

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/2023-24

Dated: 13.04.2023

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

Sub.: Notice of "Postal Ballot" & Calendar Events.

In pursuant to Regulation 23, 44 and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the basis of approval and recommendation of Audit Committee and Board of Directors of the Company, the approval of Shareholders is required to be sought through Postal Ballot by electronic means for the agenda stated in the notice enclosed.

Pursuant to the provisions of Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, read with the General Circular issued by MCA, the electronic copies of Postal Ballot Notice along with the Explanatory statement will be sent to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, April 07, 2023 ("Cut-off date").

The Company has engaged the services of Central Depository Services (India) Limited to provide remote e-voting facility to its Members and Shri Rahul Chaudhary, Practicing Company Secretary, acts as Scrutinizer to scrutinize the e-voting process.

The Calendar of events for the above is as under:

S.No	Event	Date
1.	Cut-off date	Friday, April 07, 2023
2.	Date of completion of dispatch of notice	Thursday, April 13, 2023
3.	Day, Date and time of commencement of e-voting	Monday, 17 th April, 2023 (9.00 a.m)
4.	Day, Date and time of ending of e-voting	Tuesday, 16 th May, 2023 (5.00 PM)
5.	Date of declaration of results	On or before Thursday, 18 th May, 2023,

The above is submitted in compliance of Regulation 30 of SEBI (LODR) Regulations, 2015. The Postal Ballot Notice is also available on the Company's website, i.e., www.hpil.co.in

This is for your information and dissemination.
Thanking you,

For *Hemisphere Properties India Limited*



Lubna
Company Secretary & Compliance Officer

HEMISPHERE PROPERTIES INDIA LIMITED
(A Govt. of India Enterprises)
CIN: L70101DL2005GOI132162
Reg. office: Room No. 144, C-Wing,
Nirman Bhawan Maulana, Azad Road, New Delhi 110001
Website: www.hpil.co.in, Email: info@hpil.co.in Tel.: 011-23061325, 011-23061444

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given to the member of Hemisphere Properties India Limited (“The Company”) pursuant to provision of Section 108, 110 and other applicable provisions of the Companies Act, 2013, (“the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), read together with the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s).

The Company is providing remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in the Postal Ballot Notice so as to cast their votes electronically not later than 5:00 p.m. IST on Tuesday, 16th May, 2023, the last day fixed for casting the votes electronically.

The proposed resolutions together with the explanatory statement setting out the material facts as required under section 102 of the Act, are annexed herewith for consideration of the members.

Special Business

ITEM NO.1 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION WITH CENTRAL PUBLIC WORK DEPARTMENT (CPWD) FOR FINANCIAL YEAR 2023-24.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23 (4) and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time and the Company’s Policy on Related Party Transaction(s), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted /

empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Central Public Work Department (CPWD), a related party of the Company, during the financial year 2023- 24 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), on such terms and conditions as may be agreed between the Company and CPWD, for an aggregate value of up to Rs 10 Crore (Rupees Ten Crore) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things, including approving any amendments and alterations thereto as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

NOTES

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/ rationale for the proposal is annexed herewith.
2. The Board of Directors of the Company has appointed Mr. Rahul Chaudhary, (Membership No. ACS: 54713; CP No.: 20341) Proprietor of M/s Rahul Chaudhary & Associates, Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner;
3. In compliance with the provisions of section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the MCA circulars and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing the facility to all its members to exercise their right to vote by electronic means as an alternate mode of voting which will enable them to cast their votes electronically, for which necessary arrangements have been made by the Company with M/s Central Depository Services (India) Limited ('CDSL') as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote;
4. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / depository participant(s), as on April 07th, 2023 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.

5. The Postal Ballot Notice will also be available on the websites of the Stock Exchange(s), i.e., www.bseindia.com (BSE Limited) and www.nseindia.com (National Stock Exchange of India Limited), Company's website at www.hpil.co.in and on the website of the CDSL at www.evotingindia.com ;

6. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA on csg-unit@tcplindia.co.in Members may follow the process detailed below for registration of email ID:

Type of Holder	Particulars	
Physical	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	ISR 4
	The forms for updating the above details are available at https://www.hpil.co.in/forms/	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

7. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023 and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 14, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars M/s TSR Consultant Private Limited, at csg-kyc@tcplindia.co.in.

Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s).

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

E-VOTING :

8. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution(s) only through the remote e-voting process. Members whose names appear in the list of beneficial owners provided by Depositories/ Register of members as on the cut-off date will only be considered eligible for the purpose of e-voting;

9. Persons who become member of the Company after the cut-off date, should treat this notice only for information purpose and are not entitled to vote;

10. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the 'Cut-off date' i.e Friday, 07th April, 2023.

11. The e-voting period will commence at 9.00 a.m. (IST) on Monday, 17th April, 2023 and ends at 5:00 p.m. (IST) on Tuesday, 16th May, 2023. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. Once the vote on a resolution is cast by the members, they shall not be allowed to change it subsequently.

12. All the material documents referred to in the Postal Ballot Notice will be available for inspection electronically until the last date of voting.

13. The resolution, if approved shall be deemed to have been passed on the last date of e-voting, i.e., the Tuesday 16th May, 2023;

14. The Scrutinizer shall after the conclusion of the remote e-voting on or before Thursday, 18th May, 2023, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any. The Scrutinizer will submit his report to the Chairperson of the Company, or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The voting results will be displayed on the websites of the Stock Exchange(s), www.bseindia.com (BSE Limited) and www.nseindia.com (National Stock Exchange of India Limited), Company's website at www.hpil.co.in and on the website of the CDSL at www.evotingindia.com;

15. Members are requested to send all communications relating to shares to Company's Registrar & Share Transfer Agent (R & T Agent) at the following address:

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

Other Instructions for Members for remote e-voting

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 Provider (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

1. Pursuant to above said SEBI circular, Login method for e-voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ul style="list-style-type: none"> i. Users who have opted for CDSL’s 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 www.cdslindia.com and click on Login icon and select New System Myeasi; ii. 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 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. iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration and then click on registration option iv. 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>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> i. 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>ii. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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.

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

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on “Shareholders” module.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. If you are a first-time user follow the steps given below:

		For shareholders holding shares in Demat Form than individual and physical form.
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.

3. After entering these details appropriately, click on “SUBMIT” tab;

4. 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;

5. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice;

6. Click on the EVSN for the <Hemisphere Properties India Limited> on which you choose to vote;

7. 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;

8. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details;

9. 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;

10. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote;

11. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page; and

12. 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.

13. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional facility for Non – Individual Shareholders and Custodians –Remote Voting

- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; gr2advisory@gmail.com; if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.

2. For Demat shareholders -, Please update your email id & 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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) 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 call at toll free no. 1800 22 55 33

4. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at website of the Service Provider i.e., www.evotingindia.com; and

By the order Board of Directors of
Hemisphere Properties India Limited
Sd/-
Lubna
(Company Secretary & Compliance officer)

Place: New Delhi
Dated: 29.03.2023

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

ITEM NO. 1 APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION WITH CENTRAL PUBLIC WORK DEPARTMENT (CPWD) FOR FINANCIAL YEAR 2023-2024

Background, details and benefits of the proposed Material Related Party Transactions by the Company

Hemisphere Properties India Ltd is a Central Public Sector Enterprise(CPSE). The revenue from operation of the Company is initiating steadily. The Company with the approval of Ministry of Housing & Urban Affairs engaged Central Public Works Department (CPWD) as nodal agency for care and maintenance etc. of all land parcels. The Company is incurring expenses for maintenance of total 739.69 acres of land parcels located in Pune, Chennai, Kolkata, Chattarpur and Greater Kailash. The said activities are essential for the land parcels of Company, ongoing and are recurring in nature. The CPWD of concerned state is maintaining the land parcel and keeping the land encroachment free. The scope of services includes overall maintenance such as construction boundary wall, fencing, security wherever required and other related services. The purpose for engaging CPWD in Company was due to limited human resources and CPWD is maintaining majority of the land parcel of Government of India. Accordingly, HPIL being under administration of Ministry of Housing & Urban Affairs, it was decided to engage services of CPWD for care & maintenance as per the applicable rates of CPWD for such services.

The above stated transactions are undertaken on arm length basis and in ordinary course of business. The CPWD is charging the rates of services as per their manual of Schedule rates. The amount of transaction entered by the Company is more than the amount as specified in Regulation 23 of SEBI Listing Regulation for identification of material transaction.

The Company for Financial Year 2022-23 has taken approval of Members for Related party Transaction of Rs 15 crore and in actuals during FY 2022-23 transactions amounting to Rs. 95,24,325.00 for all land parcels was incurred.

The major amount for provisioned transactions is for construction of Boundary walls which constitutes significant amount of RPT transactions.

Accordingly, the amount of the transactions with CPWD for Financial Year 2023-2024 is estimated/proposed to upto Rs. 10 Crore (Rupees Ten Crore), the actual expenses may be lessor than the amount estimation/proposed. The company is not generating any revenue therefore any transaction(s) with CPWD exceeds the 10% of annual turnover, being the threshold limit for Material Related Party Transactions under the SEBI (LODR) Regulations, 2015, your approval is being sought for approval of Material Related Party Transaction the financial year 2023-2024. However, the same was considered completely on the basis ordinary course of business.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

1.	Name of Related Party	Central Public Work Department(CPWD)
2.	Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	CPWD is an entity under common control with the Company i.e., Central Government i.e through Ministry of Housing & Urban Affairs

3.	Nature and Material Terms of Contract	Availing Services for care & maintenance & other land related works for all five (5) land parcels of Company and the price of services will be in accordance to their prescribed manual .
4.	Tenure of the proposed transaction (particular tenure shall be specified);	During the financial year 2023-24
5.	Whether in Ordinary Course of Business	Yes
6.	Value of Approval being sought	Rs 10,00,00,000 (Rupees Ten Crores Only)
7.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	As per the latest Audited balance sheet of the Company. The Company has not generated any revenue therefore this provision is not applicable on Company.
8.	If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
9.	Justification as to why the RPT is in the interest of the listed entity;	As per the approval of Competent Authority since CPWD is Govt. department for providing required services and Company must engage competent and resourceful Agency for maintaining integral land parcel of 739.69 acres.
10.	A copy of the valuation or other external party report, if any such report has been relied upon	NA
11.	The indicative base price / current contracted price and the formula for variation in the price if any; and	Price of services quoted by CPWD in accordance to their manual.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, no related party/ ies shall vote to approve the Ordinary Resolution at Item No. 1 of the accompanying Postal Ballot Notice.

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.

By the order Board of Directors of
Hemisphere Properties India Limited
Sd/-
Lubna
(Company Secretary & Compliance officer)

Place: New Delhi
Dated: 29.03.2023

Registered office :
Room No. 144, C-Wing,
Nirman Bhawan Maulana, Azad Road, New Delhi 110001
