM. Institutional/Corporate members intending to appoint authorised representative to attend and vote on their behalf at the AGM are requested to send a scanned certified copy (PDF/JPG format) of its Board or Governing body resolution/ Authorization letter, etc., authorizing its representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting at least 48 hours before the AGM. The said resolution /authorization letter shall be sent to the scrutinizer by e-mail through its registered e-mail address to gr2advisory@gmail.com.

4. Attendance of the Members participating in the 18th AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. In case of joint holders attending the meeting, only such joint holder whose name appears first in the order of names in the Register of Members of the Company/ list of Beneficial Owners as provided by National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') (collectively referred to as 'Depositories') in respect of such joint holding, will be entitled to vote;

6. To support the 'Green Initiatives', the Members who have not registered their email addresses or there is any change in their email address(es), are requested to immediately notify/update their email address with their DP, in case the shares are held in dematerialized form and to the RTA, in case the shares are held in physical form by providing necessary details, for receiving all communication including Audited Financial Statements, Notices, Circulars, etc., from the Company electronically;

7. Pursuant to SEBI/MCA circular(s), copy of the 18th Annual Report for the year 2021-22 along with notice of AGM containing the process and manner of remote e-voting, instruction for members for e-voting on the day of the AGM and for attending the AGM through VC/OAVM are being sent to all the members through electronic mode whose email addresses are registered with their Depository Participants (DP) and/or Registrar & Transfer Agents (RTA) for communication purposes. The company shall send the physical copy of the Annual Report for the financial year 2021-22 only to those members who specifically requested before the dispatch of Annual Report for the same at info@hpil.co.in only. The Annual Report along with notice of the AGM has been uploaded on the website of the Company at www.hpil.co.in and may also be accessed from the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and from the website of CDSL (agency appointed for providing the Remote e-voting facility and e-voting system during the AGM), i.e., www.evotingindia.com

8. Members desirous of getting any information on any item(s) of business of this meeting are requested to send an e-mail mentioning their name, demat account number/folio number, email id, mobile number to agm@hpil.co.in, at least ten(10) days prior to the date of the AGM and the same will be replied by the Company suitably.

10. Members who would like to express their views or ask questions during the AGM may register themselves as a 'Speaker' and may send their request mentioning their name, demat account number / folio number, email id, mobile number at agm@hpil.co.in not later than 5:00 p.m., 20th December, 2022.

The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

11. In terms of Section 152 of the Companies Act, 2013, Shri Rajeev Kumar Das (DIN: 07730466), Director (Non-Executive) retires by rotation at this AGM and being eligible, offers themselves for re-appointment. Detail of Director(s) seeking re-appointment as required to be provided pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, is given in this Notice and Brief profile of Directors in this Annual Report;

12. Pursuant to Section 139(5) of the Companies Act, 2013, the Auditors of a Government Company are appointed/ re-appointed by the Comptroller and Auditor General of India (CAG) and in terms of Section 142 of the Companies Act, 2013, remuneration of the Statutory Auditors shall be fixed by the Company in a General Meeting or in such manner as the Company in a General Meeting may determine. Accordingly, it is proposed that the members may authorize the Board of Directors of the Company to fix the remuneration and reimbursement of travelling and out of pocket expenses of the Statutory Auditors

13. SEBI vide its circular dated 3rd November, 2021, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC to the RTA (Registrar and Share transfer Agent) of the Company in respect of all concerned folios and the folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after 1st April, 2023, shall be frozen by the RTA. SEBI has introduced Form ISR-1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/updation thereof. In terms of the aforesaid SEBI circular, effective from 1st January 2022, any service requests or complaints received from the member shall not processed by RTA till the aforesaid details/ documents are provided to RTA. Members may also note that SEBI vide its circular dated 25th January, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of

duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialize the shares held by them in physical form. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4.

Relevant details and forms prescribed by SEBI in this regard are available on the website of Company at <https://www.hpil.co.in> for information and use by the Shareholders. You are requested to update your particulars timely.

14. Members are requested to note:

a) Non-Resident Indian shareholder(s) are requested to inform their DP/RTA, immediately in respect of change in their residential status on return to India for permanent settlement and particulars of their bank account maintained in India with complete name, branch, account type & number and address of the Bank with PIN Code, if not furnished earlier;

b) As per Section 72 of the Companies Act, 2013, Members, holding shares in physical form, may avail the facility of nomination by making nomination in Form No. SH-13 as prescribed in the Companies (Central Government's) General Rules and Forms, 2013. For cancellation or variation of Nomination Form SH-14 can be used. The Form SH-13/ SH- 14 duly filled in and completed in all respect is required to be submitted to the RTA. Blank nomination form(s) are available on the company's website, i.e., <https://www.hpil.co.in>. In case of shares held in dematerialized form, the nomination/change of address has to be lodged with the respective DP's; and

c) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

15. M/s TSR Consultants Private Limited are acting as the Registrar and Transfer Agents (RTA) for carrying out the Company's entire share related activities, i.e., Transmission/transposition/ dematerialization/ Rematerialization/ split/ consolidation of shares, change of address, bank mandate, filing of nomination, and allied activities, etc. Members are requested to make all future correspondence related to share and allied activities, etc., with RTA at the following address:

M/s TSR Consultants Private Limited,
C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West),
Mumbai – 400083
Tel no: 91 22 6656 8484
E-mail: csg-unit@tcplindia.co.in
Website: www.tcplindia.co.in

16. The Register of Directors, Key Managerial Personnel & their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred in the accompanying notice and explanatory statement thereto are available for inspection electronically by members, during the time of AGM;

17. Instruction for remote e-voting and attending the AGM through VC/OAVM:

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.
- b. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first serve basis as per MCA circulars. This will not include large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who may be allowed to attend the AGM without restriction on account of first come first served basis; and
- c. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining/ reckoning the quorum under Section 103 of the Companies Act, 2013.

18. Instructions for shareholders attending the AGM through VC/OAVM

a. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through CDSL e-voting system. Shareholders may access at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where EVSN of Company, i.e., Hemisphere Properties India Limited will be displayed;

b. Shareholders are encouraged to join the meeting through laptops/iPads for better experience. Further shareholders are requested to join the AGM with high-speed wired internet connectivity. This will prevent WiFi dropouts and speed issues; further, Shareholders will be required to allow camera and use internet with good speed to avoid any disturbance during the meeting and;

c. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

19. Instructions for shareholders for remote e-voting and e-voting during AGM:

i. **The remote e-voting period commences on, Sunday, the 25th December, 2022 (9:00 a.m. IST) ends on Tuesday, the 27th December, 2022 (5:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, 21st December, 2022 ('cut-off date') may cast their vote electronically.** The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member is not be allowed to change it subsequently;

The Register of Members and Transfer Books of the Company will be closed from Thursday, December 22, 2022 to Wednesday, December 28, 2022 (both days inclusive) for the purpose of AGM.

ii. The voting rights of members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the cut-off date, i.e., Wednesday, 21st December, 2022 and a person who is not a member on the cut-off date should treat this notice of AGM for information purpose only;

iii. The facility of e-voting will also be made available during the AGM and the Shareholders attending the AGM who have not casted their vote by remote e-voting and are not otherwise barred from doing so, shall be eligible to vote through e-voting system during the AGM. The shareholders who have voted/ casted their vote by remote e-voting may also attend the AGM but will not be allowed/entitled to cast their vote again.

Further, if any votes cast by the shareholders through e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting;

iv. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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.

In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants, are able to cast their vote without having to register again with e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding share in demat mode.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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

	<p>of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. 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</p>

	company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	User can also login using the login credentials of his/her demat account through his/her Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, he/she will be able to see e-voting option. Once you click on e-voting option, user will be redirected to NSDL/CDSL Depository site after successful authentication, wherein he/she can see e-voting feature. Click on company name or e-voting service provider name and he/she will be redirected to e-voting service provider's website for casting his/her vote during the remote e-voting period or joining virtual meeting & voting during the meeting

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

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v)Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Hemisphere Properties India Ltd> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; agm@hpil.co.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

20. Instructions for Shareholders attending the AGM through VC/OAVM & e-voting during the meeting

1. The procedure for attending meeting and e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting;

2. Any person who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the cut-off date, i.e., on **25th November, 2022** may follow the process as stated above;

3. Shri Rahul Chaudhary, Company Secretary (Membership No. ACS A54713)of Rahul Chaudhary & Associates, Company Secretaries in practice has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner; and

4. The Chairperson, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of e-voting for all those members who are present at the AGM through VC/OAVM but have not casted their votes by availing the remote e-voting facility.

21. Declaration of Result

1. The Scrutinizer shall within the stipulated period of the conclusion of the AGM as provided under the applicable laws, provide a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing and declare the result of the voting forthwith;

2. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company, i.e., www.hpil.co.in and on the website of CDSL immediately after the declaration of result by the Chairperson or a person authorized by him in writing. The results shall also be immediately communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed; and

3. The resolutions listed in the Notice of the 18th AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.

4. If you have any queries or issues regarding attending AGM and e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or toll free no. 1800 22 5533.

5. All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or Contact at toll free no. 1800 22 5533

22. Process for those Shareholders whose e-mail/mobile no. are not registered with the Company/Depositories.

1. For Physical Shareholders - Please provide necessary details like Folio No., Name of Shareholders, 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 e-mail to Company/RTA e-mail id.

2. For Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository participant (DP).

3. For Individual Demat Shareholders - Please update your email ID & Mobile No. with your respective Depository participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

Explanatory Statement Pursuant to Section 102 Of The Companies Act, 2013 : Nil

None of the Directors, Key Managerial Personnel of the Company is in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends the resolution as set out in the notice for approval by the members through Ordinary Resolution.

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED BY REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name	Rajeev Kumar Das (DIN 07730466)
Date of Birth	31/10/1970
Qualification	BSE, Chemistry Hons.
Date of Appointment	14.06.2021
Experience	Over 24 years
Terms & Conditions	As per the terms & Condition Determined by the President of India from time to time
Remuneration sought to be paid and last drawn	-
No. of shares held in HPIL	Nil
Relationship with other Directors & KMP	No inter se related to any Director of the Company
Number of meetings of the Board attended during the FY 2021-22	5 (five)
Expertise in Specific functional area	Shri Rajeev Kumar Das completed his degree in Bachelor of Science, Chemistry Hons. from Ranchi University. He joined Government services from year 1997. He was earlier serving under Department of Post, Ministry of Health and currently appointed as Deputy Land & Development officer in Ministry of Housing & Urban Affairs.
Directorship in other Companies	Director in Ranchi Smart City

	Corporation Limited & Agra Smart City Limited
Membership/ Chairpersonship of Committee(s) of the other Companies.	Nil

For and on behalf of the Board of Directors of
Hemisphere Properties India Limited

Sd/-

Lubna

(Company Secretary & Compliance officer)

Place: New Delhi

Date: 10-11-2022

Registered Office:

CIN: L70101DL2005GOI132162

Room No. 144, C-Wing, Nirman Bhawan Maulana

Azad Road New Delhi, 110001

Website: www.hpil.co.in

Email: info@hpil.co.in