

NOTICE

Notice is hereby given that the 17th Annual General Meeting of the members of Hemisphere Properties India Limited (HPIL) will be held on Thursday, December 23, 2021 at 4:30 PM (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

- Item No 1.** To consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2021 and the Reports of the Board of Directors and the Auditors thereon.
- Item No 2.** To appoint a Director in place of Shri Diwakar Kumar Barnwal (DIN: 08953153), 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 2021-22

SPECIAL BUSINESS

ITEM NO 4. TO APPOINT SHRI RAJEEV KUMAR DAS (DIN: 07730466), AS DIRECTOR ON THE BOARD OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of Companies Act 2013 and rules made thereunder, Shri Rajeev Kumar Das (DIN: 07730466), who was appointed as an Additional Director of the Company by order Ministry of Housing & Urban Affairs, Government of India with effect from 14th June, 2021 who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

ITEM NO 5. TO APPOINT SMT. PRIYA MAHADEVAN (DIN: 08026476), AS DIRECTOR ON THE BOARD OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of Companies Act 2013 and rules made thereunder, Smt. Priya Mahadevan (DIN: 08026476) , who was appointed as an Additional Director of the Company by order Ministry of Housing & Urban Affairs, Government of India with effect from 14th June, 2021 who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

ITEM NO 6. TO APPOINT SHRI RAVI KUMAR ARORA (DIN: 09217881), AS DIRECTOR ON THE BOARD OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of Companies Act 2013 and rules made thereunder, Shri Ravi Kumar Arora (DIN: 09217881), who was appointed as an Additional Director of the Company by order Ministry of Housing & Urban Affairs, Government of India with effect from 28th June, 2021 who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.”

ITEM NO 7. TO APPOINT DR. MADHU RANI TEOTIA (DIN: 09352906), AS DIRECTOR ON THE BOARD OF THE COMPANY

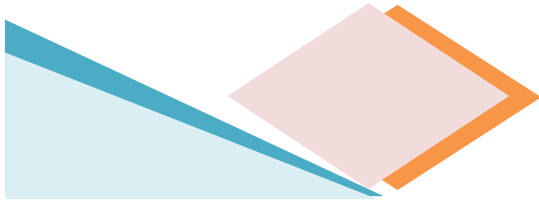
To consider and if thought fit, to pass with or without modifications(s), the following resolution as an Ordinary Resolution :

“**RESOLVED THAT** pursuant to the provisions of Section 152 of Companies Act 2013 and rules made thereunder, Dr. Madhu Rani Teotia (DIN: 09352906), who was appointed as an Additional Director of the Company by order Ministry of Housing & Urban Affairs, Government of India with effect from 12th October, 2021 who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.”

ITEM NO 8. TO APPOINT DR. SUNITA CHANDRA (DIN: 09415680) AS NON-OFFICIAL INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, applicable provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Sunita Chandra (DIN: 09415680)as Non-Official Independent Director, by the Ministry of Housing & Urban Affairs, Government of India with effect from 29th November, **Hemisphere Properties India Ltd**
(Govt. of India Undertaking)



2021 and subsequently appointed as an Additional Director by the Board of Directors and to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as Non-Official Independent Director of the Company on terms & conditions as may be fixed by the Government of India.”

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

Sd/-

Lubna

(Company Secretary & Compliance Officer)

Place: New Delhi

Date: 29-11-2021

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 relating to the Special Business as set out at item nos. 4-8 to be transacted at the Annual General Meeting (AGM) is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.

2. In view of the on-going COVID-19 pandemic, social distancing norms to be followed and pursuant to circular no. Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 (collectively referred to as 'MCA circulars') and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/ 11 dated 15th January, 2021 read with circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI circulars') 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. The deemed venue for the 17th AGM shall be the Registered Office of the Company, i.e Room No. 144, C-Wing, Nirman Bhawan Maulana Azad Road New Delhi 110001.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the President of India and Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. 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.

5. 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.

6. Electronic copy of the Annual Report for the financial year 2020-21 along with copy of the notice of 17th Annual General Meeting inter-alia indicating the process and manner of remote e-voting, instructions for members for e-voting on the day of the AGM, instructions for members for attending the AGM through VC/OAVM are being sent to all the members whose email addresses are registered with their Depository Participants(s) and M/s TSR Darashaw Consultant Pvt. Ltd., the Registrar & Transfer Agents (RTA) for communication purposes.

7. Pursuant to Section 101 of Companies Act, 2013 read with the relevant Rules, the Company is allowed to serve documents like notices, annual reports, etc., in electronic form to its members. It also facilitates prompt receipt of communications and thereby reduces postal transit losses. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the 17th Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/ Depository Participant. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website i.e www.Hpil.co.in, 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 on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com. Accordingly, documents are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes through e-mail only.

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.

9. 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. on or before Wednesday, 15th December, 2021.

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.

10. 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 out of pocket expenses of the Statutory Auditors, M/s Dhruv Aggarwal & Co. (LLP), Chartered Accountants, New Delhi for the financial year 2021-22 appointed by the CAG.

11 . Members are also 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 Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's R&T Agent - TSR Darashaw Consultants Private Limited ('TSRDCPL') for assistance in this regard.

c) Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 are requested to write to RTA of the Company in prescribed form in the Companies (Share Capital and Debentures) Rules, 2014. In case of shares held in dematerialized form, the nomination form has to be lodged directly with the respective Depository Participant (DP).

d) Members holding more than one share certificate in the same name or joint names in same order but under different ledger folios, are requested to apply for consolidation of such folios and send the relevant share certificates to the RTA to enable them to consolidate all such holdings into one folio. A consolidated share certificate will be issued after making requisite changes;

12. M/s TSR Darashaw Consultant 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 Darashaw 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

13. 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 electronically for inspection by members, during the time of AGM;

14. Book Closure: The Register of Members and Transfer Books of the Company will be closed from **Friday, December 17 , 2021 to Thursday, December 23, 2021 (both days inclusive) for the purpose of AGM.**

15. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date on Thursday, 16th December, 2021.** 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. Thursday, 16th December, 2021, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com and/or RTA at csg-unit@tcplindia.co.in.

16. Scrutinizer For E-Voting: Shri Rahul Chaudhary of M/s Rahul Chaudhary & Associates, Practising Company Secretary having Membership No.ACS 54713 and C.P. No. 20341 has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

17. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast after 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, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

18. Process & Manner

A. AGM through VC/OAVM

- i. 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.
- ii. The facility for joining the meeting shall be kept open at least 15 minutes before and after the scheduled time of commencement/start of meeting by following the procedure as mentioned in the notice of the meeting;
- iii. The facility of participation at the Annual General Meeting through VC/OAVM will be made available for at least 1000 members on a first-come- first served basis. The 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., are allowed to attend the meeting without restriction on account of first-come-first served principle;
- iv. Attendance of the Members participating in the 17th AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act

B. Instructions for shareholders attending the AGM through VC/OAVM are as under:

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same 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 the EVSN of Company will be displayed.
- ii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iii. 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.

C. Instructions for shareholders for remote e-voting are as under:

- i. The voting period would begin on Monday, December 20, 2021 (9:00 a.m. IST) and end on Wednesday, December 22, 2021 (5:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Thursday, December 16, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The remote e-voting facility is available at the link www.evotingindia.com Please read the instructions printed below before exercising your vote.
- iv. In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9 December, 2020, e-Voting facility is being provided to all the Demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants (DPs). Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Further, Shareholders are advised to update their mobile number and e-mail-id with their DPs in order to access e-Voting facility.
- v. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.
- vi. Pursuant to abovesaid 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 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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

	<p>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 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 or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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 or joining virtual meeting & voting during the meeting</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.

Helpdesk 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

B) Login Method For E-Voting And Joining Virtual Meeting For Shareholders Other Than Individual Shareholders Holding In Demat Form & Physical Shareholders.

- 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 shareholders holding shares in Demat Form than individual and physical form.
PA	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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 <Company Name> 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.

D. 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 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4: To appoint Shri Rajeev Kumar Das (DIN: 07730466) as Director

Shri Rajeev Kumar Das (DIN: 07730466), Deputy L& DO, Ministry of Housing and Urban Affairs (MoHUA) was appointed on the Board of Hemisphere Properties India Limited as Director pursuant to Ministry of Housing and Urban Affairs Order dated June 14, 2021.

Shri Rajeev Kumar Das was appointed as Director (Additional) on Board of Hemisphere Properties India Limited with effect from 14.06.2021 by the order of Ministry of Housing & Urban Affairs. He was born on 31.10.1970 and 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.

The Company received from Shri Rajeev Kumar Das ,consent to act as a Director and also Form DIR-8 confirming that he is eligible to be appointed as Director as prescribed under the Companies (Appointment and Qualification of Directors) Rules, 2014.

No Director, Key managerial personnel or their relatives, except Shri Rajeev Kumar Das to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. The Board recommends the resolution set forth in Item no 4 for the approval of the members.

Brief resume of the Shri Rajeev Kumar Das as required by Regulation 36(3) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 is mentioned in Annxure to this Notice.

Your Directors recommend the Ordinary Resolution for your approval.

Item No. 5: To appoint Ms. Priya Mahadevan (DIN: 08026476), as Director on the Board of the Company

Ms. Priya Mahadevan is appointed as Director (Additional) on Board of Hemisphere Properties India Limited with effect from 14.06.2021 by the order of Ministry of Housing & Urban Affairs. She was born in year 1975 and she completed her Bachelor of Science Graduation and Post-Graduation from Kerala University. She joined Government services and served on various post. She is having over 20 years of holistic and hands on experience in various departments of Government/Ministries. She is a dynamic personality and having sound understanding finance. She is currently acting as Deputy Secretary (IFD) in Ministry of Housing & Urban Affairs.

The Company received from Ms. Priya Mahadevan, consent to act as a Director and also Form DIR-8 confirming that he is eligible to be appointed as Director as prescribed under the Companies (Appointment and Qualification of Directors) Rules, 2014.

No Director, Key managerial personnel or their relatives, except Ms. Priya Mahadevan to whom the resolution relates, is interested or concerned financially or otherwise in the

resolution. The Board recommends the resolution set forth in Item no 5 for the approval of the members.

Brief resume of the Ms. Priya Mahadevan as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is mentioned in Annexure to this Notice.

Your Directors recommend the Ordinary Resolution for your approval.

Item no. 6: To appoint Shri Ravi Kumar Arora (DIN: 09217881), as Director on the Board of the Company

Shri Ravi Kumar Arora is appointed as Director on Board of Hemisphere Properties India Limited with effect from 28.06.2021 by the order of Ministry of Housing & Urban Affairs. The same was taken on Board in the Board Meeting held on 12.08.2021 and appointed as additional Director from date of Order. He was born on 24.09.1973 and is a 2006 batch IAS officer of Gujarat cadre. He possesses in-depth knowledge related to land, finance and administrative matters. Mr Arora is currently appointed as Director of Estate in Ministry of Housing & Urban Affairs.

The Company received from Shri Ravi Kumar Arora ,consent to act as a Director and also Form DIR-8 confirming that he is eligible to be appointed as Director as prescribed under the Companies (Appointment and Qualification of Directors) Rules, 2014.

No Director, Key managerial personnel or their relatives, except Shri Ravi Kumar Arora to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. The Board recommends the resolution set forth in Item no 6 for the approval of the members.

Brief resume of the Shri Ravi Kumar Arora as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is mentioned in Annxure to this Notice. Your Directors recommend the Ordinary Resolution for your approval.

Item No. 7: To appoint Dr. Madhu Rani Teotia (DIN: 09352906), as Director on the Board of the Company

Dr. Madhu Rani Teotia is appointed as Director on Board of Hemisphere Properties India Limited with effect from 12.10.2021 by the order of Ministry of Housing & Urban Affairs. The same was taken on Board in the Board Meeting held on 12.11.2021 and appointed as additional Director from date of Order. She is a 2008 batch IAS officer from AGMUT cadre. She is a Homeopathic doctor by educational qualification and did her BHMS from NHMC & Hospital, Delhi University. Dr. Madhu Rani Teotia won various accolades and awards during her career Thereafter, She has worked as Asst. Collector (Jabalpur, MP), SDM(Jaora, Ratlam, MP), CEO (Rajgarh, MP), Addl. Collector (Gwalior, MP), Additional Director Education (GNCTD), Secretary (Delhi Jal Board), Labour Commissioner (Delhi), DM/DC (North Delhi, South West Delhi & Central Delhi), Secretary {(Geology & Mining), (Education) , (Tax &

Excise), (WCD)}in Arunachal Pradesh. She also acted as PS to Hon'ble Union Minister of State, Women & Child Development. She has currently been appointed as Land & Development Officer, Ministry of Housing & Urban Affairs w.e.f. 16.09.2021. Dr. Madhu Rani Teotia has a rich experience of over 13 years as Civil servant where she has served in important capacities.

The Company received from Dr. Madhu Rani Teotia, consent to act as a Director and also Form DIR-8 confirming that he is eligible to be appointed as Director as prescribed under the Companies (Appointment and Qualification of Directors) Rules, 2014.

No Director, Key managerial personnel or their relatives, except Dr. Madhu Rani Teotia to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. The Board recommends the resolution set forth in Item no 7 for the approval of the members.

Brief resume of the Dr. Madhu Rani Teotia as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is mentioned in Annexure to this Notice. Your Directors recommend the Ordinary Resolution for your approval

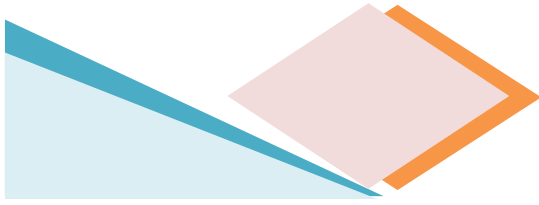
Item no. 8: To appoint Dr. Sunita Chandra (DIN: 09415680), as Director on the Board of the Company

Dr. Sunita Chandra is appointed as Non-Official Independent Director on Board of Hemisphere Properties India Limited with effect from 29.11.2021 by the order of Ministry of Housing & Urban Affairs. The same was taken on Board in the Board Meeting held on 29.11.2021 and appointed as additional Director from date of Order. Dr. Sunita Chandra is holding PhD in Zoology and currently working as Joint Registrar in Banaras Hindu University, Varanasi. She has wide knowledge of Administration Finance and Management.

The Company received from Dr. Sunita Chandra, consent to act as a Director, also Form DIR-8 confirming that he is eligible to be appointed as Director as prescribed under the Companies (Appointment and Qualification of Directors) Rules, 2014 and Declaration of Independence in accordance with Section 149 of Companies Act, 2013.

No Director, Key managerial personnel or their relatives, except Dr. Sunita Chandra to whom the resolution relates, is interested or concerned financially or otherwise in the resolution. The Board recommends the resolution set forth in Item no 8 for the approval of the members.

Brief resume of the Dr. Sunita Chandra as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is mentioned in Annexure to this Notice. Your Directors recommend the Ordinary Resolution for your approval.



17th
Annual Report
2020-21

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

Sd/-
Lubna
(Company Secretary & Compliance officer)

Place: New Delhi
Date: 29-11-2021

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 (ANNEXURE)

Name	Diwakar Kumar Barnwal	Rajeev Kumar Das	Priya Mahadevan	Ravi Kumar Arora	Dr. Madhu Rani Teotia	Dr. Sunita Chandra
	(DIN 08953153)	(DIN 07730466)	(DIN: 08026476)	(DIN:09217881)	(DIN: 09352906)	(DIN : 09415680)
Date of Birth	03/01/1974	31/10/1970	06/01/1975	24/09/1973	01/07/1981	01/07/1969
Qualification	B.A. (Hons)	BSE, Chemistry Hons.	BSE & Post Graduate	Graduate & IAS officer	BHMS & IAS officer	Doctorate
Date of Appointment	12.11.2020	14.06.2021	14.06.2021	28.06.2021	12.10.2021	29.11.2021
Experience	16 years	Over 24 years	20 years	15 years	13 years	25 years
Terms & Conditions	As per the terms & Condition Determined by the President of India from time to time	As per the terms & Condition Determined by the President of India from time to time	As per the terms & Condition Determined by the President of India from time to time	As per the terms & Condition Determined by the President of India from time to time	As per the terms & Condition Determined by the President of India from time to time	The term independent Directors will be for a period of three years from their respective date of appointment or until further orders of the Government of India whichever is earlier.

Remuneration sought to be paid and last drawn	-	-	-	-	-	Pursuant to Section 149(13) of the Companies Act 2013, these directors shall not be liable to retire by rotation. An Independent Director is also entitled to receive Sitting fees for attending the Meetings of the Board of Directors and of the Committees in there of which she is a Member.
No. of shares held in HPIL	Nil	Nil	Nil	Nil	Nil	Nil
Relationship with other Directors & KMP	No inter se related to any Director of the Company	No inter se related to any Director of the Company	No inter se related to any Director of the Company	No inter se related to any Director of the Company	No inter se related to any Director of the Company	No inter se related to any Director of the Company
Number of meetings of	5 meetings	NA	NA	NA	NA	NA

the Board attended during the FY 2020-21						
Expertise in Specific functional area	Shri Barnwal completed BA(Hons) in Sociology from Patna University. He entered in Government Services in year 2005. as Section Officer in CSS Grade in Ministry of Human Resources Development. Further in 2005 served in Ministry of Defence after being promoted	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	She completed her Bachelor of Science Graduation and Post Graduation from Kerala University. She joined Government services and served on various post. She is having over 20 years of holistic and hands on experience in various departments of Government/Ministries. She is a dynamic personality and having sound understanding finance. She is currently acting as Deputy Secretary (IFD) in Ministry of Housing & Urban Affairs.	He was born on 24.09.1973 and is a 2006 batch IAS officer of Gujarat cadre. He is a dynamic personality and possesses in-depth knowledge related to land. Mr Arora is currently appointed as Director of Estate in Ministry of Housing & Urban Affair	She is a 2008 batch IAS officer from AGMUT cadre. She is a Homeopathic doctor by educational qualification and did her BHMS from NHMC & Hospital, Delhi University. Dr. Madhu Rani Teotia won various accolades and awards during her career. Thereafter, She has worked as Asst. Collector (Jabalpur, MP), SDM(Jaora, Ratlam, MP), CEO (Rajgarh, MP), Addl. Collector (Gwalior, MP), Additional	She has completed PhD in Zoology from Banaras Hindu University in 2001 and also working as Joint Registrar in BHU. Dr. Sunita Chandra has wide and depth expertise in Finance , Administration and Management.

	<p>in 2013. He has over 16 years of experience working under various Ministries. He assumed charge as Dy L& DO in Ministry of Housing & Urban Affairs w.e.f 01.03.2019. He is also an Estate officer in Land & Development Officer in Ministry of Housing & Urban Affairs Shri Barnwal is looking after cases related with land and efficiently</p>	<p>Deputy Land & Development officer in Ministry of Housing & Urban Affairs.</p>			<p>Director Education (GNCTD), Secretary (Delhi Jal Board), Labour Commissioner (Delhi), DM/DC (North Delhi, South West Delhi & Central Delhi), Secretary {(Geology & Mining), (Education), (Tax & Excise), (WCD)};in Arunachal Pradesh. She also acted as PS to Hon'ble Union Minister of State, Women & Child Development. She has currently been appointed as Land & Development Officer, Ministry of Housing & Urban Affairs w.e.f. 16.09.2021. Dr. Madhu Rani Teotia has a rich experience</p>	
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	handling the work assigned to him				of over 13 years as Civil servant where she has served in important capacities.	
Directorship in other Companies	Nil	Director in Ranchi Smart City Corporation Limited	Nominee Director In Smart City Thiruvananthapuram Limited	Nil	Nil	Nil
Membership/ Chairmanship of Committee(s) of the other Companies.	Nil	Nil	Nil	Nil	Nil	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: 29-11-2021

Hemisphere Properties India Ltd
(Govt. of India Undertaking)