

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/2025-26

Dated: 02.09.2025

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 21st Annual General Meeting for the financial year 2024-25

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations "), this is to inform that 21st Annual General Meeting ("AGM") of Hemisphere Properties India Limited ("HPIL" and "the Company") is scheduled to be held on **Saturday, September 27, 2025 at 11.00 am, Indian Standard Time (IST)** through Video Conferencing/Other Audio Visual Means (VC/ OAVM).

In compliance with the provisions of the Companies Act, 2013 read with applicable circulars issued by Ministry of Corporate Affairs and SEBI, the Notice of 21st AGM and Annual Report containing the financial statements for the financial year 2024-25, is being sent to all the members whose e-mail IDs are registered with the Company & Depository Participant (DP).

A copy Notice of 21st AGM is enclosed herewith and also available on website of Company on www.hpil.co.in. Pursuant to the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations, it is informed that the Company has fixed the following dates in connection with the 21st Annual General Meeting :

Particulars	Relevant dates
Cut-off date for determining the eligibility of shareholders to vote through remote e-voting before the AGM / e-voting during the AGM.	Saturday, September 20, 2025
Period of remote e-voting to enable shareholders as on the Cut-off date to cast their votes on proposed resolutions electronically.	Wednesday, 24 th September 2025 (0900 hours) and ends on Friday, 26 th September 2025 (1700 hours).
Date of Book Closure of Register of Members	Sunday, September 21, 2025 to Saturday, September 27, 2025

The above is for information and further 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.: **011-23061915, 011-23061444**

Notice

Notice is hereby given that the 21st Annual General Meeting of the members of Hemisphere Properties India Limited (HPIL or the Company) will be held on **Saturday, September 27, 2025 at 11.00 am (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

- Item No. 1:** To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025 and the Reports of the Board of Directors, the Statutory Auditors and the Comments of the Comptroller & Auditor General of India thereon.
- Item No. 2 :** To appoint a Director in place of Shri Rajeev Kumar Das Director (Non-Executive, DIN: 07730466), who retires by rotation at and being eligible, offers himself for re-appointment.
- Item No. 3 :** To fix the remuneration of Statutory Auditors of the Company for the financial year 2025-26.

SPECIAL BUSINESS

Item No 4 : Appointment of Smt. Manasi Sahay Thakur (DIN : 07647316) as Director.

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

"RESOLVED THAT pursuant to Sections 152, other applicable provisions of the Companies Act, 2013 ("Act") and Rules made thereunder, Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and Order dated January 20, 2025 issued by the Ministry of Housing & Urban Affairs, Government of India, Smt. Manasi Sahay Thakur(DIN: 07647316), who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 20, 2025 who holds office up to the date of ensuing Annual General Meeting and until further orders, the Company has received a notice in writing proposing her candidature for Directorship under Section 160 of the Act, be and is hereby appointed as the Director of the Company and she shall be liable to retire by rotation."

Item No. 5 : Appointment of Sh. G R Kanakavidu (DIN: 09471091), as a Non-official Independent Director.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder, Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and Order dated April 21, 2025 issued by Ministry of Housing and Urban Affairs, Government of India pursuant to which Sh. GR Kanakavidu (DIN: 09471091) was appointed as an Additional Director (Non-official-Independent Director) of Company in the Board Meeting held on May 28, 2025 and the Company has received a notice in writing proposing his candidature for Directorship under Section 160 of the Act, be and is hereby appointed as Non-Official Independent Director of the Company for a period of one year with effect from the date of notification of his appointment (i.e. April 21, 2025) or until further orders, whichever is earlier, subject to any further order(s) issued by the Government of India regarding the terms and conditions of his appointment and he shall not be liable to retire by rotation”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No 6: Appointment of Secretarial Auditor.

To consider and, if thought fit, to pass the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with circulars issued thereunder from time to time and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the shareholders be and is hereby accorded for appointment of M/s Kumar Naresh Sinha & Associates, Company Secretaries (Firm Registration No. S2015UP440500) as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, commencing from financial year 2025-26 to financial year 2029-30, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report on such terms & conditions including remuneration as determined by the Board of Directors of the Company (including any committee thereof).”

“RESOLVED FURTHER THAT Company Secretary, CFO or any Director of the Company be and is hereby severally authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and other statutory authorities as may be required.”

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

Sd/-

Lubna

(Company Secretary & Compliance officer)

Place: New Delhi

Date: 14.08.2025

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. An explanatory statement pursuant to Section 102(1) of the Act read with the rules made thereunder, setting out material facts relating to the resolution in respect of all Special business specified in the notice of Annual General Meeting, if any and the information of the Director proposed to be appointed/ re-appointed at the Meeting as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and Secretarial Standard-2 ("the SS-2") and other applicable provisions is annexed hereto and forms part of the Notice.

2. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM.

In terms of the said circulars, the 21st Annual General Meeting ("AGM") of the Members will be held through VC/OAVM on Saturday, September 27, 2025, at 11.00 AM. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per notes below. The deemed venue for the 21st AGM will be the Company's Registered Office

3. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members who are not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives for attending the AGM through VC/OAVM, participating thereat and casting their votes through e-voting.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

In case of joint holders attending the AGM, only such joint holder who is higher 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. In line with the aforesaid Circulars of the Ministry of Corporate Affairs (MCA), the Notice calling the AGM has been uploaded on the website of the Company at www.hpil.co.in. The Notice can also be accessed from the 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. The said Notice of the AGM is also available on the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com

6. No physical copy of the Notice and the Annual Report has been sent to Members who have not registered their E-mail IDs with the Company/DPs/Company's Registrar & Transfer Agent ("RTA"), MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd).

7. The Register of members and share transfer books of the Company will remain closed from Sunday, September 21, 2025 to Saturday, September 27, 2025 (both days inclusive) for the purpose of AGM.

8. Members seeking any information with regard to the accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.

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 and info@hpil.co.in, not later than 6:00 p.m., 17th September, 2025.

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.

9. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialised form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

10. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. The members, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.

11. The Statutory registers maintained under the Companies Act, 2013, and other documents referred to in the Notice will be available for inspection.

12. The Members can join the AGM in the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (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. who are allowed to attend the AGM without restriction on account of first come first served basis.

13. Institutional/Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and cast their votes through e-Voting. Institutional/Corporate

Members are requested to send a scanned copy in pdf/jpg format of the Board Resolution/Power of Attorney authorizing its representatives to attend and vote at the AGM pursuant to Section 113 of the Act, E-mail at **gr2advisory@gmail.com and info@hpil.co.in**. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

14. Members are requested to register their email address with their concerned DPs, in respect of electronic holding and with MUFG, in respect of physical holding, by submitting Form ISR-1 at https://web.in.mpms.mufg.com/EmailReg/Email_Register.html. Further, those Members who have already registered their email addresses are requested to keep their email addresses validated / updated with their DPs / MUFG to enable servicing of notices / documents / Annual Reports and other communications electronically to their email address in future.

15. Members are requested to note:

i) 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;

ii) SEBI vide its Circular dated March 16, 2023 read with Master Circular dated May 7, 2024 and other relevant applicable Circulars, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from April 1, 2024 upon registering the required details. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: <https://www.sebi.gov.in/>.

iii) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

16. M/s MUFG Intime India Private Limited are acting as the Registrar and Transfer Agents (RTA or R&T Agent) 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:

MUFG Intime India Private Limited
(earlier Link Intime Private Limited)
C-101, 1st Floor, 247 Park,

Lal Bahadur Shastri Marg, Vikhroli (West),
 Mumbai – 400083
 Tel no: 91 22 6656 8484
 E-mail: csg-unit@in.mpms.mufg.com
 Website: <https://in.mpms.mufg.com>

17. Process and manner for members opting for voting through electronic means:

i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and pursuant to the MCA Circulars, 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), as the authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.

ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, 20th September 2025, shall be entitled to avail the facility of remote e-voting as well as venue voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

iii. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. Saturday, 20th September 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.

iv. The remote e-voting will commence on Wednesday, 24th September 2025 at 9.00 a.m. and will end on Friday, 26th September 2025 at 5.00 p.m.

During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Saturday, 20th September 2025, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Saturday, 20th September 2025..

vii. The Company has appointed CS Maghisuddin, Practising Company Secretary (Membership No. ACS: A51216, CP No: 27850), to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the AGM, in a fair and transparent manner.

18. Process for those shareholders whose email ids are not registered:

i) 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 RTA email csg-unit@in.mpms.mufg.com.

ii) For Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP).

iii) 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.

19. The instructions for shareholders for remote voting are as under:

(i) The voting period begins on Wednesday, 24th September 2025 at 9.00 a.m. and will end on Friday, 26th September 2025 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode, is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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 users to login to Easi / Easiest are requested to visit cdsi website www.cdsiindia.com and click on login icon & New System Myeasi Tab.</p> <p>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</p>

	<p>service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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. 5) 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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 remote e-Voting period or joining virtual meeting & voting during the meeting. 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 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
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding shares in physical form:

- 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 Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	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.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Hemisphere Properties India Ltd> on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- 16) 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.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) 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 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; info@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.

vi. Instructions for shareholders attending the AGM/EGM through VC/OAVM & E-voting during meeting are as under:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
8. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

vii. 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 attending AGM & 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 21 09911. All grievances connected with the facility for voting by electronic means may be addressed to:

Mr. Rakesh Dalvi,
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 toll free no. 1800 22 55 33.

20. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

21. The Scrutinizer shall, after the conclusion of the electronic voting during the AGM, assess the votes cast at the meeting through electronic voting system, thereafter unblock the votes cast through remote e-voting and make a consolidated Scrutinizer's Report and submit the same to the Chairperson or a person authorized by him in writing and declare the result of the voting forthwith;

22. The results of the voting indicating the number of votes cast in favour or against each of the Resolution(s), invalid votes and whether the Resolution(s) have been carried out or not, together with the Scrutinizer's Report, will be uploaded on the website of the Company (www.hpil.co.in) and on CDSL website (<https://www.evotingindia.com>) and will also be submitted to BSE Limited and National Stock Exchange of India Limited within the prescribed time. Further, the resolution(s), if passed by shareholders, shall be deemed to be passed on the date of 21st AGM of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item no. 4: Appointment of Smt. Manasi Sahay Thakur (DIN : 07647316) as Director.**

Smt. Manasi Sahay Thakur (DIN: 07647316) was appointed as Director on the Board of Hemisphere Properties India Limited vide order dated January 20, 2025, issued by the Ministry of Housing and Urban Affairs (MoHUA), with effect from the date of issue of the order, or till the appointment of a regular incumbent to the post, or until further orders, whichever is earlier. Further, the Board appointed Smt. Manasi Sahay Thakur as Additional Director in the meeting held on February 12, 2025. As per Section 161 of the Companies Act, 2013, an Additional Director shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Further, as per amended Regulation 17 of the SEBI (LODR) Regulations, 2015, approval of the shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting. Therefore, approval of the shareholders in the Annual General Meeting is required by way of ordinary resolution for appointment of Smt. Manasi Sahay Thakur, as Director (Non-executive) on the Board of Company. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying the candidature of Smt. Manasi Sahay Thakur, as Director of the Company.

The Board of Directors of the Company has recommended the appointment as set out at item no. 4 in the notice for approval of the shareholders at the ensuing Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Smt. Manasi Sahay Thakur is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 5 : Appointment of Sh. GR Kanakavidu (DIN: 09471091), as a Non-official Independent Director

Sh. G.R. Kanakavidu (DIN: 09471091) was re-appointed as Non-official Independent Director on the Board of Hemisphere Properties India Limited vide order dated April 21, 2025, issued by the Ministry of Housing and Urban Affairs, Government of India, for a period of one (1) year from the date of the order. Accordingly, he was appointed as an Additional Director (Independent) by the Board of Directors, to hold office up to the date of the Annual General Meeting, in accordance with the provisions of the Companies Act, 2013.

Sh. GR Kanakavidu is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received a declaration from Sh. GR Kanakavidu that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Listing Regulations. In the opinion of the Board, Sh. GR Kanakavidu fulfils the conditions for appointment as an Independent Director as specified in the Act and the listing regulations. Sh. GR Kanakavidu as an Independent Director will be entitled to receive remuneration by way of sitting fee only for attending each meeting of the Board/ Committees of the Board as approved by the Board. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

The Company has received notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Sh. GR Kanakavidu, if appointed, shall not be liable to retire by rotation.

Brief resume of Sh. GR Kanakavidu giving details as to nature of expertise in specific functional area, shareholding in the Company, other Directorship, membership /Chairmanship of Committees and other particulars are enclosed with this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Sh. GR Kanakavidu, is in any way, concerned or interested, financially or otherwise, in the resolution. The Board of Directors of the Company has recommended the appointment as set out at item no. 5 in the notice for approval of the shareholders through Special Resolution at the ensuing Annual General Meeting.

Item No 6: Appointment of Secretarial Auditors.

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), every listed Company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to its Board's Report, prepared under Section 134(3) of the Act. Furthermore, pursuant to recent amendments to Regulation 24A of Listing Regulations read with circulars issued thereunder, every listed entity is required to appoint a Secretarial Auditor for a term of five consecutive years, with the approval of shareholders in the Annual General Meeting. Accordingly, the Audit Committee and the Board of Directors at their respective meetings, both held on May 28, 2025, have recommended the appointment of appointed M/s Kumar Naresh Sinha & Associates, a Peer Reviewed Firm of Company Secretaries (Firm Registration No.: S2015UP440500/ Peer Review No. 6220/2024), as the Secretarial Auditor of the Company on the following terms and conditions:

- a. Term of appointment: For a term of 5 (Five) consecutive financial years starting from April 1, 2025 to March 31, 2030.
- b. The Board of Directors of the Company has fixed the annual remuneration Rs.34,500/- per annum, excluding applicable taxes and out of pocket expenses.

The appointment is on the recommendations of audit committee and Board of Directors as per the Act & Rules made thereunder and Listing Regulations. Further, there is no change in the proposed fee payable to M/s Kumar Naresh Sinha & Associates compared to that of the previous year. The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the secretarial audit fee as above, and will be decided by the Management in consultation with the Secretarial Auditors. The provision of such permissible non-audit services will be reviewed and approved by the Board. M/s Kumar Naresh Sinha & Associates is a well-known firm of Practising Company Secretaries and based in Delhi NCR. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India, ensuring the highest standards in professional practices. The proprietor of Kumar Naresh Sinha & Associates, has more than 9 years experience of Practicing as Company Secretary. Prior to his practice, he was ED & Company Secretary of ONGC Limited, a Maharatna PSU. He has altogether more than 3 decades of rich experience as a Company Secretary of PSUs and Private Sector Companies including Company Secretary and Head Legal of BHEL. Presently, he is Secretarial Auditor of listed as well as unlisted companies including large PSUs. The firm has the necessary capabilities and competencies to perform their duties as Secretarial Auditors of the Company. M/s. Kumar Naresh Sinha have the relevant experience and expertise to conduct the Secretarial Audit of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members. None of the Directors and Key Managerial Personnel ('KMP') or their relatives are concerned or interested in the Resolution at Item No.6 of the accompanying Notice.

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

Sd/-
Lubna

(Company Secretary & Compliance officer)

Place: New Delhi

Date: 14.08.2025

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

Name	Sh. Rajeev Kumar Das	Smt. Manasi Sahay Thakur	Sh. G R Kanakavidu
DIN	07730466	07647316	09471091
Date of Birth	October 31, 1970	October 10, 1984	June 01, 1966
Qualification	Post Graduate	BE from Pune University and a postgraduate degree from Harvard University.	B.tech and Masters of Business Administration (MBA).
Date of Appointment	June 14, 2021	January 20, 2025	April 21, 2025
Experience	Over 21 years	Over 15 years of experience	Over 30 years
Expertise in Specific functional area	Administration, Management and any other role given by Government of India	Land Matters, Administrations, Management, Financial other role given by Government of India	Administrations, Management, Social activity, environment, Financial and others
Terms & conditions of appointment and proposed remuneration to be paid	As per the terms & Condition Determined by the President of India from time to time. However, payment / reimbursement of TA/DA, out-of-pocket expenses etc., if any, incurred by him associated with Company would be borne by the Company.	As per the terms & Condition Determined by the President of India from time to time However, payment / reimbursement of TA/DA, out-of-pocket expenses etc., if any, incurred by her associated with Company would be borne by the Company.	The terms & conditions of his appointment will be governed by Order dated April 21, 2025 and/or any other Order(s) etc. issued by the Government of India. He is entitled to receive sitting fee in connection with the Board or Committee meetings of HPIL attended by him, as decided by the Board from time to time. Further, payment/reimbursement towards air tickets, hotel accommodation, hiring of

			vehicle, out of- pocket expenses, local conveyance etc. in respect of her attending such Board or Committee meetings, would be borne by Company.
Shareholding in HPIL including as Beneficial Owner of the Company	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
Number of meetings of the Board attended during the FY 2024-25	5 Board meetings during his tenure in the financial year 2024-25.	1 Board meetings during his tenure in the financial year 2024-25.	4 Board meetings during his tenure in the financial year 2024-25.
Directorship in other Companies	Ranchi Smart City Corporation Limited & Agra Smart City Limited	Delhi Golf Club	Nil
Details of listed entities from which resigned in the past three years	Nil	Nil	Nil
Membership/ Chairpersonship of Committee(s) of the other Companies.	Nil	Nil	Nil
