

ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
HEMISPHERE PROPERTIES INDIA LIMITED
CIN: L70101DL2005GOI132162
for the year ended March 31, 2021

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:

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

For the year ended March 31, 2021 ('Review Period') in respect of compliance with the provision of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- b) 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:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not Applicable on the Company during the review period**);
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (**Not Applicable on the Company during the review period**);
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (**Not Applicable on the Company during the review period**);
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable on the Company during the review period**);

g) 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);**

h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

i) 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)(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.	The Company was listed on BSE Limited and National Stock Exchange of India Limited (NSE) w.e.f 22.10.2020 pursuant to the Scheme of Arrangement & Reconstruction between Tata Communications Limited & Hemisphere Properties India Limited approved by the Ministry of Corporate Affairs.
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.	During the period under review, the Company did not have any 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.	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
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.	appointment of Directors on its Board. As informed by the Board, the Company has been requesting and following up with the Competent Authority for appointment of requisite number of Directors on its Board.
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- 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	Regulation 17(1), 17(2A), 18(1), 19(1)/19(2) & 20(2)/(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations.	BSE Limited imposed fine on the Company during the quarter ended on 31.12.2020 owing to non-compliance of the said regulations. The Company has requested the stock exchange to waive off the fines imposed on the Company.	The Company was listed on BSE Limited and National Stock Exchange of India Limited (NSE) w.e.f 22.10.2020 pursuant to the Scheme of Arrangement & Reconstruction between Tata Communications Limited & Hemisphere Properties India Limited approved by the Ministry of Corporate Affairs
2.	National Stock Exchange of India Limited (NSE)	Regulation 17(1), 17(2A), 18(1), 19(1)/19(2) & 20(2)/(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations.	National Stock Exchange of India Limited (NSE) Limited imposed fine on the Company during the quarter ended on 31.12.2020 owing to non-compliance of the said regulations. The Company has requested the stock exchange to waive off	During the period under review, the Company did not have any independent director on board. 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

			the fines imposed on the Company.	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 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, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

Disclaimer: It is to be noted that due to the prevailing nationwide pandemic scenario and unavoidable work from home circumstances, our team could not follow the usual course of audit procedure which includes physical verification of the requisite compliances. Our opinion, as stated in the report is based on documents and information as made available by the Company via email.

Date: 24.06.2021
Place: Delhi

For Hemant Singh & Associates
Company Secretaries

Hemant Kumar Singh
(Partner)
Membership No: F6033
COP No : 6370
UDIN: F006033C000507666