



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 and any other applicable provisions of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) read with Ministry of Corporate Affairs Circulars and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular]

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

Sub: Consolidated Scrutinizer Report on Remote E- voting conducted pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rules 20 of the Companies (Management & Administration) Rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 and Remote E-Voting at 16th Annual General Meeting (AGM) of the members of Hemisphere Properties India Limited (the Company) held on Tuesday, December 29, 2020 at 11.15 a.m. through Video Conference ("VC") / Other Audio Visual Means ("OAVM") and the venue of the AGM deemed to be the registered office Room No. 144, C-Wing, Nirman Bhawan, Maulana Azad Road, New Delhi-110001

I Rahul Chaudhary, (Rahul Chaudhary & Associates, Company Secretaries) had been appointed as the Scrutinizer by the Board of Directors of the Hemisphere Properties India Limited Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct Remote E-Voting as well as electronic voting (Remote) at the 16th Annual General Meeting (AGM) of Hemisphere Properties India Limited, held on Tuesday, December 29, 2020 at 11.15 a.m. through Video Conference ("VC") / Other Audio Visual Means ("OAVM").

Service Provider

1. The Company has availed the services of Central Depository Services (India) Limited ("CDSL") for conducting AGM through VC/OAVM. Further, CDSL has also been engaged for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system as well as e-voting during the AGM on all the items of the business(es) transacted at the AGM of the Company,

Management's Responsibility

2. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 read with rules made thereunder, SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, MCA Circulars and SEBI Circular or any other provisions, as applicable for the AGM of the Company. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.



Scrutinizer's Responsibility

3. My responsibility as Scrutinizer for the e-voting facility is restricted to make a Scrutinizer's Report of the votes cast "For" or "Against" the resolutions stated in the Notice of the AGM, based on the reports generated from the e-voting system provided by the service provider i.e. CDSL and documents furnished to me electronically by the Company and/or CDSL for my verification.

Notice in electronic mode

4. The notice for AGM was sent to all the Members/Beneficiaries electronically whose E - mail IDs were registered with the Company or Depository Participants as on the cut-off date i.e. December, 01, 2020 in accordance with the provisions of the Companies Act, 2013 read with Rules made there under together with the MCA Circulars and SEBI Circular. Further, the notice of AGM was available on the website of the Company (www.hpil.co.in) and on the websites of National Stock Exchange of India Limited ("NSE") & BSE Limited ("BSE"), Stock Exchanges where Company's share is listed.

Cut-off date

5. The Members of the Company as on the "cut-off date of Tuesday, 22nd December, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

Remote e-Voting process

6. The remote e-voting period remained open from Saturday, December 26, 2020 at 9:00 Hours (IST) to Monday, December 28, 2020 at 17:00 Hours (IST) on the designated website <https://www.evotingindia.com/> of CDSL

Newspaper Advertisements

7. Pursuant to applicable provisions of the MCA Circulars and pursuant to Rule 20 of the, the Company had published the Companies (Management and Administration Rules) 2014 Advertisement in English in "Financial Express" newspaper having wide circulation dated December 08, 2020 and in Hindi in "Jansatta" newspaper dated December 08, 2020.

E-voting at the AGM

8. At the AGM of the Company held through VC/OAVM on Tuesday, December 29, 2020, after considering all the items of business, the facility to vote electronically was provided to those members who were attending the meeting through VC/OAVM but could not participate in the remote e-voting process to cast their votes.

After the closure of e-voting at the AGM, the e-voting conducted at the AGM and the remote e-voting Conducted prior to the AGM were unblocked and were downloaded in the presence of two witnesses, who are not in the employment of the Company. The Votes casted by the members were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the Authorizations lodged with the Company.

Consolidated results of e-voting facility

9. After scrutinizing and reviewing the report of remote e-voting conducted prior to the AGM and e-voting conducting at the AGM and votes cast therein based on the data downloaded from the CDSL Portal, I hereby submit the consolidated results of e-voting facility for the AGM as under:



Resolution 01: Ordinary Resolution

To consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon.

- (i) Voted in favour of the resolution

Mode of Voting	Number of Voters (as per Folio)	Number of Vote Cast by them	% of total number of valid votes cast
Remote E-voting	128	156499101	
Voting in AGM	3	3216	
Total	131	156502317	97.37%

- (i) Voted against of the resolution

Mode of Voting	Number of Voters (as per Folio)	Number of Vote Cast by them	% of total number of valid votes cast
Remote E-voting	6	4219049	
Voting in AGM	1	314	
Total	7	4219363	2.63%

- (ii) Invalid Votes

Total Number of Member(s) whose votes were declared invalid	Total Number of Votes invalid
Nil	

Resolution 02: Ordinary Resolution

To appoint a Director in place of Mr. Amit Kataria (DIN: 06927158), Director (Non-Executive), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

- (i) Voted in favour of the resolution

Mode of Voting	Number of Voters (as per Folio)	Number of Vote Cast by them	% of total number of valid votes cast
Remote E-voting	75	150566441	
Voting in AGM	2	3191	
Total	77	150569632	93.68%

- (ii) Voted against of the resolution

Mode of Voting	Number of Voters (as per Folio)	Number of Vote Cast by them	% of total number of valid votes cast
Remote E-voting	59	10151709	
Voting in AGM	2	339	
Total	61	10152048	6.32%

- (iii) Invalid Votes



Total Number of Member(s) whose votes were declared invalid	Total Number of Votes invalid
Nil	

Resolution 03: Ordinary Resolution

To fix remuneration of the Statutory Auditors for the Financial Year 2020-21

(ii) Voted in favour of the resolution

Mode of Voting	Number of Voters (as per Folio)	Number of Vote Cast by them	% of total number of valid votes cast
Remote E-voting	79	150604406	
Voting in AGM	3	3216	
Total	82	150607622	93.71%

(iv) Voted against of the resolution

Mode of Voting	Number of Voters (as per Folio)	Number of Vote Cast by them	% of total number of valid votes cast
Remote E-voting	55	10113744	
Voting in AGM	1	314	
Total	56	10114058	6.29%

(v) Invalid Votes

Total Number of Member(s) whose votes were declared invalid	Total Number of Votes invalid
Nil	

Resolution 04: Ordinary Resolution

To appoint Shri Diwakar Kumar Barnwal (DIN: 08953153), as Director on the Board of the Company

(i) Voted in favour of the resolution

Mode of Voting	Number of Voters (as per Folio)	Number of Vote Cast by them	% of total number of valid votes cast
Remote E-voting	75	150566446	
Voting in AGM	2	3191	
Total	77	150569637	93.68%

(ii) Voted against of the resolution

Mode of Voting	Number of Voters (as per Folio)	Number of Vote Cast by them	% of total number of valid votes cast
Remote E-voting	59	10151704	
Voting in AGM	2	339	
Total	61	10152043	6.32%



