

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: 27.05.2022

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

**Sub: Annual Secretarial Compliance Report for the year ended on 31 March,2022**

In pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08 February 2019 , the Annual Secretarial Compliance Report for the financial year ended on 31 March, 2022 is enclosed herewith issued by Hemant Singh & Associates, Practicing Company Secretaries.

This is for your information and further dissemination  
Thanking you,

For *Hemisphere Properties India Limited*



Lubna  
Company Secretary & Compliance Officer

ANNUAL SECRETARIAL COMPLIANCE REPORT  
OF  
HEMISPHERE PROPERTIES INDIA LIMITED  
CIN: L70101DL2005GOI132162  
for the year ended March 31, 2022

To,  
**Hemisphere Properties India Limited**  
Room No. 144, C-Wing, Nirman Bhawan,  
Maulana Azad Road, New Delhi-110001

We, **Hemant Singh & Associates**, Company Secretaries, have examined:

- All the documents and records made available to us and explanation provided by **Hemisphere Properties India Limited** ('the listed entity'),
- The filings/ submission made by the listed entity to the stock exchanges, i.e., BSE Limited and National Stock Exchange of India Limited (NSE).
- Website of the listed entity,
- any other document / filing, as may be relevant, which has been relied upon to make this certification;

For the year ended March 31, 2022 ('Review Period') in respect of compliance with the provision of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not Applicable on the Company during the review period**);
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (**Not Applicable on the Company during the review period**);
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not Applicable on the Company during the review period**);
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable on the Company during the review period**);
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; (**Not Applicable on the Company during the review period**);
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not Applicable on the Company during the review period**);



j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/guidelines issued thereunder; and based on the above examination, we hereby report that, during the review period:

a) The Company has complied with the provisions of above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sl. No	Compliance Requirement (Regulations/Circulars/ Guidelines including specific clause)	Deviations	Observations/ remarks of the Practicing Company Secretary
1.	Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	During the period under review, there was no Independent Woman Director on Board till the appointment of Dr. Sunita Chandra w.e.f. November 29, 2021, as required under the said regulation.	During the period under review, the Company did not have any Independent Director or Independent Woman Director on Board till November 29, 2021.
2.	Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Composition of the Board of Directors was not in compliance with the said regulation during the period under review.	The Board does not have requisite number of Independent Directors on Board as stipulated under the provisions of SEBI (LODR) Regulations, 2015 till date.
3.	Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Composition of the Board of Directors was short of 6 directors as prescribed under the said regulation till June 28, 2021.	
4.	Regulation 17(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The quorum of the meetings of the Board were not in compliance with the said regulation till November 29, 2021.	Further, the Company has confirmed that, being a Public Sector Undertaking, the power to appoint Directors on its Board is vested with the Department of Public Enterprises and Administrative Ministry i.e. Ministry of Housing and Urban Affairs (MoHUA) and the Company has no control in the appointment of Directors on its Board.
5.	Regulation 18(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Composition of the Audit Committee of the Company was not in compliance with the said regulation owing to non-availability requisite number of Independent directors on Board till February 11, 2022.	
6.	Regulation 18(d) & 2(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Chairmanship and quorum of meetings of the Audit Committee of the Company was not in compliance with the said regulation till February 11, 2022.	
7.	Regulation 19(1)(b), (c), (2) & (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The composition, Chairmanship and Quorum of meeting of the Nomination and Remuneration Committee was not in compliance with the said regulations till February 11, 2022.	
8.	Regulation 20(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Composition of the Stakeholders Relationship Committee of the Company was not in compliance with the said regulation till February 11, 2022.	As informed by the Board, the Company has been requesting and following up with the Competent Authority for appointment of requisite number of Independent Directors on its Board.
9.	Regulation 21(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Composition of the Risk Management Committee of the Company was not in compliance with the said regulation till February 11, 2022.	



10.	Regulation 21(3A) & (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The number of meetings and gap between two meetings as stipulated under the said regulation were not complied with accordingly.	
11.	Regulation 25(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has not taken D&O insurance for the Independent Directors appointed on the Board of the Company.	

- b) The Company has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of the actions taken against the Company/its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchange (including the Standard operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circular/guidelines issued thereunder:

Sl. No	Action Taken By	Details of violation	Detail of action taken E.g. Fines, warning letter, debarment, etc.	Observations/ remarks of Practicing Company Secretary, if any.
1.	BSE Limited	<ul style="list-style-type: none"> <li>Regulation 17(1), 17(2A), 18(1), 19(1)/19(2) &amp; 20(2)/(2A) of SEBI (LODR) Regulations, 2015 for the quarter ended on March 31, 2021.</li> <li>Regulation 17(1), 17(2A), 18(1), 19(1)/19(2) &amp; 20(2)/(2A) of SEBI (LODR) Regulations, 2015 for the quarter ended on June 30, 2021.</li> <li>Regulation 17(1), 17(2A), 18(1), 19(1)/19(2) &amp; 20(2)/(2A) of SEBI (LODR) Regulations, 2015 for the quarter ended on September 30, 2021.</li> <li>Regulation 17(1), 17(2A), 18(1), 19(1)/19(2), 20(2) / (2A) &amp; 21(2) of SEBI (LODR) Regulations, 2015 for the quarter ended on December 31, 2021.</li> </ul>	BSE has imposed monetary fines for non-compliances with SEBI (LODR) Regulations, 2015.	<p>During the period under review, the Company did not have any Independent Director or Independent Woman Director on Board till November 29, 2021. The Board does not have requisite number of Independent Directors on Board as stipulated under the provisions of SEBI (LODR) Regulations, 2015 till date.</p> <p>The Company has, from time to time, replied to Stock exchanges that, being a Public Sector Undertaking, the power to appoint Directors on its Board is vested with the Department of Public Enterprises and Administrative Ministry i.e. Ministry of Housing and Urban Affairs (MoHUA) and the Company has no control in the appointment of Directors on its Board.</p>
2.	National Stock Exchange of India Limited (NSE)	<ul style="list-style-type: none"> <li>Regulation 17(1), 17(2A), 18(1), 19(1)/19(2) &amp; 20 of SEBI (LODR) Regulations, 2015 for the quarter ended on March 31, 2021</li> <li>Regulation 17(1), 17(2A), 18(1), 19(1)/19(2) &amp; 20 of SEBI (LODR) Regulations, 2015 for the quarter ended on June 30, 2021.</li> <li>Regulation 17(1), 17(2A),</li> </ul>	NSE has imposed monetary fines for non-compliances with SEBI (LODR) Regulations, 2015.	<p>As informed by the Board, The Company has been requesting and sending reminders to the Competent</p>



	18(1), 19(1)/19(2) & 20 of SEBI (LODR) Regulations, 2015 for the quarter ended on September 30, 2021. • Regulation 17(1), 17(2A), 18(1), 19(1)/19(2), 20 & 21 of SEBI (LODR) Regulations, 2015 for the quarter ended on December 31, 2021.	Authorities, for appointment of requisite number of Independent Directors on its Board.
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d) The Company has taken the following actions to comply with the observations made in previous reports:

Sl. No	Observations of Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 17 (1)(b) & (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Composition and quorum of meetings of the Board of Directors of the Company was not in compliance during the period under review as prescribed under the said regulation owing to non-availability of Independent director on Board.	Being a Government Company, the power to appoint Directors on its Board is vested with the Department of Public Enterprises and Administrative Ministry i.e. Ministry of Housing and Urban Affairs (MoHUA)	During the period under review, the Company did not have any Independent Director or Independent Woman Director on Board till November 29, 2021.  The Company has, from time to time, replied to Stock exchanges that, being a Public Sector Undertaking, the power to appoint Directors on its Board is vested with the Department of Public Enterprises and Administrative Ministry i.e. Ministry of Housing and Urban Affairs (MoHUA) and the Company has no control in the appointment of Directors on its Board.  As informed by the Board, The Company has been requesting and sending reminders to the Competent Authorities, for appointment of requisite number of Independent Directors on its Board.
2.	Regulation 18 (1)(b), (d) & 2(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Composition, chairmanship and quorum of meetings of the Audit Committee of the Company was not in compliance with the said regulation owing to non-availability of Independent director on Board.		
3.	Regulation 19(1)(c), (2) & (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The composition, chairmanship and quorum of meetings of the Nomination and Remuneration Committee is not in compliance with the said regulation owing to non-availability of Independent director on Board.		
4.	Regulation 20 (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Composition of the Stakeholders Relationship Committee of the Company was not in compliance with the said regulation owing to non-availability of Independent director on Board.		



5.	Regulation 25 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Owing to non-availability of Independent directors on Board, no meeting of Independent Directors could be held during the period under review & subsequently the said regulation could not be complied with.		
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e) Being a Government Company, appointment of Statutory Auditors of the Company has been done by the office of the Comptroller and Auditor General of India (C&AG). Appointment letter also contains terms of appointment of the Statutory Auditors. Since, terms of appointment were communicated by the C&AG, compliance by listed entity with clause 6(A) and 6(B) of SEBI circular number CIR/CFD/CMD1/114/2019 dated October 18, 2019 is not applicable. However, there is no case of resignation by Statutory Auditors appointed by C&AG.

**Place:** New Delhi  
**Date:** 25.05.2022



For *Hemant Singh & Associates*  
Company Secretaries

**Hemant Kumar Singh**  
(Partner)  
**Membership No:** F6033  
**COP No:** 6370  
**UDIN:** F006033D000380979