

HEMISPHERE PROPERTIES INDIA LIMITED

(A Govt. of India Enterprise)

CIN:L70101DL2005GOI132162

Reg. office: Room No. 0923, 9th Floor, Sankalp Bhawan GPOA-II

Kasturba Gandhi Marg, New Delhi 110001

Website: www.hpil.co.in, Email: info@hpil.co.in

Tel.: 011-23783012/23783013

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 ('Act') read with the Companies (Management and Administration) Rules, 2014 ('Rules') each as amended, and the applicable Circulars issued by the Ministry of Corporate Affairs ('MCA'), Government of India, from time to time

VOTING STARTS ON	VOTING ENDS ON
Sunday, 31 st May, 2026 (IST 9.00 am)	Monday, 29 th June, 2026 (IST 5.00 pm)

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the MCA for holding general meetings/ conducting postal ballot process through e-voting vide General Circular No. 03/2025 dated September 22, 2025 to transact the Special Business as set out hereunder by passing Ordinary Resolution by way of postal ballot only, by voting through electronic means ('remote e-voting'). Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with Hemisphere Properties India Limited ('the Company or HPIL')/ MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Company's Registrar to an Issue and Share Transfer Agent ('RTA') / National Securities Depository Limited ('NSDL') and/or Central Depository Services (India) Limited ('CDSL'), (NSDL and CDSL collectively 'Depositories').

Accordingly, a physical copy of the Notice along with Postal Ballot Form is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions and detailed procedure for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.hpil.co.in. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in the 'Notes' section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on

Monday, June 29, 2026. The remote e-voting facility will be disabled by CDSL immediately thereafter.

Special Business

Item no.1 : To Approve Material Related Party Transaction with Hypervault AI Data Center Limited.

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

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zb),(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with the rules framed thereunder and other applicable laws, statutory provisions, if any (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Policy on Related Party Transactions of the Company, and pursuant to the recommendation and approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for entering into and/or carrying out contract(s), arrangement(s) and/or transaction(s) (whether by way of a single transaction or a series of transactions taken together) with HyperVault AI Data Center Limited (“Successful Bidder or Hypervault”), which has been declared as the successful bidder pursuant to the Request for Proposal (RFP) floated on 18.02.2026 and e-auction process conducted by the Company on 12.05.2026 for sale of the land parcel situated at Bopkhel, Pune, being a related party, in relation to sale of land parcel situated at Bopkhel, Pune for an aggregate amount not exceeding ₹640.50 Crores (Rupees Six Hundred Forty Crores and Fifty Lakhs only), excluding applicable taxes and success fee, on such terms and conditions as set out in the explanatory statement and the Request for Proposal (RFP) document dated 18.02.2026 annexed hereto, provided that the aforesaid Related Party Transaction is being undertaken on an arm’s length basis and in the ordinary course of business.”

RESOLVED FURTHER THAT the any Directors of the Company or any other official authorized by the Chairperson & Managing Director be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the Letter of Acceptance, finalising and executing necessary documents, including contract(s), agreement(s) sale agreement and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

By the order Board of Directors of
Hemisphere Properties India Limited
Sd/-
Lubna
(Company Secretary & Compliance Officer)

Place: New Delhi
Dated: 20.05.2026

Notes

1. In compliance with the provisions of section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the MCA circulars and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing the facility to all its members to exercise their right to vote by electronic means for which necessary arrangements have been made by the Company with M/s Central Depository Services (India) Limited ('CDSL') as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice, which the members are requested to read carefully before casting their vote;
2. In accordance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding remote e- Voting shall be sent by electronic mode only to those Members whose names appear in the Register of Members/ list of Beneficial Owners, maintained by the Company/ Depositories as at close of business hours on **Friday, May 22, 2026 (i.e. Cut-off date)**, and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent i.e. MUFG Intime India Private Limited (RTA) as on the Cut-off date. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this postal ballot;
3. Members holding shares either in physical form or dematerialized form, as on the cut-off date (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the Resolution as set out in the Postal Ballot Notice only through the remote e-Voting. The Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this Notice.
4. The Postal Ballot Notice will also be available on the websites of the Stock Exchange(s), i.e., www.bseindia.com (BSE Limited) and www.nseindia.com (National Stock Exchange of India Limited), Company's website at www.hpil.co.in and on the website of the CDSL at www.evotingindia.com;
5. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the cut-off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
6. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Hindi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website www.hpil.co.in.

7. Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection at the Registered Office of the Company during business hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.
8. Mr. Maghisuddin, Proprietor of M & Co., Company Secretaries in practice has been appointed as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner. The Scrutinizer will submit its report to the Chairperson, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot through remote e-voting within two working days from the conclusion of the Postal Ballot viz. on or before Wednesday, July 01, 2026. The Scrutinizer's decision on the validity of votes cast will be final. The results declared, alongwith the Scrutinizer's Report, shall be placed on the Company's website www.hpil.co.in and on the website of CDSL and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. on Monday, June 29, 2026.
9. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his/her vote by proxy on Postal Ballot. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the 'Cut-off date';
10. The remote e-Voting will commence on **Sunday, 31st May, 2026 at 9:00 a.m. (IST)** and will end on **Monday, 29th June, 2026 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter and Members will not be allowed beyond the said date and time. Once the vote on the Resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

11. Instructions for Members for voting electronically are as under:

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

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

- i. The voting period begins from, Sunday, 31st May , 2026 at 9.00 a.m. (IST) and will end on Monday, 29th June, 2026 at 5:00 p.m. (IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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.

iii. 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.

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 Depository</p>	<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 CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</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 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> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.</p>

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</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 remote e-Voting period. 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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.</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 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.

iv. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat 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:

Particulars	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit 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	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.

OR Date of Birth (DOB)	<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.
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- v. After entering these details appropriately, click on “SUBMIT” tab.
- vi. 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.
- vii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Click on the EVSN for the relevant “Hemisphere Properties India Limited” on which you choose to vote.
- ix. 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.
- x. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi. 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.
- xii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiv. 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.
- xv. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 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 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 , csmaghisuddin@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those members 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 info@hpil.co.in

For queries : raise a service request through

https://web.in.mpms.mufg.com/helpdesk/Service_Request.html

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.

12. Other Instructions:

- i. 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 toll free no. 1800 21 09911.
- ii. 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 at toll free no. 1800 21 09911

EXPLANATORY STATEMENT
Pursuant to Section 102 of the Companies Act, 2013 (the 'Act')

Item No.1: To approve material related party transaction with Hypervault AI Data Center Limited.

Background, details and benefits of the proposed Material Related Party Transactions by the Company

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, material related party transactions require prior approval of the shareholders through ordinary resolutions, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

It may be noted that, pursuant to Regulation 23 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, a transaction with a related party shall be considered material if the transaction(s) to be entered into, individually or taken together with previous transactions during a financial year, exceeds 10% (ten percent) of the annual consolidated turnover of the listed entity, as per the last audited financial statements, where the consolidated turnover of the listed entity is up to Rs. 20,000 Crore. Further, all Material Related Party Transactions require prior approval of the Members through a Resolution and no related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not.

The nature of transaction is in form of sale of land at Bopkhel, Pune through e-auction as per Request for Proposal (RFP) dated 18.02.2026 to Hypervault AI Data Center Limited. The transaction with Hypervault AI Data Center Limited is for FY 2026-27 on account of sale of land at highest bid of Rs 640.50 cr which excludes applicable taxes and success fee to be paid in accordance to Transaction Advisors of Company as per terms of RFP document and this amount exceeds the threshold limit provided in Regulation 23 (1) of the Listing Regulations, one of the criteria prescribed above in the definition of Material Related Party Transactions and therefore it is a Material Related Party Transaction for the Company.

Brief of Transaction

The Company owns land parcels admeasuring approximately 21,20,554 sq. mtr. situated at Pune across the villages of Kalas, Dighi, Bhosari and Bopkhel.

The Board of Directors approved issuance of a Request for Proposal ("RFP") for monetisation of a single consolidated land parcel admeasuring approximately 3,54,600 sq. mtrs. situated at Bopkhel, Pune ("Said Land Parcel"). Accordingly, the RFP was floated on 18.02.2026.

The e-auction process for the Said Land Parcel was conducted through the RailTel e-Nivida portal hosted at <https://hpil.enivida.com> and was concluded on 12.05.2026. The bidding process commenced at 11:00 hours and the reserve price as mentioned in RFP document was ₹ 600.00 crore . In terms of the RFP document, the incremental bid value was fixed at ₹50 lakh. The e-auction witnessed competitive bidding amongst the participating bidders and, upon conclusion of the bidding process, HyperVault AI Data Center Limited emerged as the Highest Bidder ("H1 Bidder") with a final bid amount of ₹640.50 crore.

Pursuant to evaluation of the bid documents and related submissions in accordance with the terms and conditions prescribed under the RFP document, the eligibility of HyperVault AI Data Center Limited was found to be in compliance with RFP document.

The Board of Directors noted that this proposed transaction with HyperVault AI Data Center Limited falls within the ambit of Related Party Transaction under the applicable provisions the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Accordingly, the Board, based on the recommendation of the Audit Committee, approved HyperVault AI Data Center Limited as the successful bidder for the Said Land Parcel, subject to approval of the shareholders of the Company and such other statutory/regulatory approvals, as may be applicable. It is further informed that as on 31.03.2026, Tata Sons Private Limited is a related party of the Company, holding approximately 8.34% shareholding directly and a further 8.08% shareholding through Panatone Finvest Limited (Subsidiary of Tata Sons Private Limited). The shares are being held by Tata Sons Private Limited and Panatone Finvest Limited in accordance to the Scheme of Arrangement & Reconstruction approved on 05.08.2019 by Ministry of Corporate Affairs.

Further, HyperVault AI Data Center Limited emerged as the successful bidder in the e-auction process conducted by the Company pursuant to the RFP dated 18.02.2026. As per the shareholding details submitted in the bid documents, 51% of the shareholding of HyperVault AI Data Center Limited is held by Tata Consultancy Services Limited ("TCS"). Further, Tata Sons Private Limited holds approximately 71.74% shareholding in TCS.

Upon evaluation of the shareholding structure and group linkage of HyperVault AI Data Center Limited, the Company has considered and treated the proposed transaction with HyperVault AI Data Center Limited as a Related Party Transaction ("RPT") in accordance with the applicable provisions of the SEBI Listing Regulations. Accordingly, the Company is seeking shareholders' approval for the proposed transaction, in line with its commitment to maintaining high standards of corporate governance, transparency and regulatory compliance.

The proposed transaction inter alia includes sale/transfer of the Said Land Parcel together with ancillary arrangements. Further, in terms of Clause 8.37 of the RFP document, the Transaction Advisor appointed by the Company shall also be entitled to receive a success fee in addition to the auction price payable by the successful bidder.

The payment terms payable by the successful bidder are governed by Clauses 7.12 to 7.20 of the RFP document and are broadly as under:

- **First Tranche:** 25% of the bid value within T (Date of letter of acceptance)+120 days (4 months);
- **Second Tranche:** Balance 75% of the bid value (after adjustment of EMD) within T(Date of letter of acceptance)+300 days (10 months);
- **Grace Period:** Additional period of 245 days from expiry of the timeline for payment of the second tranche, subject to payment of interest at the rate of 12% per annum.

Further, Clause 7.22 of the RFP document provides that in the event the Said Land Parcel cannot be transferred to the successful bidder due to reasons beyond the control of the Company within 20 months from the date of issuance of the Acceptance Letter, the successful bidder shall have the option to seek termination of the Acceptance Letter. In such an event, the Earnest Money Deposit (EMD) and all payments made by the successful bidder towards sale consideration shall be refunded by the Company without any interest in terms of Clause 7.26 of the RFP document, and the Company shall have the right to deal with or dispose of the Said Land Parcel in such manner as it may deem fit.

The Audit Committee and the Board of Directors have reviewed the terms and conditions of the proposed transaction and noted that the transaction is being undertaken through a transparent e-auction process and is on an arm's length basis and in the ordinary course of business.

In terms of Regulation 23 of the SEBI Listing Regulations, the proposed transaction qualifies as a Material Related Party Transaction and therefore requires approval of the shareholders of the Company by way of an Ordinary Resolution.

The relevant details of the proposed Related Party Transaction, as required under the Companies Act, 2013 and SEBI Listing Regulations, form part of this Explanatory Statement.

In terms of SEBI Circular dated 26th June, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), which is effective from September 1, 2025, the explanatory statement contained in this Notice provides the required information.

Pursuant to the SEBI Circular dated 26th June, 2025 the Minimum Information relating to the proposed related party transaction(s) is provided as under:

S. No	Particulars of the information	Information provided by the management
A	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer below table titled as "Annexure - A"
B	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	<p>The proposed transaction is in the interest of the Company as it pertains to the monetization of the Company's land parcel situated at Bopkhel, through a transparent e-auction process conducted in pursuant to the RFP dated 18.02.2026 floated by the Company. The transaction is proposed to be undertaken in the ordinary course of business and on an arm's length basis.</p> <p>The Company adopted a fair, transparent, and robust mechanism for conducting the e-auction process, wherein participation was open to all eligible bidders upon submission of the prescribed Earnest Money Deposit (EMD). The bidding process was conducted through an independent third-party online auction platform hosted at http://hpil.enivida.com, thereby ensuring equal opportunity, transparency, and competitive price discovery for all participants.</p> <p>The proposed transaction is neither prejudicial to the interests of the public shareholders nor discriminatory in nature, since the transaction has arisen through an open, competitive, transparent, and non-exclusive bidding process. Further, the transaction is expected to facilitate monetization of the Company's assets, enhance</p>

		operational and business objectives of the Company, and create long-term value for all stakeholders.
c	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee at its meeting dated May 20, 2026 has reviewed the certificate issued by the CMD and CFO of the Company, as required under the RPT Industry Standards.
d	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The proposed material RPT have been approved by the Audit Committee and the Board of Directors in their respective meetings dated May 20, 2026 recommended the same to the Members for approval.
e	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	<p>The reserve price for the proposed transaction has been arrived based on the basis of valuation report from an independent valuer and internal assessment carried out by the Company in consultation with the Transaction Advisor.</p> <p>Further, the proposed transaction is being conducted through an open and transparent bidding (auction) process, HyperVault AI Data Center Limited, emerged as the H1 bidder by submitting the highest bid amongst all eligible bidders. On scrutiny of documents, HyperVault AI Data Center Limited emerged as the successful bidder in the e-auction process conducted by the Company pursuant to the RFP dated 18.02.2026. As per the shareholding details submitted in the bid documents, HyperVault AI Data Center Limited falls within the ambit of a Related Party Transaction in terms of the applicable provisions of the SEBI Listing Regulations.</p> <p>Since, HyperVault AI Data Center Limited was identified as the successful bidder pursuant to e-auction process conducted by the Company, a separate valuation report is not required for the said transaction.</p>
f	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed	Not Applicable

	decision making	
G	Any other information that may be relevant	Not Applicable

Pursuant to the SEBI Circular dated 26th June, 2025 the Minimum Information relating to the proposed related party transaction(s) is provided as under: **Annexure A**

S.No	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1	Name of the related party	HyperVault AI Data Center Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	HyperVault delivers secure, scalable, AI ready data centre infrastructure designed specifically for high performance and compute intensive AI workloads.
A(2) Relationship and ownership of the related party		
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	<p>Tata Sons Private Limited is a related party of the Company, holding approximately 8.34% shareholding directly and a further 8.08% shareholding through Panatone Finvest Limited (Subsidiary of Tata Sons Private Limited) as on 31.03.2026. The shares are being held by Tata Sons Private Limited and Panatone Finvest Limited in accordance to the Scheme of Arrangement & Reconstruction approved on 05.08.2019 by Ministry of Corporate Affairs.</p> <p>Further, HyperVault AI Data Center Limited emerged as the successful bidder in the e-auction process conducted by the Company pursuant to the RFP dated 18.02.2026. As per the shareholding details submitted in the bid documents, 51% of the shareholding of HyperVault AI Data Center Limited is held by Tata Consultancy Services Limited (“TCS”). Further, Tata Sons Private Limited holds approximately 71.74% shareholding in TCS. Accordingly, HyperVault AI Data Center Limited forms</p>

		part of the Tata Sons group structure. In view of the shareholding structure and group linkage of HyperVault AI Data Center Limited, the Company has considered and treated the proposed transaction with HyperVault AI Data Center Limited as a Related Party Transaction (“RPT”) in accordance with the applicable provisions of the SEBI Listing Regulations.
	Shareholding of the subsidiary, whether direct or indirect, in the related party.	Nil
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable
	Shareholding of the related party, whether direct or indirect, in the subsidiary.	Not Applicable
A(3) Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the subsidiary with the related party during the last financial year	NIL No transactions were undertaken between the parties during the last financial year, as the proposed transaction is the first transaction contemplated between the parties. Accordingly, there were no transactions carried out during the preceding three financial years.
2	Total amount of all the transactions undertaken by the subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the subsidiary during the last financial year.	No
A(4) Amount of the proposed transactions (All types of transactions taken together)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹640.50 Crores (Rupees Six Hundred Forty Crores and Fifty Lakhs only), excluding applicable taxes and success fee, on such terms and conditions as set out in Request for Proposal (RFP) document dated 18.02.2026
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current	Yes

	financial year would render the proposed transaction a material RPT?									
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	99%								
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	The Turnover of the HyperVault AI Data Center Limited for the preceding financial year was NIL. Accordingly, the percentage of the proposed transaction value vis-à-vis the turnover of the related party is not ascertainable.								
6	Financial performance of the related party for the immediately preceding financial year.	<table border="1"> <thead> <tr> <th>Particulars for FY 25-26</th> <th>Amount (₹ lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>-</td> </tr> <tr> <td>Profit After Tax</td> <td>(400.54)</td> </tr> <tr> <td>Networth</td> <td>27672.99</td> </tr> </tbody> </table>	Particulars for FY 25-26	Amount (₹ lakhs)	Turnover	-	Profit After Tax	(400.54)	Networth	27672.99
Particulars for FY 25-26	Amount (₹ lakhs)									
Turnover	-									
Profit After Tax	(400.54)									
Networth	27672.99									
A(5) Basic details of proposed transactions to be approved										
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<p>Sale of Land Parcel</p> <table border="1"> <thead> <tr> <th>Details of Land Parcel</th> <th>Bopkhel Land Parcel</th> </tr> </thead> <tbody> <tr> <td>Size of Land Parcel in sq.m.</td> <td>3,54,600</td> </tr> </tbody> </table>	Details of Land Parcel	Bopkhel Land Parcel	Size of Land Parcel in sq.m.	3,54,600				
Details of Land Parcel	Bopkhel Land Parcel									
Size of Land Parcel in sq.m.	3,54,600									
2	Details of the proposed transaction	<p>The Company had floated a Request for Proposal ("RFP") dated 18.02.2026 for sale of the land parcel situated at Bopkhel, Pune, admeasuring approximately 3,54,600 sq. mtrs., with a reserve price of Rs. 600 crore. Pursuant to the e-auction process conducted in accordance with the terms and conditions of the said RFP, HyperVault AI Data Center Limited emerged as the successful bidder by offering a bid amount of Rs. 640.50 crore, excluding applicable taxes and success fee.</p> <p>The proposed transaction shall be governed by the terms and conditions, including payment terms, as set out in the RFP document dated 18.02.2026 floated for the e-auction process. The RFP document is</p>								

		available for review at hpil.enivida.com .									
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	<p>As mention in RFP</p> <table border="1"> <thead> <tr> <th>Installment</th> <th>Percentage of Sale consideration</th> <th>Timeline (Due Date)</th> </tr> </thead> <tbody> <tr> <td>First</td> <td>25%</td> <td>T+120 days</td> </tr> <tr> <td>Second</td> <td>75% (less cash component of EMD deposited)</td> <td>T+300 days</td> </tr> </tbody> </table> <p>T- Date of letter of acceptance The Successful Bidder fails to pay second instalment by the due date as specified in the table given underneath Clause 7.12, then subject to approval of HPIL, such second instalment can be paid within a period of additional 245 days (including Sunday & Holidays) beyond such due date referred under second instalment in paragraph 7.12, subject to payment of simple interest at the rate of 12% per annum to be paid on the amount of Instalment for each day of delay.</p> <p>For details, the clauses 7.12 to 7.22 of RFP document may be referred</p>	Installment	Percentage of Sale consideration	Timeline (Due Date)	First	25%	T+120 days	Second	75% (less cash component of EMD deposited)	T+300 days
Installment	Percentage of Sale consideration	Timeline (Due Date)									
First	25%	T+120 days									
Second	75% (less cash component of EMD deposited)	T+300 days									
4	Whether omnibus approval is being sought?	Yes									
5	<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise</p>	<p>Rs. 640.50 cr excluding applicable taxes and the amount of success fee</p> <p>As mention in RFP</p> <table border="1"> <thead> <tr> <th>Installment</th> <th>Percentage of Sale consideration</th> <th>Timeline (Due Date)</th> </tr> </thead> <tbody> <tr> <td>First</td> <td>25%</td> <td>T+120 days</td> </tr> <tr> <td>Second</td> <td>75% (less cash component of EMD deposited)</td> <td>T+300 days</td> </tr> </tbody> </table> <p>T- Date of letter of acceptance The Successful Bidder fails to pay second instalment by the due date as specified in the table given underneath Clause 7.12, then subject to approval of HPIL, such second instalment can be paid within a period of additional 245 days (including Sunday & Holidays) beyond such due date referred under second instalment in paragraph 7.12, subject to payment of simple interest at the rate of 12%</p>	Installment	Percentage of Sale consideration	Timeline (Due Date)	First	25%	T+120 days	Second	75% (less cash component of EMD deposited)	T+300 days
Installment	Percentage of Sale consideration	Timeline (Due Date)									
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		<p>per annum to be paid on the amount of Instalment for each day of delay.</p> <p>For details, the clauses 7.12 to 7.22 of RFP document may be referred</p>
6	<p>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</p>	<p>The proposed transaction is in the interest of the Company as it pertains to the monetization of the Company's land parcel situated at Bopkhel, through a transparent e-auction process conducted in pursuant to the RFP dated 18.02.2026 floated by the Company. The transaction is proposed to be undertaken in the ordinary course of business and on an arm's length basis.</p> <p>The proposed transaction is neither prejudicial to the interests of the public shareholders nor discriminatory in nature, since the transaction has arisen through an open, competitive, transparent, and non-exclusive bidding process. Further, the transaction is expected to facilitate monetization of the Company's assets, enhance operational and business objectives of the Company, and create long-term value for all stakeholders.</p>
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly</p>	<p>None of the Directors or Key Managerial Personnel (KMP) of the Company has any direct or indirect interest in the proposed transaction. Further, none of the Directors or KMPs holds any shareholding or contribution in the related party entity.</p>
	<p>a. Name of the director / KMP</p>	<p>NA</p>
	<p>b. Shareholding of the director / KMP,</p>	<p>NA</p>
8	<p>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>The reserve price for the proposed transaction has been arrived based on the basis of valuation report from an independent valuer and internal assessment carried out by the Company in consultation with the Transaction Advisor.</p> <p>Further, the proposed transaction is being conducted through an open and transparent bidding (auction) process, HyperVault AI Data Center Limited, emerged as the H1 bidder by submitting the highest bid amongst all eligible bidders. On scrutiny of documents, HyperVault AI Data Center Limited emerged as the successful bidder in the e-auction process conducted by the Company pursuant to the RFP dated 18.02.2026. As per the</p>

		<p>shareholding details submitted in the bid documents, HyperVault AI Data Center Limited falls within the ambit of a Related Party Transaction in terms of the applicable provisions of the SEBI Listing Regulations.</p> <p>Since, HyperVault AI Data Center Limited was identified as the successful bidder pursuant to e-auction process conducted by the Company, a separate valuation report is not required for the said transaction.</p> <p>The relevant documents shall be made available for inspection in accordance with the process specified in the 'Notes' section forming part of this Postal Ballot Notice</p>
9	Other information relevant for decision making	All relevant information forms a part of this disclosure setting out requisite facts.
Part B Additional Information		
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances And other disclosures.		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	<p>The Company conducted the e-auction through a transparent and competitive online bidding process on the RailTel e-Nivida platform. Participation in the bidding process was open to all eligible bidders upon payment of the prescribed Earnest Money Deposit (EMD) and fulfillment of the eligibility criteria specified in the RFP document.</p> <p>The online auction mechanism ensured fairness, transparency, equal opportunity, and competitive price discovery, with all bidders participating on the same terms and conditions through an independent third-party platform.</p>
2	Basis of determination of price	<p>The proposed transaction is determined through transparent e-auction process. The proposed Material Related Party Transactions are considered to be in the ordinary course of business and on an arm's length basis</p> <p>Further, the reserve price in RFP document for the transaction has been fixed based on the Company's internal assessment with due</p>

		consideration to prevailing market conditions and relevant pricing trends. .
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of trade advance	Not applicable
	b. Tenure	Not applicable
	c. Whether same is self-liquidating?	Not applicable

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations. The Members may please note that in terms of provisions of the SEBI Listing Regulations, no related party shall vote to approve the Ordinary Resolution at Item No. 1 of the accompanying Postal Ballot Notice.

None of the Directors, Key Managerial Personnel of the Company is in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends the resolution as set out in the notice for approval by the members through Ordinary Resolution.

By the order Board of Directors of
Hemisphere Properties India Limited

Sd/-

Lubna

(Company Secretary & Compliance officer)

Place: New Delhi

Dated: 20.05.2026

Registered office :

Room No. 0923, 9th Floor

Sankalp Bhawan GPOA-II

Kasturba Gandhi Marg

New Delhi 110001