

HEMISPHERE PROPERTIES INDIA LIMITED

Hemisphere Properties India Limited (“**Company**”) was incorporated on January 17, 2005 at New Delhi as a public limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated February 17, 2005 issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana (“**RoC**”). There have been no changes to the name of our Company since incorporation. Our registered office is as mentioned below. For details of the changes to our registered office see “*History and Other Corporate Matters*” on page 49.

Registered Office: Room No. 144, C-Wing, Nirman Bhawan Maulana Azad Road New Delhi 110 001

Contact Person: Ms. Lubna, Company Secretary and Compliance Officer; **Tel:** +91 1123061325

Email: info@hpil.co.in; **Website:** www.hpil.co.in

Corporate Identity Number: U70101DL2005GOI132162

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS INFORMATION MEMORANDUM. OUR PROMOTER: THE PRESIDENT OF INDIA (ACTING THROUGH THE MINISTRY OF HOUSING AND URBAN AFFAIRS)

Information Memorandum for listing of 285,000,000 equity shares of face value of ₹10 each of our Company (“**Equity Shares**”).

GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Equity Shares unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in relation to the Equity Shares. For taking an investment decision, investors must rely on their own examination of our Company and the Equity Shares, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“**SEBI**”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Information Memorandum. Specific attention of the investors is invited to “*Risk Factors*” on page 8.

OUR COMPANY’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Information Memorandum contains all information with regard to our Company, which is material in the context of the listing of the Equity Shares, that the information contained in this Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares are proposed to be listed on BSE Limited (“**BSE**”) and National Stock Exchange of India (“**NSE**” and together with BSE, the “**Stock Exchanges**”). Our Company has received an ‘in-principle’ approval from each of NSE and BSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the listing of the Equity Shares, the Designated Stock Exchange shall be NSE.

Our Company has submitted this Information Memorandum to the Stock Exchanges and the Information Memorandum shall be made available on our Company’s website, www.hpil.co.in. The Information Memorandum would also be made available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com.

REGISTRAR TO THE COMPANY



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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Information Memorandum uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, statute, rules, guidelines, policies or regulation will be deemed to include all amendments and modifications notified as of the date of this Information Memorandum.

Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Special Tax Benefits”, “Industry Overview”, “Regulations and Policies”, “Scheme of Arrangement”, “Financial Information” and “Outstanding Litigation and Material Developments”, will have the meaning ascribed to such terms in those respective sections.

Company and Scheme Related Terms

Term	Description
“our Company” or “the Company” or “the Issuer” or “Resulting Company”	Hemisphere Properties India Limited, a company incorporated under the Companies Act, 1956, and having its registered office at Room No. 144, C-Wing, Nirman Bhawan, Maulana Azad Road, New Delhi 110001.
“we” or “us” or “our”	Unless the context otherwise indicates or implies, refers to our Company.
“Articles” or “Articles of Association” or “AoA”	The articles of association of our Company, as amended.
“Appointed Date”	March 30, 2018
“Auditors” or “Statutory Auditor”	The statutory auditors of our Company, being S C A N R & Co., Chartered Accountants.
“Audit Committee”	The audit committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations.
“Board” or Board of Directors”	The board of directors of our Company or a duly constituted committee thereof.
“Compliance Officer”	Ms. Lubna.
“Corporate Social Responsibility Committee” or “CSR Committee”	The corporate social responsibility committee of our Board constituted in accordance with the Companies Act, 2013.
“Director(s)”	Director(s) on the Board of our Company, as appointed from time to time.
“Equity Shares”	Unless the context otherwise requires, refers to Equity shares of our Company having a face value of ₹10 each.
“Executive Director”	An executive director of the Company.
“Financial Statements”	The financial information of our Company as of and for each of the financial years ended March 31, 2017, 2018 and 2019 prepared in accordance with the requirements of the Companies Act and Indian GAAP.
“Group Companies”	The companies (other than promoters and subsidiaries) with which our Company had related party transactions, during the period for which financial information is disclosed in this Information Memorandum, as covered under the applicable accounting standards. For further details, see “Our Promoter, Promoter Group and Group Companies” on page 58.
“Independent Director”	A non-executive, independent Director as per the Companies Act, 2013 and the SEBI Listing Regulations.
“KMP” or “Key Management Personnel”	Key management personnel of our Company in terms of the Companies Act, 2013 and as disclosed in “Our Management – Key Management Personnel” on page 54.
“Memorandum” or “Memorandum of Association”	The memorandum of association of our Company, as amended.
“Nomination and Remuneration Committee”	The nomination and remuneration committee of our Board constituted in accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations.
“Non-Executive Director”	A Director not being an Executive Director.
“Promoter”	The President of India (acting through the Ministry of Housing and Urban Development). For details, see “Our Promoter, Promoter Group and Group Companies” on page 58.
“Promoter Group”	The entities and persons constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI Regulations. For details, see “Our Promoter, Promoter Group and Group Companies – Promoter Group” on page 58.
“Registered and Corporate Office”	The registered and corporate office of our Company, located at Room No. 144, C-Wing, Nirman Bhawan, Maulana Azad Road, New Delhi 110 001.
“Registrar of Companies” or “RoC”	The Registrar of Companies, National Capital Territory of Delhi & Haryana.
“Scheme of Arrangement” or “Scheme”	The scheme of arrangement between Tata Communications Limited and our Company and our respective shareholders and creditors, as approved by the NCLT, Mumbai

Term	Description
	Bench by way of an order dated July 12, 2018 and the Ministry of Corporate Affairs by way of orders both dated August 5, 2019.
“Shareholders”	Equity shareholders of our Company, from time to time.
“Stakeholders’ Relationship Committee”	The stakeholder’s relationship committee of our Board constituted in accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations.

Conventional Terms/Abbreviations

Term	Description
“AGM”	Annual general meeting.
“Alternative Investment Funds” or “AIFs”	Alternative Investment Funds as defined and registered under the SEBI AIF Regulations.
“AS” or “Accounting Standards”	Accounting Standards issued by the Institute of Chartered Accountants of India.
“BSE”	BSE Limited.
“CDSL”	Central Depository Services (India) Limited.
“CIN”	Corporate Identity Number.
“Companies Act”	Companies Act, 1956 and / or the Companies Act, 2013 as applicable.
“Companies Act, 1956”	The erstwhile Companies Act, 1956, and the rules thereunder.
“Companies Act, 2013”	The Companies Act, 2013, read with the rules, regulations, clarifications and modifications thereunder.
“Depositories”	NSDL and CDSL.
“Depositories Act”	The Depositories Act, 1996.
“Designated Stock Exchange”	NSE.
“DIN”	Director Identification Number.
“DPIIT”	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion)
“DP” or “Depository Participant”	A depository participant as defined under the Depositories Act.
“DP ID”	Depository Participant’s identification number.
“EBITDA”	Earnings before finance cost, tax, depreciation and amortisation.
“EGM”	Extraordinary General Meeting.
“EPS”	Earnings per share.
“FDI”	Foreign direct investment.
“FEMA”	Foreign Exchange Management Act, 1999 read with the rules and regulations there under.
“FEMA Rules”	Foreign Exchange Management (Non-Debt Instruments) Rules, 2019.
“Financial Year”/ “Fiscal”/ “FY”	Unless stated otherwise, the period of 12 months ending March 31 of that particular year.
“FPIs”	Foreign Portfolio Investors as defined under the SEBI FPI Regulations.
“GAAP”	Generally accepted accounting principles.
“GoI” or “Government” or “Central Government”	Government of India.
“GST”	Goods and service tax.
“HUF”	Hindu Undivided Family.
“IFRS”	International Financial Reporting Standards.
“Income Tax Act” / “IT Act”	The Income Tax Act, 1961.
“India”	Republic of India.
“Ind AS”	IFRS converged Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standard) Rules, 2015.
“Indian GAAP”	Generally Accepted Accounting Principles in India.
“IST”	Indian Standard Time.
“IT”	Information Technology.
“MCA”	Ministry of Corporate Affairs, Government of India.
“Mutual Fund(s)”	Mutual fund(s) registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
“NSE”	The National Stock Exchange of India Limited.
“NR” or “Non-Resident”	A person resident outside India, as defined under the FEMA and includes NRIs, FPIs and FVCIs registered with the SEBI.
“NRE Account”	Non-Resident External Account, and has the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000.
“NRI”	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the FEMA Rules.

Term	Description
“NSDL”	National Securities Depository Limited.
“NSE”	National Stock Exchange of India Limited.
“p.a.”	Per annum.
“PAN”	Permanent Account Number allotted under the Income Tax Act.
“RBI”	Reserve Bank of India.
“Rs.” or “₹” or “Rupees” or “INR”	Indian Rupees.
“RoNW”	Return on net worth.
“SCRA”	Securities Contracts (Regulation) Act, 1956.
“SCRR”	Securities Contracts (Regulation) Rules, 1957.
“SEBI”	Securities and Exchange Board of India constituted under the SEBI Act.
“SEBI Act”	Securities and Exchange Board of India Act, 1992.
“SEBI AIF Regulations”	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
“SEBI FPI Regulations”	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
“SEBI FVCI Regulations”	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
“SEBI Listing Regulations”	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
“SEBI Regulations”	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
“SEBI VCF Regulations”	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996.
“Stock Exchanges”	BSE and NSE.
“STT”	Securities Transaction Tax
“US GAAP”	Generally Accepted Accounting Principles in the United States of America.
“VAT”	Value added tax.
“VCFs”	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be.

Technical/Industry related terms

Term	Description
“Surplus Land”	739.69 acres of land, transferred to our Company in terms of the Scheme of Arrangement.

CERTAIN CONVENTIONS AND PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to “India” contained in this Information Memorandum are to the Republic of India.

Unless stated otherwise, all references to page numbers in this Information Memorandum are to the page numbers of this Information Memorandum.

Financial Data

Unless stated or the context requires otherwise, our financial data included in this Information Memorandum is derived from our Financial Statements. Our Company publishes its Financial Statements in Indian Rupees. Our Financial Statements, including the report issued by the Statutory Auditor, included in this Information Memorandum, have been prepared in accordance with Indian GAAP and the Companies Act, 2013.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year, so all references to a particular financial year, unless stated otherwise, are to the 12 months period ended on March 31 of that year. Unless the context otherwise requires, all references to a year in this Information Memorandum are to a calendar year.

Certain figures contained in this Information Memorandum, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Information Memorandum as rounded-off to such number of decimal points as provided in such respective sources.

Currency and Units of Presentation

Our Company has presented all numerical information in this Information Memorandum in “million” units or in whole numbers where the numbers have been too small to represent in millions. One million represents 1,000,000 and one billion represents 1,000,000,000.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Information Memorandum have been obtained or derived from publicly available information as well as industry publications and sources.

Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry and market data used in this Information Memorandum is reliable, it has not been independently verified by either our Company or any of our affiliates or advisors. The data used in these sources may have been reclassified by us for the purpose of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in “*Risk Factors*” on page 8. Accordingly, investment decisions should not be based solely on such information.

The extent to which the market and industry data used in this Information Memorandum is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

FORWARD-LOOKING STATEMENTS

This Information Memorandum contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “contemplate”, “expect”, “estimate”, “intend”, “future”, “goal”, “likely”, “objective”, “plan”, “project”, “seek to”, “should”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our Company’s strategies, objectives, plans, prospects or goals are also forward-looking statements.

These forward-looking statements, whether made by us or a third party, are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties. Important factors that could cause actual results to differ materially from our Company’s expectations include, but are not limited to, the following:

- Ability to transfer title to the Surplus Land in the name of our Company;
- Ability to obtain consents for use and/or development of Surplus Land;
- Ability to defend and or maintain title to the Surplus Land;
- Ability to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business;
- Inability to implement our business strategy or effectively sustain and manage our growth;
- Changing laws, rules, regulations, Government policies and legal uncertainties; and
- General, political, social and economic conditions in India and elsewhere.

For further discussion of factors that could cause our actual results to differ from the expectations, please see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 8, 40 and 129, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Although we believe that the assumptions on which such statements are based are reasonable, we cannot assure that the expectations reflected in these forward looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Information Memorandum and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

None of our Company, our Directors, or any of our affiliates or advisors has any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

SECTION II: INFORMATION MEMORANDUM SUMMARY

This section is a summary of specific disclosures included in this Information Memorandum and is not exhaustive nor does it purport to contain a summary of all disclosures or details relevant to prospective investors. For additional information and further details with respect to any of the information summarised below, please refer to the relevant sections of this Information Memorandum. Unless otherwise stated, the financial information in this section is derived from the Financial Statements.

Summary of the Industry

India's current population provides a huge base for India's real estate sector, especially in tier 1 cities owing to rapid urbanization. Recent Government initiatives in the real estate sector including the Pradhan Mantri Awas Yojana, the Smart Cities Mission, the Atal Mission for Rejuvenation and Urban Transformations and Make in India, coupled with regulatory changes such as the introduction of RERA and GST are expected to have a huge impact on the real estate industry.

Summary of our Business

We currently own or have access to 739.69 acres of land, transferred to our Company in terms of the Scheme of Arrangement. The Surplus Land has been transferred as a part of the overall scheme of disinvestment of the erstwhile Videsh Sanchar Nigam Limited. Upon completion of the transfer, the Company will seek to develop and/or transfer the Surplus Land in accordance with the policies of the Ministry of Housing and Urban Affairs and our management.

Our Promoter

The Promoter of our Company is the President of India (acting through the Ministry of Housing and Urban Affairs).

Shareholding of our Promoter

Our Promoter, will hold 145,696,885 Equity Shares representing 51.12% of our issued, subscribed and paid-up share capital.

Financial Information

(in ₹ million, unless otherwise indicate)

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Equity Share Capital	0.50	0.50	0.50
Net-worth	(1.62)	(0.30)	0.00
Total Income	0.21	0.39	0.59
Profit After Tax	(1.32)	(0.30)	(0.10)
Earnings per share			
- Basic	(26.40)	(6.02)	(2.04)
- Diluted	(26.40)	(6.02)	(2.04)
Net asset value per Equity Share	(32.33)	(5.93)	0.09
Total borrowings	10.00	10.00	10.00

Auditor qualifications or adverse remarks

There have been no qualifications or adverse remarks by our Statutory Auditors in our Financial Statements.

Outstanding litigation

For details of the outstanding litigation involving our Company, see “*Outstanding Litigation and Material Developments*” on page 136.

Risk Factors

For details of the risks associated with our Company, see the section titled “*Risk Factors*” beginning on page 8.

Contingent liabilities

There were no contingent liabilities not provided for by our Company in Fiscal 2019.

Related Party Transactions

For details of our related party transactions, see “*Financial Statements*” beginning on page 60.

Split or consolidation

Our Company has not made any split or consolidation of its share capital since incorporation.

Confirmations

- There are/have been no financing arrangements whereby any of our Directors and their relatives have financed the purchase by any other person of securities of our Company from the date of approval of the Scheme of Arrangement by the NCLT till the date of submission of this Information Memorandum.
- Except pursuant to the Scheme of Arrangement, our Promoter has not acquired any Equity Shares in the one year preceding the date of this Information Memorandum.
- Other than pursuant to the Scheme of Arrangement, our Company has not issued any Equity Shares in the one year preceding the date of this Information Memorandum for consideration other than cash.

SECTION III: RISK FACTORS

RISK FACTORS

This section describes the risks that we currently believe may materially affect our business and operations. An investment in Equity Shares involves a high degree of risk. You should carefully consider the following, in addition to any forward-looking statements and the cautionary statements in this Information Memorandum and the other information contained in this Information Memorandum, before making any investment decision relating to the Equity Shares. The occurrence of any of the following events, or the occurrence of other risks that are not currently known or are now deemed immaterial, could cause our business, results of operations, cash flows, financial condition and prospects to suffer and could cause the market price of our Equity Shares to decline or fall significantly and you may lose all or part of your investment.

This Information Memorandum also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Information Memorandum. See “Forward-Looking Statements” beginning on page 5.

The risks described below are not the only ones relevant to us or the Equity Shares. Additional risks that may be unknown to us and some risks that we do not currently believe to be material could subsequently turn out to be material. Some risks may have an impact which is qualitative though not quantitative. Although we seek to mitigate or minimize these risks, one or more of a combination of these risks could materially and adversely impact our business, financial condition and results of operations. In making an investment decision, prospective investors must rely on their own examination of us and the Equity Shares, including the merits and risks involved. Investors should pay particular attention to the fact that our Company is an Indian company and is subject to a legal and regulatory regime which in some respects may be different from that applicable in other countries. Investors should consult tax, financial and legal advisors about the particular consequences of an investment in the Equity Shares.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Accordingly, unless otherwise stated, the financial information used in this section is derived from our Financial Statements.

Internal Risks

- 1. We have had limited operations in the past and have not earned any revenue from operations in Fiscals 2019, 2018 and 2017 and there can be no assurance that we will commence operations or earn revenue from operations.***

Our Company was formed with the intention of holding the Surplus Land arising of the divestment of the erstwhile VSNL to Pantone. On account of a variety of operational, legal and other reasons, the divestment of the Surplus Land to our Company and the completion of divestment process, through the Scheme of Arrangement, did not materialize for a period of more than a decade and a half. On account of the above, our Company did not have, for any of the Fiscals 2019, 2018 and 2017, any operations and consequently, any revenue from operation.

In Fiscals 2019, 2018 and 2017, we had losses amounting to ₹1.32 million, ₹0.30 million and ₹0.10 million. Further, we have had negative net worth in each of Fiscals 2019 and 2018, to the amount of ₹(1.62) million and ₹(0.30) million.

Our Company has limited operational history and our primary assets are the Surplus Land held by us. There can be no assurance that we will be able to commence operations and generate revenue in a timely manner or at all. Failure to generate revenue from operations may limit our ability to become profitable.

- 2. The Surplus Land are not registered in the name of our Company. We may be required to undertake additional processes prior to being able to utilise the Surplus Land for any proposed objectives.***

As on date, the Surplus Land continue to be registered in the name of the erstwhile VSNL or its successor entity, TCL, including in the registers of various registrars, sub-registrars and other land records at the respective locations. While the Scheme of Arrangement has directed the transfer of all Surplus Land

recorded in the Scheme of Arrangement to our Company, including all title to such Surplus Land, we may be required to undertake additional compliances in order to transfer the Surplus Land to the name of our Company and to perfect our title to the Surplus Land.

Additionally, the Surplus Land constitute agricultural as well as mixed use lands. We may be required to seek consent of relevant authorities for change in use of the land, prior to being able to transfer or develop the same. There can be no assurance that any such approval, whether for recording of our name in the relevant land records or change in use, will be available to us, in a timely manner or at all.

Failure to perfect our title to the Surplus Land may impact our ability to transfer or develop any part of the Surplus Land and therefore we may be unable to derive any value from our holding of the Surplus Land. Imperfections in our title to the Surplus Land may also render us liable or susceptible to competing claims of title to the Surplus Land, which in turn may cause expenditure of additional time and money by our Company and TCL in defending or contesting any such claims.

3. *Our Surplus Land are subject to certain litigation and title disputes and any adverse determination of title in any such pending matter may adversely impact our assets and future profitability.*

Our Surplus Land are subjected to certain disputes with regard to title and other claims. If any of these claims are determined adversely against our Company or our interests, we may be required to relinquish claims to all or part of the Surplus Land or may be required to pay compensation to such claimants. Any such adverse determination would impact our ability to develop or transfer the Surplus Land and any amounts to be paid out may require additional infusion of funds from our Promoter or from other sources, which may not be available to us on commercially viable terms or at all.

Obtaining title guarantees in India is challenging as title records provide only for presumptive rather than guaranteed title of the land. Such land may involve irregularities in title, such as improperly executed or nonexecuted, unregistered or insufficiently stamped conveyance instruments in the chain of title of the relevant land, unregistered encumbrances in favour of third parties, rights of adverse possessors, ownership claims of family members of prior owners, and other defects which may not be revealed through our diligence and assessment. Further, the original title to such land may be fragmented and the land may have multiple owners and such information may not be publicly available or revealed through our diligence and assessment. As each transfer in a chain of title may be subject to any such or other defects, our title and/ or development right over such land may be subject to such irregularities that we are not aware of, and which our diligence and assessment exercise may not reveal. As a result, title to such land is subject to risks and potential liabilities arising from inaccuracy of such information. Such inaccurate information and any defects or irregularities of title may result in the loss of title or development rights over such land, and/ or the cancellation of our development plan in respect of such land.

We may not be able to assess or identify all the risks and liabilities associated with such land, such as faulty or disputed title, unregistered encumbrances or adverse possession rights. In addition, title insurance is not available in India to guarantee title or development rights in respect of land. The absence of title insurance, together with the challenges involved in verifying title to land, may increase our exposure to third party claims to such land. As a result, the uncertainty of title to land makes acquisition and real estate development projects more complex and may impede the transfer of title, expose us to legal disputes and adversely affect the valuation of the land involved. In addition, we may also face the risk of illegal encroachments on the land parcels owned by us. We may be required to incur additional costs and face delays in our project development schedule in order to clear such encroachments. Disputes relating to land title can take several years and considerable expense to resolve if they become the subject of legal proceedings and their outcome can be uncertain. If we are unable to resolve such disputes, the title to and/ or interest in, such land may be affected. An inability to obtain good title to any plot of land may adversely affect the development of a project for which such plot of land is critical and this may result in the write-off of expenses incurred in relation to such development. As a result, our business, financial condition and results of operations could be materially and adversely affected.

Further, in the event of any loss of contiguity of the land parcels constituting the Surplus Land on account of any adverse determination, we may not be able to maximise the value of the Surplus Land, or seek any premium that may be available for a single large parcel of land as compared to multiple smaller parcels. Failure to retain or acquire and provide such parcels of land may cause a delay or force us to

abandon or modify our development of Surplus Land. Additionally, we may be asked to pay premium amounts for acquiring certain large parcels of land. If we experience delay in or are unable to acquire the remaining undivided rights from other co-owners, we may not be able to develop such land. Accordingly, our inability to acquire or maintain and offer contiguous parcels of land may adversely affect our business prospects, financial condition and results of operations. For further details of the litigation involving the Surplus Land, see “*Outstanding Litigation and Material Developments*” on page 136.

4. ***Our Surplus Land have not been subjected to independently valued and we cannot assure you that our current estimates are accurate or that we would be able to obtain estimated amounts at all.***

Our Surplus Land were transferred to us pursuant to the Scheme of Arrangement from TCL, at book value. We have not sought any independent market determined valuation of the Surplus Land and any amounts presented in this Information is based on estimates of our management based on available information. We cannot assure you that our estimates are accurate or that any underlying assumption made by our management in arriving at such estimate is accurate or that any such estimate reflects the accurate current value of the Surplus Land.

Should any of the estimates or underlying assumptions prove to be incorrect, we may be required to re-evaluate the market value of the Surplus Land, which in turn may impact our ability to derive value from these Surplus Land.

5. ***A large portion of the Surplus Land is located in Pune and accordingly, our operations will be heavily dependent on the performance of, and the conditions affecting, the real estate markets in the Pune Metropolitan Region (“PMR”).***

Our largest parcel of Surplus Land, aggregating to 524 acres is currently located in the PMR. As a result, our business, financial condition and results of operations will be heavily dependent on the performance of, and the prevailing conditions affecting, the real estate markets in the PMR. The real estate markets in these regions may be affected by various factors outside our control, including prevailing local and economic conditions, changes in the supply and demand for properties comparable to those we develop, changes in the applicable governmental regulations, demographic trends, employment and income levels and interest rates, among other factors. These factors may contribute to fluctuations in real estate prices and the availability of land in the PMR and may adversely affect our business, financial condition and results of operations. These factors can also negatively affect the demand for and valuation of our Surplus Land.

Further, real estate projects take a substantial amount of time to develop. Should we decide to transfer the Surplus Land for any real estate project, the price at which we sell developed projects or the price we may realise from the sale of the Surplus Land are determined by factors mentioned above, which are out of our control. In the event we are forced to sell our future projects or the Surplus Land at costs lower than estimated, it may adversely affect our results of operations. Further, the real estate market, both for land and developed properties is relatively illiquid, which may limit our ability to respond promptly to changing market events. In the event the market conditions deteriorate and cause a sharp decline in real estate prices in the PMR, our business, financial condition and results of operations could be materially and adversely affected.

6. ***We may be unable to successfully identify suitable partners or customers for the Surplus Land, which may impede our growth and could also adversely affect our business prospects, financial conditions and results of operations.***

Our ability to identify suitable partners or customers for development of the Surplus Land is a vital element of our business and involves certain risks, including appropriate financial resources and creditworthiness. We will be required to carry out independent assessment processes for identification of potential partners or customers for the Surplus Land which may include a due diligence exercise to assess the creditworthiness of any potential partner or customer, prior experience in developing such projects, suitability for development, development potential and ability to market. Our assessment processes will be required to be based on information that is available or accessible to us either through publicly available means or our diligence and assessment exercises. There can be no assurance that such information is accurate, complete or updated. Any decision based on inaccurate, incomplete or outdated

information may result in certain risks and liabilities, which could adversely affect our business, financial condition and results of operations.

7. *The use of the Surplus Land will be as per the decisions of the Government of India and may not be at the discretion of our management, which in turn may affect our ability to realise maximum value from the Surplus Land.*

We are a government company in terms of the Companies Act and the President of India, acting through the Ministry of Housing and Urban Affairs is our Promoter. Accordingly, the usage of the Surplus Land, will not be entirely at the discretion of our management and may be subject to directions or guidelines issued by the Government of India.

The Government of India may choose to utilise the Surplus Land towards any number of projects and the considerations employed by the Government of India in the development or transfer of the Surplus Land may be guided by extra-commercial considerations or public policy considerations, which may require us to develop or transfer the Surplus Land or any part thereof at less than full market value. The matters that may be considered by the Government of India or the management of our Company in the utilization of the Surplus Land may not be in the best commercial interest of the shareholders of our Company. We cannot assure you that we will be able to derive full economic value from the Surplus Land or any value, which in turn may affect our future profitability and prospects.

8. *There may be a decrease in the price of land and/ or surplus of land and transferable development rights available for development.*

The availability of developable land, has been increasing across real estate markets in India and therefore, alternative or cheaper land as compared to the Surplus Land in each of the markets where we own Surplus Land poses substantial challenges.

Further, due to the stagnation in demand for land and real estate in the in connection with the development of residential, commercial and retail properties, we may experience high levels of competition in our attempt to develop or transfer the Surplus Land or any part thereof in the geographical areas in which we operate and the areas in which we anticipate operating in the future. This increased competition may result in surplus of suitable land that can be used for development and can depress the price of land. We may not be able to or may decide not to develop or transfer the Surplus Land or any part thereof due to various factors including price of land. Further, we may not be able to derive the full economic value of the Surplus Land, in the event of depressed land or real estate prices. Any such decrease in the price of land to be used for development could materially and adversely affect our business, prospects, financial condition and results of operations.

Further, we are subject to municipal planning and land use regulations in effect in cities in India, including Pune, which limit the final manner in which a specified land may be used, without seeking conversion, limit and the maximum square footage of completed buildings constructed on plots. TDRs granted by the relevant statutory authority provide a mechanism by which a person, who is unable to use the available FSI of his/ her plot for various reasons, is permitted to use the unused FSI on other properties in accordance with applicable regulations or transfer the unused FSI to a third party. If we are unable to dispose of any such TDRs at the expected price, then this may impact our ability to realise value from the Surplus Land. The price and availability of TDRs may have an adverse effect on our ability to develop or transfer the Surplus Land and consequently on our financial condition and results of operations.

In addition, the use and development of land is subject to regulations by various local authorities. For example, if a specific parcel of land has been deemed as agricultural land, no commercial or residential development is permitted without the prior approval of the local authorities. Such restrictions could lead to further limitation of development of the Surplus Land.

9. *We may enter into joint development agreements and similar agreements with third parties to develop the Surplus Land which may entail certain risks.*

We may enter into joint development agreements, joint venture arrangements, development management agreements, and similar arrangements with third parties for the development of some of the Surplus

Land and we, by virtue of such agreements, may cede development rights to a portion or all of the Surplus Land.

We may have limited ability to impose conditions on the developing agencies or joint venture partners, including for timely payment of consideration. In the event that we are unable to agree to commercially suitable terms or find joint venture or joint development partners who are unwilling to meet our commercial and other terms, we may be unable to develop or transfer the Surplus Land or portions thereof.

Moreover, development agreements that we enter into or the leases in respect of leasehold lands may impose certain liabilities and obligations on us or may be subject to fulfilment of certain conditions. For instance, in some cases, we may be required to obtain the necessary legal and regulatory approvals for the execution of a project.

We may enter into joint ventures and other similar arrangements with third parties for the joint development of the Surplus Land in the future. The terms of some of these agreements may require us and our partner to take the responsibility for different aspects of the project. For instance, we may be required to incur certain costs related to development of the project while our joint venture partner may be responsible for obtaining the regulatory approvals for the project. In the event that any of the conditions to which we are subject pursuant to the joint development agreements are not satisfied, the land may not be developed in a timely manner or at all.

The success of the development of the Surplus Land will be significantly dependent on the satisfactory performance by our joint development and joint venture partners. If these entities fail to perform their obligations satisfactorily, we may be required to make additional investments, become liable or responsible for the obligations of these entities in the project or be subject to litigation by such partners, which could result in reduced profits or, in some cases, significant losses and a diversion of our management's attention and time.

The inability of a joint development or joint venture partner to continue with a project due to financial or legal difficulties could mean that we would bear increased, or possibly sole, responsibility for the development of the relevant project. This may have a material adverse effect on our business, financial condition and results of operations.

10. *Changing laws, rules and regulations and legal uncertainties, including the withdrawal of certain benefits or adverse application of tax laws, may adversely affect our business, prospects and results of operations.*

In India, our business is governed by various laws and regulations including the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013, the RERA and the rules made thereunder, including state specific rules, the Maharashtra Tenancy and Agricultural Lands Act, 1948, the Maharashtra Land Revenue Code, 1966 and rules made thereunder, the Indian Stamp Act, 1899, the Maharashtra Regional and Town Planning Act, 1966, the Maharashtra Stamp Act, 1958, the Indian Registration Act, 1908, the Maharashtra Ownership of Flats (Regulation of the Promotion of Construction, Sale, Management and Transfer) Act, 1963, the Environment (Protection) Act, 1986 and the Consumer Protection Act, 1986.

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. The Government has introduced several incentives to promote the construction and development of affordable housing. For further information, see “*Statement of Tax Benefits*” on page 34. We may not be able to realize these benefits if there is a change in law or in interpretation of law resulting in the discontinuation or withdrawal of these tax benefits. There can also be no assurance that the Central Government or the State Governments may not implement new regulations and policies which will require us to obtain additional approvals and licenses from the governments and other regulatory bodies or impose onerous requirements and conditions on our operations. Any new regulations and policies and the related uncertainties with respect to the implementation of such new regulations may have a material adverse effect on all our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations.

The real estate sector may also be affected by regulatory changes of a general nature. For example, on November 8, 2016, Indian currency notes of denominations 500 and 1,000 ceased to be legal tender (barring specific exemptions for a limited time period). With effect from November 9, 2016, persons holding these currency notes were required to deposit them with bank branches and post offices or use them for only specified purposes. When new Indian currency notes of denominations 500 and 2,000 were subsequently introduced, the immediate impact of these measures was a decrease in cash liquidity in India which in turn negatively affected consumer spending.

This demonetization had a negative effect on the secondary market for residential properties, which in turn dampened demand in the primary market.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, prospects and results of operations. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect our business, prospects and results of operations.

11. *Our business and growth plan could be adversely affected by the incidence and change in the rate of property taxes and stamp duties.*

We are subject to the property tax regime in India. We are also subject to stamp duty for the agreement entered into in respect of the properties we buy and sell. These taxes could increase in the future, and new types of property taxes and stamp duties may be introduced which will increase our overall costs. If these property taxes and stamp duties increase, the cost of buying, selling and owning properties may rise. Additionally, if stamp duties were to be levied on instruments evidencing transactions which we believe are currently not subject to such duties, our acquisition costs and sale values may be affected, resulting in a reduction of our profitability. Any such changes in the incidence or rates of property taxes or stamp duties could have an adverse effect on our financial condition and results of operations.

For instance the Government of India, in the General Budget for Fiscal 2020 has allocated ₹7,510 million towards our Company, which is primarily for the payment of stamp duties on the Surplus Land which are transferred to us by way of the Scheme of Arrangement. There can be no assurance that we will continue to receive any support from our Promoter in the future or that we will have sufficient resources to fund taxation or other related government duties.

12. *We are subject to extensive government regulation and if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business, our business and results of operations may be adversely affected.*

Our operations are subject to extensive government regulation and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in the geographies in which we operate, generally for carrying out our business. For details of approvals relating to our business and operations, see “*Government and Other Approvals*” on page 141.

A majority of these approvals are granted for a limited duration. We cannot assure you that such approvals will be issued or granted to us in a timely manner, or at all. If we do not receive such approvals or are not able to renew the approvals in a timely manner, our business and operations may be adversely affected.

The approvals required by us are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged noncompliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur

increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

13. *Our inability to implement our business strategy or effectively sustain and manage our growth could have an adverse effect on our business, results of operations and financial condition.*

We cannot assure you that our growth strategies will be successful or that we will be able to commence operations or expand.

Our inability to manage our expansion effectively and execute our growth strategy in a timely manner, or within budget estimates or our inability to meet the expectations of our customers and other stakeholders could have an adverse effect on our business, results of operations and financial condition. Our future prospects will depend on our ability to grow our business and operations, which could be affected by many factors, general political and economic conditions in the geographies in which we operate, government policies or strategies in respect of specific industries and prevailing interest rates.

In order to manage our growth effectively, we must implement, upgrade and improve our operational systems, procedures and internal controls on a timely basis. If we fail to implement these systems, procedures and controls on a timely basis, or if there are weaknesses in our internal controls that would result in inconsistent internal standard operating procedures, we may not be able to meet our customers' needs, hire and retain new employees or operate our business effectively. Moreover, our ability to sustain our rate of growth depends significantly upon our ability to select and retain key managerial personnel, maintaining effective risk management policies and training managerial personnel to address emerging challenges.

We cannot assure you that our existing or future management, operational and financial systems, procedures and controls will be adequate to support future operations, or establish or develop business relationships beneficial to future operations. Failure to manage growth effectively could have an adverse effect on our business and results of operations.

14. *Our inability to protect or use our intellectual property rights may adversely affect our business.*

We expect our brand and intellectual property to become one of our assets in the near future. The measures we take to protect our intellectual property include relying on Indian and foreign laws and initiating legal proceedings, which may not be adequate to prevent unauthorized use of our intellectual property by third parties. If our trademarks or other intellectual property are improperly used, the value and reputation of our brands could be harmed. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our business, results of operations, cash flows and financial condition.

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights, which may force us to alter our offerings. We may also be susceptible to claims from third parties asserting infringement and other related claims. If similar claims are raised in the future, these claims could result in costly litigation, divert management's attention and resources, subject us to significant liabilities and require us to enter into potentially expensive royalty or licensing agreements or to cease certain offerings. Any of the foregoing could have an adverse effect on our business, results of operations, cash flows and financial condition.

15. *Non-compliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, results of operations and financial condition.*

We are subject to a broad range of safety, health, environmental, labour, workplace and related laws and regulations in the jurisdictions in which we operate, which impose controls on the disposal and storage of raw materials, noise emissions, air and water discharges; on the storage, handling, discharge and disposal of chemicals, employee exposure to hazardous substances and other aspects of our operations. The discharge of substances that are chemical in nature or of other hazardous substances into the air, soil or water beyond these limits may cause us to be liable to regulatory bodies and incur costs to remedy the damage caused by such discharges. Any of the foregoing could subject us to litigation, which may

increase our expenses in the event we are found liable, and could adversely affect our reputation. Additionally, the government or the relevant regulatory bodies may require us to shut down our facilities, which in turn could lead to product shortages that delay or prevent us from fulfilling our obligations to customers.

The adoption of stricter health and safety laws and regulations, stricter interpretations of existing laws, increased governmental enforcement of laws or other developments in the future may require that we make additional capital expenditures, incur additional expenses or take other actions in order to remain compliant and maintain our current operations. Complying with, and changes in, these laws and regulations or terms of approval may increase our compliance costs and adversely affect our business, prospects, results of operations and financial condition.

We are also subject to the laws and regulations governing relationships with employees in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. There is a risk that we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for our new products. We cannot assure you that we will not be involved in future litigation or other proceedings, or be held liable in any litigation or proceedings including in relation to safety, health and environmental matters, the costs of which may be significant.

16. *Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business and results of operations.*

As of March 31, 2019, we had a total outstanding borrowings of ₹10.00million. Our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated by our business. Our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of transactions, including any change in line of business or change in ownership, which could adversely affect our business and financial condition. In the event we breach any financial or other covenants contained in any of our financing arrangements or in the event we had breached any terms in the past which is noticed in the future, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs.

We may also be forced to sell some or all of our assets if we do not have sufficient cash or credit facilities to make repayments. Further, certain of our financing arrangements are due for renewal and we cannot guarantee that the facilities availed under such arrangements will be renewed on the previously agreed terms and conditions, or conditions which are not more onerous on us. Our failure to meet our obligations under the debt financing agreements could have an adverse effect on our business, results of operations and financial condition.

17. *We may suffer uninsured losses or experience losses exceeding our insurance limits, which may have a material adverse effect on our business, financial condition and results of operations.*

We currently do not maintain any insurance coverage. If we suffer physical damage from fire or other causes, it may result in losses. In addition, there are certain types of losses, such as those due to earthquakes, floods, other natural disasters, terrorism or acts of war, which may not be insurable at a reasonable premium. The proceeds of any insurance claim with respect to insurance that we have taken may be insufficient to cover any expenses faced by us including higher rebuilding costs as a result of inflation, environmental issues as well as other factors. Should an uninsured loss or a loss in excess of insured limits occur, we may remain liable for any debt or other financial obligation related to such loss. We cannot assure you that losses in excess of insurance proceeds will not occur in the future. In addition, any payments we make to cover any uninsured loss may have a material adverse effect on our business, financial condition and results of operations. If we suffer any losses, damages and liabilities in the course of our operations, we may not have sufficient insurance or funds to cover any such losses. In addition, any payment we make to cover any uninsured losses, damages or liabilities could have a material adverse effect on our business, financial condition and results of operations.

18. *We are dependent on a number of key personnel, including our senior management, and the loss of, or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.*

Our performance depends largely on the efforts and abilities of our senior management and other key personnel. We believe that the inputs and experience of our senior management and key managerial personnel are valuable for the development of business and operations and the strategic directions taken by our Company. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires.

19. *Any failure of our information technology systems could adversely affect our business and our operations.*

We have information technology systems that support our business processes, human resources, accounting and finance. These systems may be susceptible to outages due to fire, floods, power loss, telecommunications failures, natural disasters, break-ins and similar events. Effective response to such disruptions will require effort and diligence on the part of our third-party vendors and employees to avoid any adverse effect to our information technology systems. In addition, our systems and proprietary data stored electronically may be vulnerable to computer viruses, cybercrime, computer hacking and similar disruptions from unauthorized tampering. If such unauthorized use of our systems were to occur, data related to our product formulas, product development and other proprietary information could be compromised. The occurrence of any such events could adversely affect our business, interrupt our operations, subject us to increased operating costs and expose us to litigation.

20. *We have had negative cash flows in the past and may continue to have negative cash flows in the future.*

The following table sets forth our cash flow for the periods indicated:

(in ₹ Million)			
Particulars	Fiscal 2019	Fiscal 2018	Fiscal 2017
Net cash flow from operating activities	(2.08)	1.70	(1.96)
Net cash flow used in investing activities	(0.25)	(3.18)	(1.80)
Net cash flow used in financing activities	0.29	0.11	0.09
Net increase / (decrease) in cash and cash equivalents	(2.62)	(1.59)	(3.67)

Our inability to generate and sustain adequate cash flows from operations in the future could adversely affect our results of operations and financial condition. For further details, see “*Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 60 and 129, respectively. We cannot assure you that our net cash flows will be positive in the future.

21. *We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.*

We have entered into various transactions with related parties. For details on our related party transactions, see “*Financial Statements*” beginning on page 60.

We cannot assure you that we could not have achieved more favourable terms. It is likely that we may enter into related party transactions in the future. Such related party transactions may potentially involve conflicts of interest. We cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition.

22. *Fraud or improper conduct may delay the development of a project and adversely affect our business and results of operations.*

The real estate development market in India is not immune to the risks of fraud or improper practices. Projects provide opportunities for corruption, fraud or improper conduct, including bribery, deliberate poor workmanship, theft or embezzlement by employees, contractors or customers or the deliberate supply of low quality materials. If we or any other persons involved in any of the projects are the victim of

or involved in any such practices, our reputation or our ability to complete the relevant projects as contemplated may be disrupted, thereby adversely affecting our business and results of operations.

23. *Our Company's ability to pay dividends in the future will depend on our Company's earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our Company's financing arrangements.*

As on date, our Company has not adopted any formal dividend policy. In the past, we have not made dividend payments to the Shareholders of our Company. For further information, see "Dividend Policy" on page 59.

Our Company's ability to pay dividends in the future will depend on a number of factors, including but not limited to our earnings, capital requirements, contractual obligations, results of operations, financial condition, cash requirements, business prospects and any other financing arrangements, applicable legal restrictions and overall financial position of our Company. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013.

Our Board may also, from time to time, declare interim dividends from the profits of the Financial Year in which such interim dividend is sought to be declared. We may retain all future earnings, if any, for use in the operations and expansion of the business. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

24. *Our Registered and Corporate Office is not owned by us. In the event that we lose our rights to use or are required to renew or negotiate our leases, our cash flows, business, financial conditions and results of operations could be adversely affected*

Our Registered and Corporate Office has been made available to us by way of lease arrangements, and are not owned by us. Termination of the leave and license or lease or other relevant agreements in connection with premises which are not owned by us, or our failure to renew the same, on favourable conditions and in a timely manner, or at all, could require us to vacate such premises at short notice, and could adversely affect our business and financial condition. We cannot assure you that we will be able to renew any such arrangements when the term of the original arrangement expires, on similar terms or terms reasonable for us or that such arrangements will not be prematurely terminated (including for reasons that may be beyond our control). Further, any adverse impact on the title, ownership rights, development rights of the owners from whose premises we operate or breach of the contractual terms of any lease, leave and license agreements may materially affect our business operations.

25. *We will continue to be controlled by our Promoter after the completion of the listing.*

After the completion of the listing, our Promoter will hold majority of our outstanding Equity Shares. As a result, our Promoter will continue to exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. The interest of our Promoter could also conflict with our interests and interests of our other Shareholders, and they may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholders. We cannot assure you that our Promoter will act to resolve any conflicts of interest in our favour, and they may take actions that are not in the best interests of our Company or our other Shareholders. Further, we cannot guarantee that our Promoter will act in our interest while exercising their rights.

26. *Some of the agreements entered into by us may not be adequately stamped or may not have been registered, which may adversely impact us.*

Some of the agreements entered into by us may not be adequately stamped or may not have been registered. While the failure to stamp a document does not affect the validity of the transaction embodied therein, it renders the document inadmissible in evidence in India (unless stamped prior to enforcement with payment of requisite penalties, which may be up to 10 times the stamp duty payable, and other such fees that may be levied by the authorities). Further, documents which are insufficiently stamped are

capable of being impounded by a public officer. Moreover, the failure to register an agreement may, in certain circumstances, render such documents inadmissible in evidence in India. We cannot assure you that such agreements, which are inadequately stamped or that have not been registered, can be enforced by us. In addition imposition of penalties by the authorities on us for inadequate stamping of such agreements may have a material adverse effect on our business, financial condition and results of operations.

External Risk Factors

27. *A slowdown in economic growth in India could adversely affect our business, results of operations, financial condition and cash flows.*

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the countries in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, financial condition and cash flows. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

28. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance.*

Our business and financial performance could be adversely affected by unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to “*Regulations and Policies*” on page 45 for details of the laws currently applicable to us.

There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavorable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

Further, on November 8, 2016 the Department of Economic Affairs, Ministry of Finance, Government of India through a notification declared that bank notes of denominations of the series of the value of five hundred rupees and one thousand rupees shall cease to be legal tender. This new regulation could result in reduction of liquidity in the economy and may have an impact on various sectors, which may include sectors such as home and personal care products. As a result, such changes or interpretations could have an adverse effect on our business and our financial results.

29. ***The preparation requirement and presentation format of financial statements of our Company subsequent to the listing of its Equity Shares will not be in the same manner and same format as being prepared and presented for this Information Memorandum.***

Our historical audited financial statements have been prepared in accordance with the Companies Act and Indian GAAP, are prepared in accordance with the Companies Act and Indian GAAP. In accordance with the revised roadmap for the implementation of Ind AS (on a voluntary as well as mandatory basis) for companies other than banking companies, insurance companies and non-banking finance announced by the Ministry of Corporate Affairs, Government of India (the “MCA”) through its press release dated January 2, 2015, we will be required to prepare and present our audited financial statements for future periods in accordance with the Companies Act and Ind AS. Further, if our Equity Shares are listed successfully on the Stock Exchanges, we will be required to prepare and present our annual and interim financial information in accordance with the Companies Act, Ind AS, SEBI Listing Regulations and the circulars issued by SEBI from time to time. The preparation requirement and the presentation format prescribed under the SEBI Regulations for our Restated Financial Statements differs in certain respects from the preparation requirements and presentation formats that we will be required to comply with post-listing of the Equity Shares, being the Companies Act, Ind AS, SEBI Listing Regulations and the circulars issued by SEBI from time to time. Accordingly, the preparation and presentation of our financial statements post-listing of the Equity Shares may be not be comparable with, or may be substantially different from, the Restated Financial Statements included in this Information Memorandum.

30. ***Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition, cash flows and results of operations.***

The Financial Statements included in this Information Memorandum have been prepared in accordance with Indian GAAP and the applicable provisions of Companies Act. No attempt has been made to reconcile any of the information given in this Information Memorandum to any other principles or to base the information on any other standards.

There are significant differences between Indian GAAP, Ind AS and IFRS. Accordingly, the degree to which the financial statements included in this Information Memorandum will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian GAAP and Ind AS. Persons not familiar with Indian GAAP and Ind AS should limit their reliance on the financial disclosures presented in this Information Memorandum.

If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Information Memorandum should accordingly be limited. In making an investment decision, investors must rely upon their own examination of us and the financial information contained in this Information Memorandum.

31. ***We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could in turn adversely affect our business.***

The Competition Act was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the CCI to separate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties.

Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Central Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or

amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We are not currently party to any outstanding proceedings, nor have we received notice in relation to noncompliance with the Competition Act or the agreements entered into by us.

However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, financial condition, results of operations and prospects.

32. ***If acts of terrorism and other similar threats to security, communal disturbances or riots erupt in India, or if regional hostilities increase, this would adversely affect the Indian economy, and our business, results of operations and cash flows.***

India has experienced communal disturbances, terrorist attacks and riots in the past. If such events recur, our operational and marketing activities may be adversely affected, resulting in a decline in our income. The Asian region has from time to time experienced instances of civil unrest and hostilities among neighboring countries, including those between India and Pakistan. Hostilities and tensions may occur in the future and on a wider scale. Military activity or terrorist attacks in India, as well as other acts of violence or war could influence the Indian economy by creating a perception that investments in India involve higher degrees of risk. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.

33. ***Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.***

Inflation is typically impacted by factors such as governmental policies, regulations, commodity prices, liquidity and global economic environment. Any change in the government or a change in the economic and deregulation policies could adversely affect the inflation rates. Continued high rates of inflation may increase our costs such as salaries, travel costs and related allowances, which are typically linked to general price levels. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

34. ***The occurrence of natural or man-made disasters may adversely affect our business, results of operations and financial condition.***

The occurrence of natural disasters, including hurricanes, floods, tsunamis, earthquakes, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, may adversely affect our financial condition or results of operations. The potential impact of a natural disaster such as the H5N1 "avian flu" virus, or H1N1, the swine flu virus, MERS (Middle East Respiratory Syndrome), Zika, the mosquito virus, on our results of operations and financial position is speculative, and would depend on numerous factors. Although the long-term effect of such diseases cannot currently be predicted, previous occurrences of avian flu, swine flu, MERS and Zika had an adverse effect on the economies of those countries in which they were most prevalent. In the case of any of such diseases, should the virus mutate and lead to human-to-human transmission of the disease, the consequence for our business could be severe. An outbreak of a communicable disease in India or in the particular region in which we have projects would adversely affect our business and financial conditions and the result of operations. We cannot assure prospective investors that such events will not occur in the future or that our business, results of operations and financial condition will not be adversely affected.

35. *A significant change in the Government's economic liberalization and deregulation policies could disrupt our business.*

We are incorporated in India and all of our assets are located in India. Consequently, our performance and liquidity of the Equity Shares is affected by changes in exchange rates and controls, interest rates, Government policies, taxation, social and ethnic instability and other political and economic developments affecting India. The Government has traditionally exercised and continues to exercise a dominant influence over many aspects of the economy. Our business and the market price and liquidity of the Equity Shares may be affected by changes in exchange rates and controls, interest rates, changes in Government policy, taxation, social and civil unrest and political, economic or other developments in or affecting India. In recent years, India has been following a course of economic liberalization and our business could be significantly influenced by economic policies followed by the Government. Further, our businesses are also impacted by regulation and conditions in the various states in India where we operate. There can be no assurance as to the policies a new elected government will follow or that it will continue the policies of the outgoing government. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well. A significant change in India's economic liberalization and deregulation policies, in particular, those relating to our business, could disrupt business and economic conditions in India generally and our business in particular.

36. *Financial instability, economic developments and volatility in securities markets in other countries may also cause a decline in the price of the Equity Shares.*

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Financial turmoil in Europe and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Recently, the currencies of a few Asian countries including India suffered depreciation against the US Dollar owing to amongst other, the announcement by the US government that it may consider reducing its quantitative easing measures. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, prospects, future financial performance and the prices of the Equity Shares.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Since September 2008, liquidity and credit concerns and volatility in the global credit and financial markets increased significantly with the bankruptcy or acquisition of, and government assistance extended to, several major US and European financial institutions. These and other related events, such as the European sovereign debt crisis, have had a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in global credit and financial markets. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets.

However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current difficult conditions in the global credit markets continue or if there is any significant financial disruption, such conditions could have an adverse effect on our business, prospects, future financial performance and the trading price of the Equity Shares.

37. *Our performance is linked to the stability of policies and the political situation in India. Any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could adversely affect our business, our results of operations and could also affect the trading price of our shares.*

The Government has pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares. There is no assurance that

these liberalization policies will continue if there is a change in political climate. Protests against privatization could slow-down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the chemicals sector, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. Further, if there is any political unrest or political instability or change of policies as a result of the introduction of any new political regime in India, which is not in advancement of the chemicals sector or in furtherance of our business activities, then our business, results of operations and financial position may be adversely affected.

38. *Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.*

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our capital expenditure plans, business and financial performance and the price of our Equity Shares.

39. *A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could adversely impact us. A rapid decrease in reserves would also create risk of higher interest rates and a consequent slowdown in growth.*

Flows to foreign exchange reserves can be volatile, and past declines may have adversely affected the valuation of the Rupee. There can be no assurance that India's foreign exchange reserves will not decrease in the future. Further, a decline in foreign exchange reserves, as well as other factors, could adversely affect the valuation of the Rupee and could result in reduced liquidity and higher interest rates, which could adversely affect our business, financial condition, results of operations and cash flows.

40. *Investors in the Equity Shares may not be able to enforce a judgment of a foreign court against us, our directors or executive officers.*

Our Company is incorporated under the laws of India. Our Company's assets are located in India and substantially all of our Company's Directors and Key Management Personnel are residents of India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India.

Recognition and enforcement of foreign judgments is provided for under Section 13 of the CPC on a statutory basis. Section 13 of the CPC provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the CPC, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the CPC, such presumption may be displaced by proving that the court did not have jurisdiction.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Section 44A of the CPC provides that where a foreign judgment has been rendered by a superior court, within the meaning of that Section, in any country or territory outside of India which the Central Government has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the CPC is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalties.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action was brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy or Indian practice. It is uncertain as to whether an Indian court would enforce foreign

judgments that would contravene or violate Indian law. However, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI under the Foreign Exchange Management Act, 1999, to execute such a judgment or to repatriate any amount recovered.

41. *Financial difficulty and other problems in certain long-term lending institutions and investment institutions in India could have a negative impact on our business.*

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is referred to as “systemic risk,” may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with whom we interact on a daily basis. Our transactions with these financial institutions expose us to credit risk in the event of default by the counter party, which can be exacerbated during periods of market illiquidity. As the Indian financial system operates within an emerging market, we face risks of a nature and extent not typically faced in more developed economies, including the risk of deposit runs notwithstanding the existence of a national deposit insurance scheme. The problems faced by individual Indian financial institutions and any instability in or difficulties faced by the Indian financial system generally could create adverse market perception about Indian financial institutions and banks. This in turn could adversely affect our business, financial condition, results of operations and cash flows.

42. *The Equity Shares have never been publicly traded, and, after listing, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop.*

There has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the listing. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

43. *Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.*

Capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if securities transaction tax (“STT”) has been paid on the transaction. STT will be levied on and collected by an Indian stock exchange on which the equity shares are sold. As such, any gain realized on the sale of equity shares held for more than 12 months by an Indian resident, which are sold other than on a recognized stock exchange and as a result of which no STT has been paid, will be subject to capital gains tax in India. Further, any gain realized on the sale of equity shares held for a period of 12 months or less will be subject to capital gains tax in India. Capital gains arising from the sale of equity shares will be exempt from taxation in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of equity shares.

44. *Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us and any sale of Equity Shares by our Promoter may dilute your shareholding and adversely affect the trading price of the Equity Shares.*

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue

additional Equity Shares. The disposal of Equity Shares by our Promoter, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares.

SECTION IV: INTRODUCTION

GENERAL INFORMATION

Our Company was incorporated on January 17, 2005 at New Delhi as a public limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated February 17, 2005 issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana (“RoC”). There have been no changes to the name of our Company since incorporation.

For further details, please see “*History and Certain Corporate Matters*” on page 49 and for details of the business of our Company, please see “*Our Business*” on page 40.

Registered Office

Room No. 144, C-Wing
Nirman Bhawan, Maulana Azad Road
New Delhi 110 001
Tel: +91 11 2306 1325 / 1444
Email: info@hpil.co.in
Website: www.hpil.co.in
Corporate Identity Number: U70101DL2005GOI132162
Registration Number: 132162

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies, NCT of Delhi & Haryana, situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi 110019, India.

Board of Directors

The Board of our Company comprises the following:

Name	Designation	DIN	Address
Ms. DThara	Managing Director	01911714	6A, Block/ Tower No. 4, Quarter No. A-6, Sixth Floor, New Moti Bagh, New Delhi 110021
Mr. C V Manoj Kumar	Director	00024990	C-504, Silicon Tower, Plot No-46, Sector-30A, Vashi, Navi Mumbai 400705
Mr. Amit Kataria	Director	06927158	D-II/221 Vinay Marg, Chanakya Puri, New Delhi 110021

For further details of our Directors, please see “*Our Management*” on page 54.

Company Secretary and Compliance Officer

Ms. Lubna is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

Ms. Lubna

Room No. 144, C-Wing,
Nirman Bhawan, Maulana Azad Road
New Delhi 110 001
Tel: +91 11 2306 1325
Email: info@hpil.co.in

Auditor to our Company

S C A N R & Co.
Chartered Accountants

F-6, Office No. 305, 3rd Floor
Lotus Tower, Vijay Block
Laxmi Nagar
Delhi 110 092
Tel: +91 88821 99369
Email id: caankitdhanuka@gmail.com
Contact person: Ankit Dhanuka
Registration Number: 015661N

Changes in auditors

The following are the details of the changes to the auditors of our Company in the past three financial years:

Auditor	Resignation/Appointment	Date of resignation/Appointment	Reason
AEPN & Associates	Resignation	August 9, 2019	As per directions of CAG
S C A N R & Associates	Appointment	August 9, 2019	As per directions of CAG

Filing

A copy of the Draft Information Memorandum and this Information Memorandum has been filed with BSE and NSE.

Authority for Listing

In accordance with the Scheme of Arrangement, the Equity Shares of our Company issued pursuant to the Scheme of Arrangement shall be listed and admitted to trading on the Stock Exchanges. Such admission and listing is not automatic and will be subject to fulfilment of the respective listing criteria of BSE and NSE by our Company and also subject to such other terms and conditions as may be prescribed by the Stock Exchanges at the time of the application made by our Company to the Stock Exchanges for seeking approval for listing.

Eligibility Criteria

There being no initial public offering or rights issue, the eligibility criteria prescribed under the SEBI ICDR Regulations is not applicable. However, SEBI vide its letter no. CFD/DIL-1/YJ/KB/733/2019 dated January 8, 2019, granted relaxation of Rule 19(2)(b) of the SCRR to our Company pursuant to an application made by our Company to SEBI under sub - rule (7) of Rule 19 of the SCRR as per the SEBI Circular SEBI/CFD/DIL3/CIR/2017/21. Our Company has submitted the Draft Information Memorandum and this Information Memorandum, containing information about our Company, making disclosures in line with the disclosure requirement for public issues, as applicable to BSE and NSE and the Information Memorandum shall be made available to public through the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com. Our Company shall also make the Information Memorandum available on its website at www.hpil.com. Our Company shall also publish an advertisement in the newspapers containing the details in terms of Annexure A Part III (A) para 2 sub-clause 5 of the SEBI Circular. The advertisement shall draw specific reference to the availability of the Information Memorandum on our Company's website.

General Disclaimer from our Company

Our Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisements to be published in terms of Annexure A Part III (A) para 2 sub-clause 5 of the SEBI Circular or any other material issued by or at the instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by our Company to the public at large and no selective or additional information would be available for a section of the investors in any manner.

CAPITAL STRUCTURE

Our Company's Equity Share capital, as on the date of this Information Memorandum, is set forth below:

		<i>(in ₹, except share data)</i>
		Aggregate Value at Face Value
A	AUTHORISED SHARE CAPITAL^(a)	
	9,000,000,000 equity shares of ₹10 each ("Equity Shares")	90,000,000,000
	1,000,000,000 preference shares of ₹10 each	10,000,000,000
B	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL	
	285,000,000 Equity Shares	2,850,000,000

Notes to Capital Structure

1. Share capital build-up of our Company

(a) History of Equity Share capital of our Company

- (i) 50,000 Equity Shares were allotted to the following persons for cash at face value as initial subscription to the MoA, there have been no allotments of Equity Shares by our Company:

Name	Number of Shares
Kalpataru Tripathi	10,000
Bithika Anand	10,000
Madhurima Mukherjee	10,000
Anirudh Das	5,000
Jantin Aneja	5,000
Gunjan Shah	5,000
Manu Nair	5,000
Total	500,000

- (ii) The 50,000 Equity Shares allotted to the subscribers to our MoA were cancelled and 285,000,000 Equity Shares were allotted as fully paid up on February 18, 2020 to the shareholders of Tata Communications Limited in the ratio of one Equity Share for every one equity share of Tata Communications Limited held as on the record date, that is September 18, 2019.

Upon the Scheme of Arrangement becoming effective and as an integral part of the Scheme of Arrangement, such number of Equity Shares as are issued and allotted to Panatone or its group companies by our Company, pursuant to Clause 5.1 of the Scheme of Arrangement, in respect of Panatone owning 25% of the subscribed equity capital of our Company, shall, subsequent to their allotment to Panatone or its group companies and upon our Company being listed on the recognized stock exchanges, be transferred, to the Government of India. Such transfer shall be effected within 30 business days of listing and trading of the Equity Shares of our Company.

Upon the Scheme of Arrangement becoming effective and as an integral part of the Scheme of Arrangement, such number of shares as are issued and allotted to Panatone or its group companies by our Company, pursuant to Clause 5.1 of the Scheme of Arrangement, in respect of Panatone owning 20% of the subscribed equity capital of our Company, shall, subsequent to their allotment to Panatone or its group companies and upon our Company being listed on the recognized stock exchanges, be transferred, in order to give effect to the terms and conditions of the Letter of Offer, without any further act or deed and at no cost to Panatone or its group companies, in a proportionate manner, to those public shareholders of TCL (or their legal heirs/successors) whose shares were acquired by Panatone pursuant to the open offer made vide the Letter of Offer in accordance with the terms set out in Part IV of the Scheme of Arrangement. As such, the exact bifurcation of the public shareholding will be known post listing of shares of our Company.

(b) Equity Shares issued for consideration other than cash

Other than 285,000,000 Equity Shares allotted pursuant to the Scheme of Arrangement, no Equity Shares have been issued by our Company for consideration other than cash on the date of this Information Memorandum.

2. Shareholding Pattern of our Company

The table below presents the equity shareholding of our Company, prior to allotment, post allotment of Equity Shares pursuant to the Scheme of Arrangement and post-transfer of the shareholding of TCL to our Promoter in terms of the Scheme of Arrangement:

		Pre-arrangement shareholding- as on Record Date		Post-arrangement shareholding – as on date of allotment of shares (Prior to transfer)*		Post-arrangement shareholding – as on date of allotment of shares (Post transfer)*	
		No. of shares	% of shares	No. of shares	% of shares	No. of shares	% of shares
(A)	Shareholding of Promoter and Promoter Group						
1	Indian						
(a)	Individuals/ Hindu Undivided Family	-	-	-	-	-	-
(b)	Central Government/ State Government(s)	25,560	51.12	7,4446,885	26.12	145,696,885	51.12
(c)	Bodies Corporate	-	-	139,260,493	48.87	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-
(e)	Any Others(Specify)	-	-	-	-	-	-
	Sub Total(A)(1)	25,560	51.12	213,707,378	74.99	145,696,885	51.12
2	Foreign						
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-	-	-
B	Bodies Corporate	-	-	-	-	-	-
C	Institutions	-	-	-	-	-	-
D	Any Others(Specify)	-	-	-	-	-	-
	Sub Total(A)(2)	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	25,560	51.12	213,707,378	74.99	145,696,885	51.12
(B)	Public shareholding						
1	Institutions						
(a)	Mutual Funds/ UTI	-	-	3,403	0.00	-	-

		Pre-arrangement shareholding- as on Record Date		Post-arrangement shareholding – as on date of allotment of shares (Prior to transfer)*		Post-arrangement shareholding – as on date of allotment of shares (Post transfer)*	
		No. of shares	% of shares	No. of shares	% of shares	No. of shares	% of shares
(b)	Financial Institutions / Banks	-	-	1,690	0.00	-	-
(c)	Central Government/ State Government(s)	-	-	765,170	0.27	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-
(e)	Insurance Companies	-	-	4,132,169	1.45	-	-
(f)	Foreign Institutional Investors	-	-	51,746,693	18.16	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-
(h)	Any Other (specify)	-	-	-	-	-	-
	Sub-Total (B)(1)			56,649,125	19.88	-	-
B 2	Non-institutions						
(a)	Bodies Corporate (Including Foreign Bodies Corporates)	24,440	48.88	1,439,263	0.51	-	-
(b)	Individuals					-	-
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs.2 lakhs	-	-	10,001,038	3.51	-	-
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	-	-	796,564	0.28	-	-
(c)	Any Other (specify)					-	-
	i. NBFCs registered with RBI	-	-	75,219	0.03	-	-
	ii. Clearing Members	-	-	677,784	0.24	-	-
	iii. Employees	-	-	9,672	0.00	-	-
	iv. HUF	-	-	431,008	0.15	-	-
	v. Limited Liability Partnership (LLP)	-	-	36,984	0.01	-	-
	vi. Non-resident Indian (NRI)	-	-	1,102,514	0.39	-	-
	vii. Trusts	-	-	1,000	0.00	-	-

		Pre-arrangement shareholding- as on Record Date		Post-arrangement shareholding – as on date of allotment of shares (Prior to transfer)*		Post-arrangement shareholding – as on date of allotment of shares (Post transfer)*	
		No. of shares	% of shares	No. of shares	% of shares	No. of shares	% of shares
	viii. QIB Insurance	-	-	17,956	0.01	-	-
	ix. IEPF	-	-	54,495	0.02	-	-
	x. Others	-	-	-	-	139,303,115	48.87
	Sub-Total (B)(2)	24,440	48.88	14,643,497	5.15	139,303,115	48.87
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	24,440	48.88	71,292,622	25.01	139,303,115	48.87
	TOTAL (A)+(B)	50,000	100	285,000,000	100	285,000,000	100
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	50,000	100	285,000,000	100	285,000,000	100

* Notes:

1. Upon the Scheme of Arrangement becoming effective and as an integral part of the Scheme of Arrangement, such number of Equity Shares as are issued and allotted to Panatone or its group companies by our Company, pursuant to Clause 5.1 of the Scheme of Arrangement, in respect of Panatone owning 25% of the subscribed equity capital of our Company, shall, subsequent to their allotment to Panatone or its group companies and upon our Company being listed on the recognized stock exchanges, be transferred, to the Government of India. Such transfer shall be effected within 30 business days of listing and trading of the Equity Shares of our Company.
2. Upon the Scheme of Arrangement becoming effective and as an integral part of the Scheme of Arrangement, such number of shares as are issued and allotted to Panatone or its group companies by our Company, pursuant to Clause 5.1 of the Scheme of Arrangement, in respect of Panatone owning 20% of the subscribed equity capital of our Company, shall, subsequent to their allotment to Panatone or its group companies and upon our Company being listed on the recognized stock exchanges, be transferred, in order to give effect to the terms and conditions of the Letter of Offer, without any further act or deed and at no cost to Panatone or its group companies, in a proportionate manner, to those public shareholders of TCL (or their legal heirs/successors) whose shares were acquired by Panatone pursuant to the open offer made vide the Letter of Offer in accordance with the terms set out in Part IV of the Scheme of Arrangement. As such, the exact bifurcation of the public shareholding will be known post listing of shares of our Company.

3. Major shareholders

- (a) Our major shareholders as of 2 years, 1 year, 10 days prior to the date of the Information Memorandum is as below:

Sl. No.	Name	Number of Equity Shares held	% of total capital
1.	PanatoneFinvest Limited	24,440	48.88
2.	Joint Secretary (A, L&E)*	10,000	20.00
3.	Land and Development Officer*	10,000	20.00
4.	Dy. Land and Development Officer-IV*	2,777	5.55
5.	Dy. Land and Development Officer-II*	2,777	5.55
6.	Dy. Land and Development Officer-I*	2,777	5.55
7.	Dy. Land and Development Officer-III*	1	Negligible
8.	Dy. Land and Development Officer-V*	1	Negligible
9.	Dy. Land and Development Officer-VI*	1	Negligible
10.	Engineer Officer*	1	Negligible
11.	Superintendent (Lease II-A)*	1	Negligible
Total		50,000	100.00

* As nominees of the President of India (acting through the Ministry of Housing and Urban Affairs)

- (b) Our major shareholders as on date of the Information Memorandum is as below:

Sl. No.	Name	Number of Equity Shares held	% of total capital
1.	PanatoneFinvest Limited	99,172,854	34.80
2.	President of India	74,446,885	26.12
3.	Tata Sons Private Limited	40,087,639	14.06
4.	East Bridge Capital Master Fund I Ltd.	16,187,435	5.68
5.	Fidelity Investment Trust Fidelity Series Emerging Markets Fund	5,529,627	1.94
6.	Government Pension Fund Global	4,704,803	1.65
7.	Baron Emerging Markets Fund	3,899,148	1.36
8.	Amansa Holdings Private Limited	3,313,854	1.16
9.	Rekha Rakesh Jhunjhunwala	2,500,000	0.88
10.	WF Asian Reconnaissance Fund Limited	2,196,500	0.77
Total		252,038,745	88.42

4. As on date, our Company has[●]shareholders.

5. Other Confirmations

- (a) None of our Directors or KMPs hold any Equity Shares in our Company
- (b) Our Promoter, The President of India (acting through the Ministry of Housing and Urban Affairs), will be allotted Equity Shares pursuant to the Scheme of Arrangement. As on date, our Promoter does not hold any Equity Shares of our Company, though, Equity Shares representing 71,250,000 Equity Shares (to the extent of 25% of our issued and paid up capital) are to be transferred to our Promoter in terms of the Scheme of Arrangement.

- (c) As on the date of this Information Memorandum, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares.
- (d) Except, the allotment of the Equity Shares pursuant to the Scheme, no Equity Shares have been issued pursuant to a scheme approved under Sections 391-394 of the Companies Act, 1956 or Sections 230 to 232 of the Companies Act, 2013.
- (e) Our Company has not had an employee stock option scheme since incorporation.
- (f) Our Company has not issued any Equity Shares out of revaluation reserves.
- (g) Our Company, our Directors and our Promoter have not entered into any buy-back, standby or similar arrangements to purchase Equity Shares from any person.
- (h) There shall be only one denomination of Equity Shares, subject to applicable regulations and our Company shall comply with such disclosure and accounting norms, specified by SEBI from time to time.
- (i) Other than pursuant to the Scheme, the Promoter and/or our Directors and their relatives, have not purchased or sold or financed, directly or indirectly, any Equity Shares from the Appointed Date, being March 30, 2018, till the date of submission of this Information Memorandum.
- (j) There are/have been no financing arrangements whereby any of our Directors and their relatives have financed the purchase by any other person of securities of our Company from the Appointed Date, being March 30, 2018, till the date of submission of this Information Memorandum.
- (k) There shall be no further issue of capital by our Company whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of approval of the Scheme of Arrangement till listing of the Equity Shares allotted as per the Scheme of Arrangement.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF TAX BENEFITS

Date: February 14, 2020

To,

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

Dear Sir/Madam,

Sub: Statement of possible special Income Tax benefits available to Hemisphere Properties India Limited and its shareholders prepared in accordance with the requirements under Schedule VI Part A - Clause (9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended.

We, **S C A N R & Co.**, the independent statutory auditors of the Hemisphere Properties India Limited ("the Company"), hereby confirm that the enclosed statement is in connection with (i) the special tax benefits available to the Company and the shareholders of the Company, under the Income Tax Act, 1961, as amended (the "**Act**"), presently in force in India, and the Finance Act, 2019, each as amended, i.e. applicable for financial year 2019-2020, relevant to the assessment year 2020-2021 presently in force in India as on the date of this certificate in the enclosed statement at **Annexure I**.

The Company did not have any subsidiaries as on the date of this certificate.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the possible tax benefits is dependent upon fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company may or may not choose to fulfil.

The benefits discussed in the enclosed **Annexure I** are not exhaustive. Further, the preparation of the **Annexure I** and its contents is the responsibility of the management of the Company. We were informed that this statement is only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of investment in the equity shares of the Company.

We do not express any opinion or provide any assurance as to whether:

- (1) The Company or its shareholders will continue to obtain these benefits in future; or
- (2) The conditions prescribed for availing the benefits have been/ would be met with.
- (3) The revenue authorities/courts will concur with the views expressed therein

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. We confirm that the information in this certificate is true and correct and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context.

This certificate may be relied upon by the Company and any advisors appointed in relation to the proposed listing of the equity shares of the Company on the stock exchanges. We hereby consent to extracts of, or reference to, this certificate being used in the draft information memorandum, final information memorandum or any other documents in connection with the proposed listing of Equity Shares (collectively, the "**Documents**"). We also consent to the submission of this certificate as may be necessary, to any regulatory authority and/or for the records to be maintained by the Company or its advisors in connection with the proposed listing of equity shares and in accordance with applicable law.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Documents.

Yours faithfully

For S C A N R & Co.
Chartered Accountants
FRN: 015661N

CA Ankit Dhanuka
Partner
M. No. 530859
Place : New Delhi
UDIN :

Encl: Annexure I (Statement of tax benefits)

Annexure I

Statement of Possible Special Income Tax Benefits available to the Company and its Shareholders under the applicable Tax Laws in India

Outlined below are the possible special Income tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 ("the Act") as amended by the Finance Act 2019, i.e. applicable for the financial year 2019-20 relevant to the assessment year 2020-21, presently in force in India.

I. Special Income tax benefits available to Shareholders

Dividend income of shareholders is exempt from income tax under section 10(34) read with Section 115-O of the Act. As per the provisions of Section 14A of the Income Tax Act, no deduction is allowed in respect of any expenditure incurred in relation to such dividend income to be computed in accordance with the provisions contained therein. Also, Section 94(7) of the Income Tax Act provides that losses arising from the sale/transfer of shares purchased upto three months prior to the record date and sold or transferred within three months after such date, will be disallowed to the extent dividend income on such shares are claimed as tax exempt by the shareholders.

II. Special TDS benefits to the Company

As per Section 196 of Income tax Act, no TDS is to be deducted on any payment of Interest or dividend payable to Government, Reserve Bank of India or a corporation established by or under a Central Act which is under any law for the time being in force.

SECTION V: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information presented in this section has been extracted from statistics, reports and publicly available information. This data and the projections of future data have not been prepared or independently verified by us or any of our affiliates or advisors.

The information in this section is derived from reports of various government agencies, market research reports and other publicly available sources. This data may have been reclassified by us for the purpose of presentation. Neither we nor any other person connected with the Company has verified this information. Industry reports and publications generally state that their accuracy, adequacy or completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and investment decisions should not be based on such information. Accordingly, prospective investors are advised not to unduly rely on the information in this section when making their investment decisions.

In this section, all references to a particular year are to the 12-month period ended December 31 of that year and all references to a particular fiscal year are to the 12-month period ended March 31 of that year.

INDIA'S ECONOMIC OVERVIEW

The Indian Economy is the fastest growing major economy in the world. India's Gross Domestic product (GDP) in USD terms surpassed that of the UK in December 2016 and is forecasted to surpass that of Germany by 2022. India's GDP has grown at a CAGR of 8.2% (1990 to 2018) despite periodic economic upheavals. The United States Department for Agriculture Economic Research Service (USDA) based on World Bank and IMF data has forecasted India's GDP growth rate at 7.45% for Fiscal 2020. India's GDP in calendar year 2018 is estimated to be about USD 2.8 trillion.

As per the report published in April 2018 by the Ministry of Commerce & Industry, the Consumer Price Index (also known as the Retail Inflation) has eased from 10.9% in December 2013 to 2.9% in April 2019 as per the RBI Database on Indian Economy, April 2019. The RBI further lowered retail inflation projection to 2.7% to 3.2% for the second half of fiscal 2020, owing to normal monsoon and moderate food prices.

India jumped 23 places and was ranked 77 in the Ease of Doing Business Ranking, 2019 by the World Bank which reflected the government's pro-business stance to create a conducive environment for businesses to operate in the country. India's rating was upgraded to Baa2 with a stable outlook by Moody's, and changed the outlook from 'stable' to 'positive' in 2017 and has retained the rating till date. Further improvement in the rating will now depend on the policies that the new government will implement to boost the economy. India was also ranked 16 in the A.T. Kearney Foreign Direct Investment Confidence Index, 2019. China, which was ranked 7, was the only developing country with better ranking than India in this Index.

ADVANTAGES FOR INDIA

Over the past few years, the government has supported in the development of India and promoted business opportunities within the country, including various policies made and initiatives, such as relaxation in Foreign Direct Investments (FDI) limits, improving ease of doing business, Housing for All, Make in India, Smart City and Start-up India.

Recent Policy Announcements and Government Initiatives

Pradhan Mantri Awas Yojana (PMAY) – This is further divided into four schemes. First is the 'Housing for All Scheme' with the vision to provide homes for the economically weaker sections of the society. Under this scheme, the government has planned to construct 20 million houses by year 2022 out of which 7.9 million houses have been sanctioned by the Ministry of Housing and Urban Poverty Alleviation as reported in the E-newsletter dated February 28, 2019. MHUPA also reported that 1.6 million houses have been completed and nearly 4.1 million houses were under-construction.

Second scheme introduced under PMAY is the 'Affordable Housing in Partnership (AHP)'. In the Union Budget for Fiscal 2017, the Finance Minister announced that real estate developers will be exempted from paying tax on profits in affordable housing segment for a period of five years starting 2016 but this is conditional

to the size of the project. The government also increased the time limit to construct such projects to five years and provided the developers sufficient timelines to efficiently execute construction of affordable housing projects. Further, under the AHP, the government aims to provide financial assistance to increase participation of private developers in affordable housing projects. Through this initiative, the central government extends assistance of ₹0.15 million per EWS house in private projects, where at least 35% of the houses are constructed for the EWS category.

The third scheme introduced is the 'Credit Linked Subsidy Scheme (CLSS)' which provides interest subsidy of 6.5% on loans to the first time home buyers from the Economically Weaker sections (EWS) and Low-Income Group (LIG) and who have annual household income of up to ₹0.6 million. First-time home buyers from Mid-Income Groups (MIG) with annual household income between ₹0.6 million to ₹1.2 million for MIG 1 category and household income between ₹1.2 million to ₹1.8 million for MIG 2 category can also avail this subsidy, amounting to maximum of 4% for MIG I category and 3% for MIG II category and for a maximum loan amount of ₹0.9 million and ₹1.2 million, respectively. The unit size permissible under this scheme is a maximum of 30 square meter of carpet area for EWS and 60 square meter of carpet area for LIG category. In June 2018, the government increased the CLSS subsidy unit size limits to 160 square meter and 200 square meter of carpet area for MIG 1 and MIG 2 applicants respectively, subject to income eligibility. Earlier, the size limits were a maximum of 120 square meter and 150 square meter of carpet area for MIG 1 and MIG 2 applicants, respectively. During the announcement of Union Budget for fiscal 2019, the Finance Minister allocated ₹10 billion towards the subsidy scheme for the EWS and the LIG whereas ₹9 billion was allocated for the MIG. Till December 2018, around 3,39,713 beneficiaries are reported to have availed the CLSS under the PMAY (Urban).

Fourth scheme available is the 'In-situ slum redevelopment (ISSR)' which aims to provide houses to slum dwellers by redeveloping the existing slums on public and private land. A grant of ₹0.1 million per house will be provided by the central government to the planning and implementing authorities of the respective states. The Government further awarded infrastructure status to the affordable housing sector in February 2017. In line with government's strong focus on the affordable housing sector, the RBI had increased the permissible lending limits to 90% of loan to value ratio for loans of up to ₹3 million. About 1 million houses have been built as of March 2019 and about 1.95 million houses are planned to be constructed by March 2022. In February 2018, the Union Cabinet approved the creation of National Urban Housing Fund (NUHF) with an outlay of ₹600 billion. The NUHF will facilitate requisite fund raising for the different verticals of PMAY, over the period of four years and will create a sustainable model for financing the construction of houses under the PMAY - Urban scheme.

Smart Cities – Smart Cities Mission is an urban re-development program by the Government of India with the mission to improve and modernize 100 cities across the country. The improvements will be in the form of better utilities (power, water, sewage, waste management, etc.), ease in transportation and commute, digitization and governance making the cities people friendly and self-sustainable. The Union Ministry of Urban Development in collaboration with respective state governments is responsible for the implementation of this scheme.

Atal Mission for Rejuvenation and Urban Transformation (AMRUT) – AMRUT was formed in June 2015 with a view of providing basic services such as water supply, sewerage, urban transport, etc. to households as well as building amenities that contribute towards improving the quality of life for all. A total of 500 cities will be considered for development under this scheme. The government has allocated a budget of ₹500 billion for a five year period from fiscal 2016 to fiscal 2020. The Maharashtra state government has included a total of 43 cities under this scheme that will be undertaken for development during the five year period. Mumbai, Thane, Kalyan-Dombivli, Navi Mumbai, Pune, are amongst the key cities selected under this initiative.

Make in India – The Make in India campaign was launched in 2014 with an objective to promote India as an investment destination and global hub for manufacturing. Under this initiative, the government has managed to attract significant investment commitments from several countries and companies. The 2018 Make in India event recorded investment commitments of ₹15.5 trillion, with Maharashtra accounting for about ₹8 trillion on investment commitments. To accommodate and drive this industrial growth in the country, several industrial corridors have also been planned and are in various stages of implementation. Some of the key industrial corridors are Delhi-Mumbai Industrial Corridor (DMIC), Bengaluru-Mumbai Economic Corridor (BMEC), Chennai-Bengaluru Industrial Corridor (CBIC), Visakhapatnam-Chennai Industrial Corridor (VCIC) and Amritsar-Kolkata Industrial Corridor (AKIC).

RERA, GST and Demonetization

Demonetization: In November 2016, demonetization of ₹500 and ₹1,000 currency notes was announced which led to people depositing their cash in banks and draining the Indian economy out of liquid cash for a brief period.

RERA: The Real Estate (Regulation and Development) Act (RERA) came into effect in May 2017 and the policies of RERA are inclined towards safeguarding buyer's interest, bringing transparency and making the real estate developers accountable for the development of their projects. The RERA has several stringent policies with regards to completion timelines, revenue management, advertising, and because of such policies, real estate developers will not only require sufficient cash flows to fund their projects but also have project monitoring systems in place to ensure adherence with RERA. These policies make real estate development challenging, especially for smaller/standalone developers. However, larger organized developers typically have structured business operations and access to funds and hence are able to comply with these guidelines. Increasingly, there is a trend that smaller developers partner with larger developer to execute real estate projects and to comply with the stringent RERA policies by offering significant partnership opportunities in terms of joint development and joint venture arrangements for organized players. These factors are thus expected to increase the market share of the organized players in the real estate sector and as a result, organized developers are likely to benefit owing to increase in business opportunities coupled with reduced competition.

GST: The Goods and Service Tax (GST) Act came into effect in July 2017 with an objective to simplify the complex taxation structure. The implementation of GST on real estate has been structured in a manner that it is expected to reduce the tax burden on developers as well as buyers and also enables real estate developers to pass on the savings in taxation to its buyers, by claiming input tax credit for the projects under-construction. Under the pre-GST regime, the addition of Value Added Tax (VAT) and Service Tax cumulatively accounted for 5.5% to 8.5% of the property price across the states in India.

REIT Policy

SEBI amended its rules significantly in September 2014 and further in November 2016 to remove major taxation hurdles relating to REITs. In the latest amendment on March 1, 2019, SEBI reduced the minimum investment limit in REIT to ₹50,000 from ₹200,000. The first REIT initial public offering (IPO) in India was made by Embassy Office Parks in 2019. While REITs are expected to support growth of commercial real estate in the country, permitting REITs to invest in the housing sector can further help developers get better access to funds, provide an option for developers to exit their projects and help drive growth of housing sector in India.

OUR BUSINESS

The following information should be read together with the more detailed financial and other information contained in the sections “Risk Factors”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Statements” beginning on pages 8, 129 and 60, respectively. Some of the information in this section, including information with respect to our plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” on page 5 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. All financial information included herein is based on our Financial Statements included in this Information Memorandum in the section “Financial Statements” beginning on page 60.

Overview

Our Company was formed as part of the disinvestment exercise carried out by the Government of India in respect of its holdings in the erstwhile Videsh Sanchar Nigam Limited (currently known as Tata Communications Limited) (“**VSNL**” or “**TCL**”). In 2002, the Government of India conducted a disinvestment exercise in respect of 25% of its shareholding in the equity share capital of VSNL, wherein in terms of the bid for the disinvestment required a separate value to be ascribed to lands to be retained with VSNL and to exclude the value of certain surplus lands, held by VSNL. PanatoneFinvest Limited (“**Panatone**”) was the successful bidder in the disinvestment process and subsequently, entered into a share purchase agreement dated February 6, 2002 with our Promoter and VSNL among others (“**VSNL SPA**”) and a shareholders agreement dated February 13, 2002 with our Promoter, among others, (“**VSNL SHA**” and together, with the VSNL SPA, the “**VSNL Agreements**”). In terms of the disinvestment bid, the VSNL SHA and VSNL SPA, the surplus lands identified were required to be hived off or demerged into a separate entity.

Pursuant to the Scheme of Arrangement, the surplus land parcels held by VSNL were transferred to our Company in lieu of allotment of Equity Shares to the shareholders of VSNL. Further, upon completion of the listing our Equity Shares, Panatone is required to transfer (i) 71,250,000 Equity Shares in terms of the Scheme of Arrangement, to the Government of India (to the extent of 25% of our equity share capital) and (ii) 57,000,000 Equity Shares to the erstwhile shareholders of VSNL who had tendered equity shares under the offer made by Panatone through the letter of offer dated March 27, 2002, subject to an overall limit of 20% of our equity share capital.

In terms of the Scheme of Arrangement, with effect from the Appointed Date, that is March 30, 2018 and the Scheme of Arrangement coming into effect, amongst others,:

1. All rights, title and interest in the Surplus Land were transferred to our Company;
2. All assets and liabilities pertaining to the Surplus Land were transferred to our Company at their book value;
3. All debts, liabilities, taxes, duties and obligations pertaining to the Surplus Land were transferred to our Company, except for any property taxes arising prior to the effective date, which would continue to be the liability of TCL;
4. Certain amounts held as deposits in respect of properties in Chennai and Greater Kailash, New Delhi, were transferred to our Company;
5. The shareholders of TCL, as on the record date, were entitled to receive one Equity Share in lieu of every one equity share of TCL held by them.

The following land parcels are to be transferred to our Company in accordance with the Scheme of Arrangement (“**Surplus Land**”):

Sl. No.	Location	Area (in acres)
A.	Pune:	
i.	Dighi	196.21
ii.	Bhosari	132.13
iii.	Dighi Defense	92.55
iv.	Bhopkel	88.11
v.	Kalas	15

Sl. No.	Location	Area (in acres)
	Sub-total (A)	524
B.	National Capital Region	
i.	Greater Kailash	69.46*
ii.	Chattarpur	58.00
	Sub-total (B)	127.46
C.	Padianallur, Chennai	53.04**
D.	Halisahar, Kolkata	35.19
	Total (A + B + C + D)	739.69

* In terms of the VSNL Agreements, the total area of Surplus Land in Greater Kailash was recorded as 70 acres. An are of 0.54 acres of Surplus Land in Greater Kailash, has been acquired by the Delhi Metro Rail Corporation Limited (“DMRC”). The compensation paid in respect of such acquisition has been challenged by TCL and a writ petition filed by TCL in respect of the compensation paid is currently pending before the Delhi High Court. The land has been acquired by DMRC and DMRC has taken possession of the said land.

** In terms of the VSNL SHA, the total area of Surplus Land in Chennai was recorded as 85.94 acres, of which, pursuant to an order of the Delhi High Court, in 2009, the total are was measured as 85.58 acres of which 32.5 acres were transferred to Videsh Sanchar Nigam Limited Employees Cooperative Housing Society, Chennai. Thereafter, upon further measurement, using GPS and total survey station method, the remaining Surplus Land in Chennai was measured to be 53.04 acres.

Our Strengths

We believe that we have the following competitive strengths:

Access to large land bank in urban areas

Pursuant to the Scheme of Arrangement, we own 739.69 acres of land across multiple geographies in India. We believe that the location of these parcels of land within metropolitan limits and the contiguous nature of these land parcels will allow us to derive value from the Surplus Land.

Of the Surplus Land, we have access to 524 acres of land in the Pune Metropolitan Region, 127.46 acres of land in the National Capital Region, including 69.46 acres in Greater Kailash I, 53.04 acres of land in Chennai and 35.19 acres in Kolkata.

We believe that our access to an existing, contiguous and unencumbered land bank, provides us an advantage as compared to other players in the real estate development industry, who are constrained to acquire similar parcels of land from the open market, at competitive rates.

Experienced senior management team and access to pool of skilled employees

Our senior management team brings to our Company industry experience and knowledge of cost and operational efficiencies, financial structuring, marketing and business development initiatives. In addition to our management team, through our Promoter, we have access to a large pool of skilled employees.

Strong parentage

We are a government company as defined under the Companies Act and our Promoter is the President of India, acting through the Ministry of Housing and Urban Affairs. The Ministry of Housing and Urban Affairs has complete administrative control over the functioning of our Company. We believe that this greatly enhances our brand value and also allows to maintain and follow the stringent corporate governance norms. Further, in terms of the divestment of VSNL, administrative control of our Company has been transferred from the Department of Telecommunications to the Ministry of Housing and Urban Affairs, keeping in line with our stated object of holding the Surplus Land.

Further in the budget session, the Company has been sanctioned an aggregate of ₹7,510 million towards payment of stamp duty for the transfer of the Surplus Land pursuant to the Scheme of Arrangement and working capital of our Company. The allocated funds are proposed to be made available to us in a phased manner starting April 1, 2020.

Our Strategies

Maximise value of Surplus Land

The decision regarding the development of land and operation of Company will be on the basis of competent authorities, our Board and the Ministry of Housing and Urban Affairs. Our Board will evaluate each land parcel and examine all available options available for further development of the Surplus Land. After complying with legal obligations for perfection of our title to the Surplus Land, we will consider the proposals for growth in order to generate maximum revenue.

Generate revenue and increase net worth

On account of a delay in the formulation of the Scheme of Arrangement and related legal and other impediments, there has been a delay in commencement of our operations. On account of no operations, we have in the past had negative net worth and are also yet to generate revenue from operations.

We believe that the implementation of the Scheme of Arrangement and upon completion of the legal requirements for perfection of our title to the Surplus Land in the name of our Company, will allow our management to focus their efforts towards the maximisation of the value of the Surplus Land.

We believe that the commencement of our operations will allow to generate revenue from operations and to increase our net worth.

Land reserves

The Surplus Land consist of:

Sl. No.	Location	Area (in acres)
E.	Pune:	
vi.	Dighi	196.21
vii.	Bhasari	132.13
vii.	Dighi Defense	92.55
ix.	Bhopkel	88.11
x.	Kalas	15
	Sub-total (A)	524
F.	National Capital Region	
iii.	Greater Kailash	69.46*
iv.	Chattarpur	58.00
	Sub-total (B)	127.46
G.	Padianallur, Chennai	53.04**
H.	Halisahar, Kolkata	35.19
	Total (A + B + C + D)	739.69

* In terms of the VSNL Agreements, the total area of Surplus Land in Greater Kailash was recorded as 70 acres. An are of 0.54 acres of Surplus Land in Greater Kailash, has been acquired by the Delhi Metro Rail Corporation Limited ("DMRC"). The compensation paid in respect of such acquisition has been challenged by TCL and a writ petition filed by TCL in respect of the compensation paid is currently pending before the Delhi High Court. The land has been acquired by DMRC and DMRC has taken possession of the said land.

** In terms of the VSNL SHA, the total area of Surplus Land in Chennai was recorded as 85.94 acres, of which, pursuant to an order of the Delhi High Court, in 2009, the total are was measured as 85.58 acreas of which 32.5 acres were transferred to Videsh Sanchar Nigam Limited Employees Cooperative Housing Society, Chennai. Thereafter, upon further measurement, using GPS and total survey station method, the remaining Surplus Land in Chennai was measured to be 53.04 acres.

Pune

The Surplus Land in Pune aggregates to 524 acres, includes lands in the Haweli and Indapur Talukas in the villages of Bhosari admeasuring 132.13 acres, Bhopkel admeasuring 88.11 acres, Kalas admeasuring 15 acres

and Dighi admeasuring 196.21 acres. Presently the land situated at Pune stands in the name of VSNL. The land use as per government records is Beam Station.

National Capital Region

The Surplus Land in the National Capital Region aggregates to 127.46 acres, including lands in Chhatarpur admeasuring 58 acres and Chirag Delhi, Greater Kailash I admeasuring 69.46 acres. Presently the land situated at Chhatarpur stands in the name of VSNL. In terms of the master plan for Delhi, the land is marked for public and semi public use (Institutional use).

The Surplus Land at Yakutpur and Bahapur in Chirag Delhi, Greater Kailash I. Presently the land situated at Yakutpur, Greater Kailash I stands in the name of the Land and Housing Department, Government of India and the land situated at Bahapur, Greater Kailash I stands in the name of TCL. In terms of the master plan for Delhi, the land is marked for public and semi public use (Institutional use).

Chennai

The Surplus Land at Chennai aggregates to 53.04 acres, and is situated in Padianallur village, Ponneri Taluk, Thiruvallur district, Chennai. The land stands in the name of TCL. As per government records, the land use is recorded as being for agricultural purpose.

Kolkata

The Surplus Land at Kolkata aggregates to 35.19 acres and is situated at Halisahar, Kolkata.

Policies

We are in the process of formulation and implementation of policies on risk management and corporate governance, as approved by our Board, so as to develop an approach to identify, assess and manage the various risks associated with our business activities in a systematic manner. The policies lay down guiding principles on proactive planning for identifying, analysing and mitigating material risks, both external and internal, and covering operational, financial and strategic risks. After risks have been identified, risk mitigation solutions are determined to bring risk exposure levels in line with risk appetite.

Human Capital

As on the date of this Information Memorandum, we had two permanent employees. Upon implementation of the Scheme of Arrangement, we will seek additional resources from the Ministry of Housing and Urban Affairs.

Intellectual Property

Our Company does not own or have access to any intellectual property rights currently.

Safety, Health and Environment

See “*Regulations and Policies*” and “*Government and Other Approvals*” on pages 45 and 141, respectively.

We aim to comply with applicable health and safety regulations and other requirements in our operations. We believe that accidents and occupational health hazards can be significantly reduced through a systematic analysis and control of risks and by providing appropriate training to our management and our employees.

Information Technology

Our IT systems are vital to our business and we are in the process of devising and implementing IT policies to assist us in our operations. The key functions of our IT team will include establishing and maintaining enterprise information systems and infrastructure services to support our business requirements, maintaining secure enterprise operations.

Insurance

Our operations are subject to hazards including risk of equipment failure, work accidents, fire, earthquakes, flood and other *force majeure* events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. We do not currently maintain any insurance coverage. See “*Risk Factors – Internal Risk Factors – We may suffer uninsured losses or experience losses exceeding our insurance limits, which may have a material adverse effect on our business, financial condition and results of operations.*” on page 15.

Corporate Social Responsibility

We recognize our role and responsibility to deliver superior and sustainable value to our customers, business partners, employees and communities. We will adopt a Corporate Social Responsibility (“**CSR**”) policy in compliance with the requirements of the Companies Act, 2013, and the Companies (Corporate Social Responsibility) Rules, 2014, as notified by the Central Government.

REGULATIONS AND POLICIES

The following description is an indicative summary of certain sector specific key laws and regulations in India, which are applicable to our Company. The information detailed in this section has been obtained from publications available in the public domain. The regulations, as amended, set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed as nor intended to be a substitute for professional legal advice. For details of government approvals obtained by our Company in compliance with these regulations, see “*Government and Other Approvals*” on page 141. The statements below are based on the current provisions of applicable law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

KEY REGULATIONS IN INDIA

Key Industry Specific Laws

The Transfer of Property Act, 1882 (the “TP Act”)

The TP Act establishes the general principles relating to transfer of property in India. It deals with the various methods in which transfer of immovable property including transfer of any interest in relation to that property takes place. The TP Act stipulates the general principles relating to the transfer of property including, among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. The TP Act also provides for the rights and liabilities of the vendor and purchaser, and the lessor and lessee in a transaction of sale or lease of land, as the case may be. The TP Act also covers provisions with respect to mortgage of property.

The Registration Act, 1908 (the “Registration Act”)

The Registration Act has been enacted with an objective, amongst other things, to provide a method of public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud. The Registration Act details the formalities for registering an instrument. Further, the Registration Act identifies documents for which registration is compulsory and includes, among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in any immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the Transfer of Property Act, 1882 or as collateral), unless it has been registered.

Indian Stamp Act, 1899 (the “Stamp Act”)

Under the Stamp Act, stamp duty is payable on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. Instruments subject to payment of stamp duty under the Stamp Act include, among other things, instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. The applicable rates for stamp duty on instruments chargeable with duty are prescribed by state legislations. Instruments chargeable to duty under the Stamp Act, which are not duly stamped, are incapable of being admitted in a court of law as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all. However, the instruments which have not been properly stamped can be admitted in evidence by paying a penalty of up to ten times of the proper duty and the deficient portion thereof payable on such instruments. Pursuant to the Finance Act 2019, the Stamp Act has been amended for rationalisation of stamp duty and design of zero evasion collection mechanism in respect of securities market instruments.

Indian Easements Act, 1882 (the “Easements Act”)

An easement is a right which the owner or occupier of land possesses for the beneficial enjoyment of that land which permits him to do or to prevent something from being done, in or upon, land not his own. Under the Easements Act, a license is defined as a right to use property, which use in the absence of such right would be unlawful. The period and incident upon which a license may be revoked may be provided in the license agreement entered into between the licensee and the licensor.

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 (the “Land Acquisition Act”)

The Land Acquisition Act has replaced the Land Acquisition Act, 1894 and aims at establishing a participative, informed and transparent process for land acquisition for industrialisation, development of essential infrastructural facilities and urbanisation. While aiming to cause least disturbance to landowners and other affected families, it contains provisions aimed at ensuring just and fair compensation to the affected families whose land has been acquired or is proposed to be acquired. It provides for rehabilitation and resettlement of such affected persons. Under the Land Acquisition Act, various state rules have been notified which frame rules in relation to, inter alia, the consent process, the compensation mechanism and rehabilitation and resettlement.

The Real Estate (Regulation and Development) Act, 2016 (the “RERA”) and the rules made thereunder

The RERA seeks to regulate and promote real estate sector by establishing a specialised forum known as the Real Estate Regulatory Authority (“Regulatory Authority”) and to ensure sale of plot, apartment or building, as the case may be, or sale of real estate project, in an efficient and transparent manner and to protect the interest of consumers in the real estate sector and to establish an adjudicating mechanism for speedy dispute redressal. It mandates the registration of residential and commercial projects before booking, selling or offering apartments for sale in such projects. The application for registration must disclose details of the promoter, brief details of the projects launched by the promoter, an authenticated copy of the approval and commencement certificate received from the competent authority, the sanctioned plan, layout plan, specifications of the project, proforma of the allotment letter, number, type and carpet area of the apartments, the names and addresses of the promoter’s real estate agent and a declaration by the promoter stating that he has a legal title to the land and the time period within which he undertakes to complete the project.

The RERA mandates that the promoter shall not accept more than 10% of the cost of the apartment as advance payment without first entering into a written agreement of sale with such person. Further, in case of delay in handing over possession, the promoter shall be liable to return the amount received by him from the allottee with interest and compensation. However, if the allottee does not intend to withdraw from the project, he shall be paid interest by the promoter till the handing over of the possession. The RERA also ensures that the promoter does not make any addition or alteration in the sanctioned plans without the previous consent of the allottees. In case of any structural defect or any other defect in workmanship, quality or provision of services or any other obligations of the promoter, the promoter shall rectify such defect and if he fails to do so, the aggrieved allottee shall be entitled to receive appropriate compensation.

We are also required to comply with the rules, regulations and orders issued under RERA by the State Governments such as Maharashtra has issued, inter alia, Real Estate (Regulation and Development) (Registration of Real Estate Projects, Registration of Real Estate Agents, Rates of Interest and Disclosures on Website) Rules, 2017 and Maharashtra Real Estate (Regulation and Development) (Recovery of Interest, Penalty, Compensation, Fine payable, Forms of Complaints and Appeal, etc.) Rules, 2017.

National Building Code of India, 2016 (the “Code”)

The Code a comprehensive building code, is a national instrument providing guidelines for regulating the building construction activities across the country. It serves as a model code for adoption by all agencies involved in building construction works, including the public works departments, other government construction departments, local bodies or private companies in the field of construction. The Code mainly contains administrative regulations, development control rules and general building requirements; fire safety requirements; stipulations regarding materials, structural design and construction (including safety) and building and plumbing services.

INTELLECTUAL PROPERTY RIGHTS

In India, patents, trade marks and copyrights enjoy protection under both statutory and under common law. The key legislations governing intellectual property in India and which are applicable to our Company are the Patents Act, 1970, Copyright Act, 1957 and the Trade Marks Act, 1999. India is also a party to several international agreements for the protection of intellectual property rights.

ENVIRONMENTAL LEGISLATIONS

The major statutes in India which seek to regulate and protect the environment against pollution related activities in India are the Water (Prevention and Control of Pollution) Act 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Environment Protection Act, 1986 and the rules and regulations thereunder and The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008. Pollution Control Boards (“PCBs”), which are vested with diverse powers to deal with water and air pollution, have been set up in each state to control and prevent pollution. The PCBs are responsible for setting the standards for the maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking investigations to ensure that industries are functioning in compliance with the standards prescribed. All industries and factories are required to obtain consent orders from the PCBs, and these orders are required to be renewed annually.

The Environment (Protection) Act, 1986

The Environment (Protection) Act, 1986 (the “**EPA**”) is an umbrella legislation designed to provide a framework for the government to coordinate the activities of various central and state authorities established under various laws, such as the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981, etc. The EPA vests with the Government the power to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling environmental pollution. This includes rules for laying down the quality of environment, standards for emission of discharge of environment pollutants from various sources as given under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment, machinery, and examination of manufacturing processes and materials likely to cause pollution.

The Water (Prevention and Control of Pollution) Act, 1974

The Water (Prevention and Control of Pollution) Act, 1974 (the “**Water Act**”) aims to prevent and control water pollution by factories and manufacturing units and to maintain and restore the quality and wholesomeness of water. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, using of any new or altered outlet for the discharge of sewage or causing new discharge of sewage, must obtain the consent of the relevant state pollution control board, which is empowered to establish standards and conditions that are required to be complied with.

The Air (Prevention and Control of Pollution) Act, 1981

The Air (Prevention and Control of Pollution) Act, 1981 (the “**Air Act**”) provides for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant. The state pollution control board must decide on the application within a period of four months of receipt of such application. The consent may contain certain conditions relating to specifications of pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the state pollution control board.

The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, (“Hazardous Wastes Rules”)

The Hazardous Wastes Rules impose an obligation on every occupier of a facility generating hazardous waste for safe and environmentally sound handling of hazardous waste generated at such facility. Every person engaged in generation, processing, treatment, packaging, storage, transportation, use, collection, destruction, conversion, offering for sale and transfer of hazardous waste, must obtain an approval from the applicable State Pollution Control Board. The occupier, the importer, the transporter and the operator of disposal facility are liable for damages to the environment or third party resulting from the improper handling and disposal of hazardous waste.

LABOUR LAWS AND OTHER LAWS

Depending on the nature of work and number of workers employed at any workplace, various labour related legislations may apply to us. The following is an indicative list of labour laws applicable to our operations in India:

- The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- The Industrial Disputes Act, 1947;
- The Employees' State Insurance Act, 1948;
- The Factories Act, 1948;
- The Maternity Benefit Act, 1961;
- The Contract Labour (Regulation and Abolition) Act, 1970;
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- The Employee's Compensation Act, 1923;
- The Minimum Wages Act, 1948;
- The Payment of Wages Act, 1936;
- The Payment of Gratuity Act, 1972;
- The Payment of Bonus Act, 1965;
- The Industrial Employment (Standing Orders) Act, 1946; and
- The Trade Unions Act, 1926.

In order to rationalize and reform labour laws in India, the GoI intends to frame three labour codes, namely, (i) the Draft Labour Code on Industrial Relations, 2015, (ii) the Code on Social Security, 2019, and (iii) the Draft Code on Occupational Safety, Health and Working Conditions. The Code on Wages Bill, 2019 which was notified on August 8, 2019 subsumed four earlier laws, namely, (i) the Minimum Wages Act, 1948, (ii) the Payment of Wages Act, 1936, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated on January 17, 2005 at New Delhi as a public limited company under the Companies Act, 1956 pursuant to a certificate of incorporation dated February 17, 2005 issued by the RoC. Our Company was formed as part of the disinvestment exercise carried out by the Government of India in respect of its holdings in the erstwhile Videsh Sanchar Nigam Limited (currently known as Tata Communications Limited) (“VSNL” or “TCL”). In 2002, the Government of India conducted a disinvestment exercise in respect of 25% of its shareholding in the equity share capital of VSNL, wherein in terms of the bid, separate value was to be ascribed to land to be retained with VSNL and to exclude the value of certain surplus lands, held by VSNL. PanatoneFinvest Limited (“Panatone”) was the successful bidder in the disinvestment process and subsequently, entered into a share purchase agreement dated February 6, 2002 (“VSNL SPA”) and a shareholders agreement dated February 13, 2002 (“VSNL SHA” and together, with the VSNL SPA, the “VSNL Agreements”). In terms of the disinvestment bid, the VSNL SHA and VSNL SPA, the surplus lands identified were required to be hived off or demerged into a separate entity.

Pursuant to the Scheme of Arrangement, the surplus land parcels held by VSNL were transferred to our Company in lieu of allotment of Equity Shares to the shareholders of VSNL. Further, upon completion of the listing our Equity Shares, Panatone is required to transfer (i) 71,250,000 Equity Shares in terms of the Scheme of Arrangement, to the Government of India (to the extent of 25% of our equity share capital) and (ii) 57,000,000 Equity Shares to the erstwhile shareholders of VSNL who had tendered equity shares under the offer made by Panatone through the letter of offer dated March 27, 2002, subject to an overall limit of 20% of our equity share capital.

For details of the Scheme of Arrangement, please see “Scheme of Arrangement” on page 52.

Changes in Registered Office

The details of change in the registered office of our Company since incorporation are given below:

Date of resolution	Address		Reason for change
	From	To	
February 6, 2019	Room No. 409, Sanchar Bhawan, Ashoka Road, New Delhi 110 001	Room No. 144, C-Wing, Nirman Bhawan Maulana Azad Road, New Delhi 110 001	Consequent to change of equity stake along with management control from the Department of Telecom to the Ministry of Housing & Urban Affairs.

Major events and milestones

The table sets forth some of the major events in the history of our Company:

Fiscal	Particulars
2005	Incorporation of our Company
2019	Approval of the Scheme

Main Objects of our Company

The main objects of our Company contained in our Memorandum of Association are as follows:

- To construct, acquire, hold, manage, develop, administer, protect, reserve and to deal in any other manner with properties, including sale and purchase thereof, whether such properties are in the nature of land or building (semi-constructed or fully constructed) or partially land and partially buildings, any where in India and if permitted by applicable legislations, outside India as well.*
- To collect and settle revenue, rental, lease charges and such other charges as may be payable by any entity against legitimate use of such properties by persons, companies, agencies and administrations for the services provided and to utilise the same for furtherance of activities of the Company.*

3. *To carry out business of developing, holding, owing, leading or licensing real estate, consultancy in real estate and property of all kinds and for this purpose acquiring by purchase or through lease, license, barter, exchange, hire purchase or otherwise, land or other immovable property of any description or tenure or interest in immovable property.*
4. *To carry out the business of building construction and development of commercial building, industrial shed, offices, houses, buildings, apartment, structures, hotels or other allied works of every description on any land acquired howsoever by the company, whether on ownership basis or as a lessee or licensee and to deal with such construction or developed or built premises by letting out, hiring or selling the same by way of outright sale, lease, license, usufructuary mortgage or other disposal of whole or part of such construction or development or built premises.*

The main objects as contained in our Memorandum of Association enable our Company to carry on our existing business.

Amendments to the Memorandum of Association

Our Memorandum of Association was amended from time to time pursuant to the change in, or reclassification of, the authorised share capital of our Company. For details of change in the authorised share capital of our Company since its incorporation, see “*Capital Structure - Details of changes to our Company’s authorised share capital since incorporation*” on page 27.

Except for amendments to the Memorandum of Association pursuant to the change in, or reclassification of, the authorised share capital of our Company and changes to the name of our Company, there has been no other amendments to our Memorandum of Association.

Other details regarding our Company

For details regarding the description of our activities, management, managerial competence, etc., see “*Our Business*”, “*Our Management*” and “*Industry Overview*” on pages 40, 54 and 37, respectively.

Our Shareholders

As on date, our Company has 11 Shareholders. For further details regarding our Shareholders, see “*Capital Structure – Notes to Capital Structure – Shareholding Pattern of our Company*” on page 29.

Details regarding acquisition of business/ undertakings, mergers, amalgamation and revaluation of assets

Except as disclosed in the section “Scheme of Arrangement”, we have not acquired any businesses/undertaking, undertaken any mergers or amalgamations.

Shareholders’ Agreement

As on date of this Information, other than the VSNL SHA, there are no subsisting shareholders agreements among our shareholders *vis-à-vis* our Company that our Company is aware of.

Shareholders’ agreement dated February 13, 2002 between our Promoter, Panatone, Tata Sons Limited, Tata Power Company Limited, Tata Iron and Steel Company Limited and Tata Industries Limited (“VSNL SHA”)

Pursuant to the acquisition of 25% of the share capital of VSNL by Panatone, by way of a share purchase agreement dated February 6, 2002 (“**VSNL SPA**”), our Promoter, Panatone, Tata Sons Limited, Tata Power Company Limited, Tata Iron and Steel Company Limited and Tata Industries Limited have entered into a shareholders’ agreement dated February 13, 2002, to record the manner in which the commercial operations of VSNL, corporate governance and other matters would be conducted by Panatone and for setting out certain rights and liabilities against each other.

In terms of VSNL SHA, among others, Panatone undertook to ensure that VSNL would hive off or demerge the 773.13 acres of land held by VSNL into a new company by way of scheme of arrangement. The equity shares of

the demerged entity would be transferred to our Promoter, subject to a minimum of 25% of the share capital of the demerged entity.

The VSNL SHA also provides that in the event that VSNL could not hive off or demerge the land in terms of provisions of the VSNL SHA, the identified land would be sold or transferred and transfer and amount equivalent to 25% of the sale proceeds to our Promoter within seven days from the completion of the sale. The portion of the sale proceeds receivable by our Promoter would increase on a proportionate basis to the additional shareholding in VSNL that was transferred by our Promoter to Panatone.

Holding company

Our Company does not have a holding company.

Subsidiaries

Our Company does not have any subsidiaries.

Other confirmations

Except as disclosed above, our Company has not entered into any material agreements in the preceding two years, which are outside the ordinary course of our business.

Our Company does not have any strategic or financial partners.

Our Company has not revalued its assets since its incorporation.

There have been no rescheduling of our borrowings from financial institutions.

SCHEME OF ARRANGEMENT

Tata Communications Limited (the “**Transferor**”) is a public limited Company duly incorporated under the Companies Act, 1956. The equity shares of the Transferor are listed on BSE Limited and the National Stock Exchange of India Limited, primarily engaged in the business of, among others, provision of international and national voice and data transmission services, and owns vast tracts of land originally acquired for the purpose of use in telecom business.

Hemisphere Properties India Limited (the “**Transferee**”) is a public limited company duly incorporated under the Companies Act, 1956. The equity shares of the Transferee are presently not listed on any stock exchange. The shareholding of the Transferee comprises 51.12% shares held by the Government of India (“**GoI**”) and 48.88% shares held by PanatoneFinvest Limited (“**Panatone**”), and accordingly, the Transferee is a government company as defined under the Companies Act, 2013.

In 2002, the GoI conducted a disinvestment exercise in respect of 25% of its equity holding in the Transferor, wherein the terms of the bid required the bidders to take into account the value of the land which would remain with the Transferor and to exclude the value of certain surplus lands (the “**Surplus Land**”). Panatone was the successful bidder in the disinvestment process. Subsequently, a share purchase agreement was executed between the GoI, among others, Panatone and the Transferor (the “**SPA**”) for sale of equity shares of Transferor to Panatone under the disinvestment, alongwith a shareholders’ agreement between the GoI, among others, and Panatone (the “**SHA**”, the SHA alongwith the SPA, the “**Transaction Documents**”) to give effect to the disinvestment. According to the terms of the SPA, the SHA and the letter of offer issued by Panatone, Panatone is required to gift, sell or transfer, without further consideration, the shares it hold in the Transferee, under the Scheme, to (a) GoI, to the extent of 25%; and (b) the shareholders of the Transferor who tendered equity shares to Panatone pursuant to the letter of offer to the extent their tender was accepted by Panatone.

In furtherance to the aforesaid and to give effect to the terms and conditions of the Transaction Documents and pursuant to a scheme of demerge approved by the National Company Law Tribunal, Mumbai (the “**NCLT**”) *vide* order dated July 12, 2018, (the “**Scheme**”), the Scheme provides for demerger by way of reconstruction and splitting up of the Transferor by way of transfer of Surplus Land of the Transferor to the Transferee and the consequent issue of equity shares by Transferee to the shareholders of Transferor as on the record date as mentioned in the Scheme, followed by transfer of specified equity shares of the Transferee allotted to Panatone group companies (means collectively Pantone, Tata Sons Limited and Tata Power Company Limited, together “**Panatone Group Companies**”) as set out in the Scheme.

The salient features of the Scheme are as follows:

- (a) Part II of the Scheme deals with the reconstruction and splitting up of the Transferor by way of transfer of Surplus Land to the Transferee, whereby:
 - (i) With effect from March 30, 2018, (the “**Appointed Date**”) and upon the Scheme being effective, by way of reconstruction and splitting up of the Transferor, all rights, titles, interest, immovable property, assets and liabilities pertaining to the Surplus Land stand transferred to and vested in the Transferee at their respective book values as appearing in the books of the Transferor immediately before the Appointed Date, and shall become the property and an integral part of the Transferee; and
 - (ii) From the Appointed Date until the Scheme become effective, the Transferor shall be deemed to have been carrying on all business and activities relating to the Surplus Land on behalf of the Transferee, and all profits, taxes and losses shall be treated as that of the Transferee, and the Transferor shall not undertake any financial commitments of whatsoever nature in relation to the Surplus Land.
- (b) Part III of the Scheme deals with the issue of shares of the Transferee to the shareholders of the Transferor, whereby:
 - (i) Upon the Scheme becoming effective and upon vesting of Surplus Land into the Transferee, the Transferee shall allot equity shares to each member of the Transferor whose name is recorded in the register of members of the Transferor on the date determined by the board of directors of the

Transferor for the purpose of determining the shareholders to whom equity shares of the Transferee shall be allotted pursuant to the Scheme; and

- (ii) The transfer of equity shares shall be in the ratio of 1:1, whereby one equity share in the Transferee of face value of Rs. 10 each credited as fully paid for one equity share of face value of Rs. 10 each fully paid up held by such member of the Transferor.
- (c) Part IV of the Scheme deals with the transfer of shares of Transferee by Panatone to the GoI and certain other shareholders of the Transferor, whereby upon the Scheme becoming effective, the equity shares allotted to Panatone Group Companies by Transferee as mentioned in Part III above, in respect of Panatone owing 25% equity shares in the Transferor, shall subsequent to their allotment to Panatone and upon Transferee being listed on recognized stock exchanges, be transferred to the GoI in order to give effect to the terms of the Transaction Documents.

Approvals with respect to the Scheme

The National Company Law Tribunal, Mumbai, *vide* order dated July 12, 2018, approved the Scheme under section 230-232 of the Companies Act, 2013 between Transferor and Transferee. The Ministry of Corporate Affairs, *vide* its order dated August 5, 2019, sanctioned the Scheme and made it binding on the Transferor and Transferee with effect from the Appointed Date.

OUR MANAGEMENT

In terms of our Articles of Association, unless otherwise determined by general meeting, our Company is required to have at least three and not more than 12 Directors. Our Company currently has three Directors, including one woman Director. The following table sets forth details regarding the Board as on the date of this Information Memorandum:

Name, Address, Designation, Occupation, Nationality, Tenure and DIN	Age	Other Directorships
Ms. D. Thara <i>Address:</i> 6A, Block/ Tower No. 4, Quarter No. A-6, Sixth Floor, New Moti Bagh, New Delhi 110021 <i>Designation:</i> Chairman and Managing Director <i>Occupation:</i> Service <i>Nationality:</i> Indian <i>Term:</i> As per order of the Ministry of Housing & Urban Affairs <i>DIN:</i> 01911714	48	HSCC (India) Limited Delhi Golf Club Patna Metro Rail Corporation Limited
Mr. C V Manoj Kumar <i>Address:</i> C-504, Silicon Tower, Plot No-46, Sector-30A, Vashi, Navi Mumbai 400705 <i>Designation:</i> Director <i>Occupation:</i> Service <i>Nationality:</i> Indian <i>Term:</i> Liable to retire by rotation <i>DIN:</i> 00024990	49	Ewart Investments Limited Kaygee Advertising Private Limited Sarash Investments Private Limited Malusha Travels Private Limited Mohar Export Services Private Limited Tej Transportation Private Limited Brihat Trading Private Limited Aida Marketing Services Private Limited Rapid Transporters Private Limited Unnath Advertising Private Limited Chic Interiors Private Limited Indian Rotorcraft Limited
Mr. Amit Kataria <i>Address:</i> D-II/221 Vinay Marg, Chanakya Puri, New Delhi 110021 <i>Designation:</i> Director <i>Occupation:</i> Service <i>Nationality:</i> Indian <i>Term:</i> Liable to retire by rotation <i>DIN:</i> 06927158	40	Naya Raipur Mass Transport Limited Nava Raipur Atal Nagar Smart City Corporation Limited The Delhi Golf Club

None of our Directors are related to each other as per the definition of “relative” provided under the Companies Act, 2013.

Brief profiles of our Directors

Ms. D Thara, is the Chairman and Managing Director of our Company. She has been associated with our Company since November 18, 2019. She is a serving member of the Indian Administrative Services. She has previously served as the Ahmedabad Municipal Commissioner and as the Managing Director of the Gujarat Industrial Development Corporation (GIDC). She has wide range of experience and currently appointed as Joint secretary (AMRUT, L& E) of Ministry of Corporate Affairs.

Mr. C V Manoj Kumar is a Director of our Company. He has been associated with our Company as a director since January 18, 2005. He is a qualified Chartered Accountant and Company Secretary. He is the Chief Financial Officer & Company Secretary of Tata Investment Corporation Limited and has experience in accountancy, finance and secretarial matters. He has also previously been associated with Tata Steel Limited and Tata Sons Limited.

Mr. Amit Kataria, is a Director of our Company. He has been associated with our Company since January 10, 2019. He holds a bachelors degree in engineering in electrical & electronics and communications engineer from IIT Delhi. Currently, he is working as Land & Development Officer under the Ministry of Housing & Urban Affairs. He has wide range of experience in working in execution of building projects and estate related work.

Arrangement or understanding with major shareholders, customers, suppliers or others

Our Chairman and Managing Director and Amit Kataria, Director are nominated by the Government of India, while C V Manoj Kumar is a nominee of Panatone, in terms of the VSNL SHA.

Remuneration of Directors

Our Directors do not receive any remuneration from our Company. However, they are entitled to receive certain perquisites, in the nature of reimbursement of expenses. Our Directors received an aggregate amount of ₹0.19 million towards perquisites in Fiscal 2019. Further, an amount of ₹0.99 million was paid by our Company to our previous managing director, Mr. Saurabh K. Tiwari in Fiscal 2019.

Changes in the Board of Directors in the last three years preceding the date of this Information Memorandum

Sr. No	Name	Date of appointment/reappointment	Date of cessation	Reason
1.	Ms. Nandita Gupta	January 10, 2019	November 18, 2019	Resignation
2.	Ms. D Thara	November 18, 2019	-	Appointment
3.	Mr. Amit Kataria	January 10, 2019	-	Appointment
4.	Mr. Saurabh Kumar Tiwari	-	January 10, 2019	Resignation
5.	Mr. S P Mohapatra	-	January 10, 2019	Resignation

Service contracts

Our Company has not entered into any service contracts, pursuant to which its Directors and Key Management Personnel are entitled to benefits upon termination of employment.

Bonus or profit-sharing plan of our Directors

None of our Directors are a party to any bonus or profit sharing plan by our Company.

Loans to Directors

Our Company has not granted any loans to its Directors.

Shareholding of our Directors in our Company

The Articles of Association do not require the Directors to hold any qualification shares. As on the date of this Information Memorandum, none of our Directors hold any Equity Shares.

Confirmations

None of our Directors have been identified as a wilful defaulter (as defined in the SEBI Regulations).

None of our Directors is or was a director on the board of listed companies that have been/ were delisted from any stock exchanges in India.

None of our Directors have been or are a director on the board of any listed company whose shares are / were suspended from trading on BSE and / or NSE for a period of five years prior to the date of this Information Memorandum.

Borrowing Powers of our Board

Pursuant to the resolution passed at our extra-ordinary General Meeting held on May 30, 2019, our Board is authorised to borrow moneys for the purpose of our Company, as the Board may, in its discretion, think fit in excess of the aggregate of the paid-up capital of our Company and its free reserves (not being reserves set apart for any specific purpose), provided that the total amount of such borrowings together with the amounts already borrowed and outstanding (apart from temporary loans obtained or to be obtained in ordinary course of business) shall not exceed ₹10,000 million.

Corporate Governance

The provisions of the SEBI Listing Regulations with respect to corporate governance will be applicable to our Company immediately upon the listing of Equity Shares on the Stock Exchanges. Our Company is currently not in compliance with the requirements of applicable regulations, specifically the SEBI Listing Regulations, the Companies Act, 2013 and the SEBI Regulations, to the extent applicable, in respect of corporate governance particularly in relation to constitution of the Board and committees of our Board. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, each as required under law.

In compliance with the Companies Act and the SEBI Listing Regulations, we have a woman director on our Board.

Committees of the Board

The Company is currently in the process of complying with the requirements of the SEBI Listing Regulations, including the constitution of the committees of the Board required under the SEBI Listing Regulations.

Policies

Our Company shall formulate policies in accordance with the applicable provisions of the SEBI Listing Regulations and other applicable laws.

Interests of Directors

All Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board or committees of the Company or its subsidiaries as well as to the extent of reimbursement of expenses payable to them under the Articles. Our Executive Directors are interested to the extent of remuneration, commission, discretionary performance variable pay payable to them for services rendered as an officer or employee of our Company. Our Independent Directors and Non-Executive Directors are also interested to the extent of commission payable to them.

The Directors may also be deemed to be interested in the Equity Shares, if any, held by them and/ or any Equity Shares that may be held by their relatives or companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution which may be made by our Company in the future.

Key Management Personnel

In addition to our Chairman and Managing Director, Ms. Lubna, our Company Secretary and Mr. Bhavesh Singla, our Chief Financial Officer, are Key Management Personnel of our Company. For details of the brief profile of our Chairman and Managing Director, please see “– *Brief profiles of our Directors*” on page 54. The brief profiles of our other Key Management Personnel are as set out below:

Ms. Lubna, is our Company Secretary and Compliance Officer. She has been associated with our Company since September 2, 2019. She is a qualified Company Secretary.

Mr. Bhavesh Singla, is our Chief Financial Officer. He has been associated with our Company since December 20, 2019. He is a qualified chartered accountant.

None of our Key Management Personnel are related to each other. Further, none of our Key Management Personnel have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Shareholding of Key Management Personnel

None of our KMPs hold any Equity Shares.

Bonus or Profit-Sharing Plan of the Key Management Personnel

None of our Key Management Personnel are a party to any bonus or profit sharing plan.

Payment or Benefit to Officers of our Company

No non-salary related amount or benefit has been paid or given within two years from the date of this Information Memorandum, or is intended to be paid or given, to any of our Company's officers, including the Directors and Key Management Personnel.

OUR PROMOTER, PROMOTER GROUP AND GROUP COMPANIES

Promoter and Promoter Group

Our Promoter is the President of India, acting through the Ministry of Housing and Urban Affairs. As our Promoter is the President of India, acting through the Ministry of Housing and Urban Affairs, Government of India, disclosures and confirmations in relation to the Promoter Group (as defined in regulation 2(1)(pp) of the SEBI ICDR Regulations), as specified in Schedule VI of the SEBI Regulations have not been provided.

Group Companies

As on the date of this Information Memorandum, we do not have any Group Companies, as such term is defined under the SEBI Regulations.

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares will be recommended by our Board of Directors and approved by our shareholders, at their discretion, subject to the provisions of the Articles of Association and the Companies Act and the directions and guidelines issued by the Government of India from time to time. The dividend, if any, will depend on a number of factors, including but not limited to our Company's results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by the Board. The Board may also pay interim dividend. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company may enter into to finance our fund requirements for our business activities. Our Company has not declared any dividend in the past three years.

SECTION VI: FINANCIAL INFORMATION
FINANCIAL STATEMENTS

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the Restated Consolidated Financial Statements, prepared in accordance with the Companies Act, Indian GAAP and the SEBI Regulations, including the schedules, annexures and notes thereto and the reports thereon, included in the section "Financial Statements" beginning on page 60.

Indian GAAP differs in certain material respects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices.

Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the section "Risk Factors" beginning on page 8.

Overview

Our Company was formed as part of the disinvestment exercise carried out by the Government of India in respect of its holdings in the erstwhile VSNL (currently known as Tata Communications Limited). In 2002, the Government of India conducted a disinvestment exercise in respect of 25% of its shareholding in the equity share capital of VSNL, wherein in terms of the bid for the disinvestment required a separate value to be ascribed to lands to be retained with VSNL and to exclude the value of certain surplus lands, held by VSNL. Panatone was the successful bidder in the disinvestment process and subsequently, entered into the VSNL SPA and the VSNL SHA. In terms of the disinvestment bid, the VSNL SHA and VSNL SPA, the surplus lands identified were required to be hived off or demerged into a separate entity.

Pursuant to the Scheme of Arrangement, the surplus land parcels held by VSNL were transferred to our Company in lieu of allotment of Equity Shares to the shareholders of VSNL. Further, upon completion of the listing our Equity Shares, Panatone is required to transfer (i) 71,250,000 Equity Shares in terms of the Scheme of Arrangement, to the Government of India (to the extent of 25% of our equity share capital) and (ii) 57,000,000 Equity Shares to the erstwhile shareholders of VSNL who had tendered equity shares under the offer made by Panatone through the letter of offer dated March 27, 2002, subject to an overall limit of 20% of our equity share capital.

In terms of the Scheme of Arrangement, with effect from the Appointed Date, that is March 30, 2018 and the Scheme of Arrangement coming into effect, amongst others,:

1. All rights, title and interest in the Surplus Land were transferred to our Company;
2. All assets and liabilities pertaining to the Surplus Land were transferred to our Company at their book value;
3. All debts, liabilities, taxes, duties and obligations pertaining to the Surplus Land were transferred to our Company, except for any property taxes arising prior to the effective date, which would continue to be the liability of TCL;
4. Certain amounts held as deposits in respect of properties in Chennai and Greater Kailash, New Delhi, were transferred to our Company;
5. The shareholders of TCL, as on the record date, were entitled to receive one Equity Share in lieu of every one equity share of TCL held by them.

Significant Factors Affecting Our Results of Operations and Financial Condition

Our business, results of operations and financial condition are affected by a number of factors, including:

General economic and real estate conditions in India

All our operations are located in India, and the economic condition of these regions will have a significant impact on our revenues and results of operations. The success of any proposed development of the Surplus Land therefore will depend on the general economic growth and demographic conditions in India and specifically within the areas in which the Surplus Land are located. In addition, we believe that the condition of the real estate sector in India, particularly market prices for developable land and finished projects, will have a significant impact on our revenues and results of operations. Any adverse economic condition resulting in decreases in the development of Surplus Land and therefore adversely affect our results of operation and financial condition.

Cost and availability of land and Transferable Development Rights (“TDRs”)

Our business is primarily dependent on the availability and cost of suitable land and adequate TDRs in areas which we have Surplus Land. A decreased demand for land in connection with the development of residential, commercial and retail properties in these regions, may result in increased competition for disposal of land/ interest in land in these regions and in the areas in which we anticipate operating in the future.

Regulatory framework

The real estate sector in India is highly regulated. Our operations, the acquisition of land and land development rights, and the implementation of any proposed development of the Surplus Land will require us to obtain regulatory approvals and licenses and require us to comply with the land acquisition and conversion rules and regulations of a variety of regulatory authorities. We will also be subject to local and municipal laws relating to real estate development activities and the relevant development control regulations. These require approvals for construction and development of real estate projects including approvals for the ratio of built-up area to land area, plans for road access, community facilities, open spaces, water supply, sewage disposal systems, electricity supply, environmental suitability, zoning regulations and size of the project. Any delay or failure in getting any of these approvals for any project that we may develop may affect our business and result of operations.

Further, the Central Government notified the RERA on March 26, 2016 and has enforced RERA with effect from May 1, 2017. The RERA has been introduced to regulate the real estate industry and ensure, amongst others, imposition of certain responsibilities on real estate developers and accountability towards customers and protection of their interest. RERA requires the mandatory registration of real estate projects and developers are not permitted to issue advertisements or accept advances unless real estate projects are registered. Our results of operation may therefore, be impacted on account of the significant resources and management time we expend to ensure compliance with the RERA and other regulatory requirements.

Competition

While we currently do not have any operations, we expect that upon completion of the transfer of the Surplus Land, we will compete for land, sale of projects, manpower resources and skilled personnel with other private developers. We expect to face competition from various national and regional real estate developers. Moreover, as we seek to commence our operations, we face the risk that some of our competitors have a wider geographical reach while some other competitors have a strong presence in regional markets. Some of our competitors may have greater resources (including financial, land resources, and other types of infrastructure) to take advantage of efficiencies created by size, and access to capital at lower costs, have a better brand recall, and established relationships with customers.

Significant Accounting Policies

Use of estimates

The preparation of the financial statements are in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

Depreciation and amortisation

Depreciation has been provided on the Written Down Value Method as per the rates prescribed in Part "C" of Schedule II to the Companies Act, 2013. Assets costing less than Rs. 5,000 each are fully depreciated in the year of capitalisation.

Revenue recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Interest income from parties and other claims/ refunds are recognized when there is reasonable certainty of ultimate collection on the ground of prudence. Other items of income are recognized on accrual basis.

Other income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

Tangible fixed assets

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Fixed assets acquired and put to use for project purpose are capitalised and depreciation thereon is included in the project cost till commissioning of the project.

Fixed assets acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash consideration. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident. Fixed assets acquired in exchange for securities of the Company are recorded at the fair market value of the assets or the fair market value of the securities issued, whichever is more clearly evident.

Fixed assets retired from active use and held for sale are stated at the lower of their net book value and net realisable value and are disclosed separately in the Balance Sheet.

Capital work-in-progress:

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

Investments

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

Investment properties are carried individually at cost less accumulated depreciation and impairment, if any. Investment properties are capitalised and depreciated (where applicable) in accordance with the policy stated for Tangible Fixed Assets. Impairment of investment property is determined in accordance with the policy stated for Impairment of Assets.

Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

Current and deferred tax relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.

Borrowing Cost

Borrowing cost include interest, amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of the qualifying assets are charged to the Statement of Profit & Loss over the tenure of the loan. Borrowing costs, allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities, relating to construction/ development of the qualifying assets up to the date of capitalization of such asset is added to the cost of the asset. Capitalization of the borrowing cost is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

Cash & Cash Equivalents

Cash & Cash equivalents comprises cash at bank and on hand and short term investments with an original maturity of three months or less.

Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the company has a present obligation as a result of past event, if it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation.

Contingent Liabilities are disclosed when there is a possible obligation arising from past event, the existence of which will be confirmed only on the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount can not be made.

Contingent assets are neither recognized nor disclosed in the financial statement.

Principal Components of Income and Expenditure

Revenue

Our revenue consists of revenue from operations (gross) and other income.

Revenue from Operations

We have not had any revenue from operations.

Other income

Other income consists of interest income.

Expenditure

Our expenditure consists of employee benefit expenses, finance costs and other expenses. Our employee benefits consist of perquisite costs paid to Directors, our finance costs consist of interest costs on loan of ₹0.50 million received from the Government of India and our other expenses consist of, among others, meeting related expenses, auditor's remuneration, legal and professional charges and RoC filing fees.

For Fiscals 2019, 2018 and 2017, we did not have any assets and accordingly, we did not have any depreciation and amortisation expenses.

Results of Operations (Restated Consolidated Financial Statements)

The following table sets forth certain information with respect to our results of operations as per our Restated Consolidated Financial Statements for the periods indicated:

Particulars	Fiscal 2019		Fiscal 2018		Fiscal 2017	
	Amount (₹ in millions)	Percentage of Total Revenue (%)	Amount (₹ in millions)	Percentage of Total Revenue (%)	Amount (₹ in millions)	Percentage of Total Revenue (%)
REVENUE						
Revenue from operations	-	-	-	-	-	-
Other income	0.21	100.00%	0.39	100.00%	0.59	100.00%
Total Revenue	0.21	100.00%	0.39	100.00%	0.59	100.00%
EXPENDITURE						
Employee benefits expenses	0.19	90.47%	-	-	-	-
Finance cost	0.50	238.09%	0.50	128.20%	0.50	84.74%
Other expenses	1.01	480.95%	0.19	48.72%	0.19	32.20%
Depreciation and amortization expenses	-	-	-	-	-	-
Total Expenses	1.71	814.28%	0.69	176.92%	0.69	116.94%
Profit before exceptional and extraordinary items and tax	(1.49)	(709.52)%	(0.30)	(76.92)%	(0.10)	(16.95)%
Exceptional items	-	-	-	-	-	-
Tax Expenses						
Current tax	-	-	-	-	-	-
Deferred tax	(0.17)	(80.95)%	-	-	-	-
Total Tax expenses	(0.17)	(80.95)%	-	-	-	-

Particulars	Fiscal 2019		Fiscal 2018		Fiscal 2017	
	Amount (₹ in millions)	Percentage of Total Revenue (%)	Amount (₹ in millions)	Percentage of Total Revenue (%)	Amount (₹ in millions)	Percentage of Total Revenue (%)
PROFIT FOR THE PERIOD	(1.32)	(628.57)%	(0.30)	(76.92)%	(0.10)	(16.95)%

Fiscal 2019 compared to Fiscal 2018

Revenue

Our total revenue decreased by 45.34% from ₹0.39 million in Fiscal 2018 to ₹0.21million in Fiscal 2019. This decrease was primarily on account of a decrease in our interest income. The decrease in interest income was on account of utilisation of fixed deposit funds. We did not have any revenue from operations in Fiscal 2019 or Fiscal 2018.

Expenditure

Our total expenses increased by 147.19% from ₹0.69million in Fiscal 2018 to ₹1.71 million in Fiscal 2019, which was on account of payment of Director remuneration in the form of perquisites in Fiscal 2019 to the extent of ₹0.19 million and increase in our expenses from ₹0.19 million in Fiscal 2018 to ₹1.01 million in Fiscal 2019. The increase in other expenses was on account of payment of prior period expenses and a write off of receivables to the extent of ₹7,488.

Profit before Tax

As a result of the foregoing, our loss before tax increased by 396.68% from ₹0.30million in Fiscal 2018 to ₹1.49 million in Fiscal 2019.

Tax Expenses

Tax expenses incurred increased from Nil in Fiscal 2018 to ₹(0.17)million in Fiscal 2019.

Profit after Tax

Our loss after tax, increased by 338.79% from ₹0.30million in Fiscal 2018 to ₹1.32million in Fiscal 2019.

Fiscal 2018 compared to Fiscal 2017

Revenue

Our total revenue decreased by 33.72% from ₹0.59 million in Fiscal 2017 to ₹0.39million in Fiscal 2018. This decrease was primarily on account of a decrease in our interest income. The decrease in interest income was on account of utilisation of funds invested in fixed deposits. We did not have any revenue from operations in Fiscal 2018 or Fiscal 2017.

Expenditure

Our total expenses remained constant at ₹0.69million in Fiscal 2018 and Fiscal 2017, which was on account of other expenses in Fiscal 2018 and Fiscal 2017 to the extent of ₹0.19 million.

Profit before Tax

As a result of the foregoing, our loss before tax increased by 195.45% from ₹0.10million in Fiscal 2017 to ₹0.30 million in Fiscal 2018.

Tax Expenses

We did not incur any tax expenses in Fiscal 2018 or Fiscal 2017.

Profit after Tax

Our loss after tax, increased by 195.45% from ₹0.10million in Fiscal 2017 to ₹0.30million in Fiscal 2018.

Significant Developments That May Affect our Future Results of Operations

In the opinion of our Board, except as disclosed below and elsewhere in this Information Memorandum, no circumstances have arisen since March 31, 2019, which materially affect or are likely to affect, the trading and profitability of our Company, or the value of our assets or our ability to pay material liabilities within the next 12 months:

1. Our Company has availed a loan of ₹30.00 million from TCL for the purpose of payment of stamp duty on increased authorised share capital. In terms of our arrangement with TCL, it has made certain payments towards stamp duty on behalf of our Company, which have been treated as a loan to our Company. The terms of the loan include repayment within a period of three months, extendable up to six months from the date of payment by TCL along with interest at applicable prime lending rate of State Bank of India; and
2. The Ministry of Housing and Urban Affairs, has allocated ₹7,510 million towards usage by our Company for payment of stamp duties and other operating costs. The amounts will be made available to our Company in tranches, post April 1, 2020.

SECTION VII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as disclosed below, our Company as on the date of this Information Memorandum, there are no (i) all criminal proceedings; (ii) all actions by statutory or regulatory authorities; (iii) all claims related to direct and indirect taxes, in consolidated manner, giving number of cases and total amount; and (iv) all material litigation, in each case involving our Company and our Directors.

*Pre-litigation notices received by the Company or a Director (the “**Relevant Parties**”) from third parties (excluding those notices issued by statutory/regulatory/tax authorities) shall, unless otherwise decided by the Board of Directors, not be considered material until such time that the Relevant Party is impleaded as defendant in litigation proceedings before any judicial forum.*

All terms defined in a particular litigation disclosure below are for that particular litigation only.

Given below is a description of the cases instituted by or being defended by TCL in relation to the Surplus Land, which have been transferred to our Company pursuant to the Scheme of Arrangement. The status of litigation proceedings transferred pursuant to the Scheme of Arrangement disclosed herein are as on February 1, 2020.

Sr . N o.	Details TC Entity Involved and other Party(ies) (if any) on the same side		Details of the Party(ies) on the other side		Forum (in case of Litigati on)	Case No.	Land Location in dispute	Status
	Na me	Whether Petitioner/ Respondent	Name	Whether Petitione r/ Respond ent				
1	TCL	Petitioner	Union of India / Sushil Sharma and others	Responde nts	Delhi High Court	WP (Civil) 2546/14	Greater Kailash, New Delhi	21 February 2020
2	TCL	Respondent	DLF Ltd	Petitioner	Delhi High Court	WP (Civil) 654/15	Greater Kailash, New Delhi	connected with WP 2546/2014
3	TCL	Petitioner	Union of India / LAC / DMRC	Responde nt	Delhi High Court	WP (Civil) 2130/14	Greater Kailash, New Delhi	Disposed off. Company is in process of challengin g this judgment in Supreme Court. Note: Recently during the measureme nt exercise, company has come to know that DMRC is

Sr . N o.	Details TC Entity Involved and other Party(ies) (if any) on the same side		Details of the Party(ies) on the other side		Forum (in case of Litigation)	Case No.	Land Location in dispute	Status
	Name	Whether Petitioner/ Respondent	Name	Whether Petitioner/ Respondent				
								in possession of some additional portion of land in illegal manner other than acquired land, for which company is in process sending legal notice to DMRC.
4	TCL	Petitioner	Union of India / LAC / DMRC	Respondents	District Court, Saket, Delhi	LAC 14/14	Greater Kailash, New Delhi	adjourned to 26 February 2020
5	TCL	Respondent	Land Acquisition Collector	Petitioner	District Court, Saket, Delhi	LAC 4/14	Greater Kailash, New Delhi	adjourned to 26 February 2020
6	TCL	Petitioner	Union of India	Respondent	Delhi High Court	CM (Main) 895/15	Greater Kailash, New Delhi	Disposed off.
7	TCL	Applicant/ Petitioner	Govt. Of NCT of Delhi & Ors.	Respondent	Delhi High Court	CM 22366/2017 in WP (C) 2434/2011	Greater Kailash, New Delhi	Disposed off.
8	TCL	Petitioner	Govt. Of NCT of Delhi & Ors.	Respondent	Delhi High Court Now in Supreme Court	WP. (C) 5301/2017 Civil Appeal 5090 of 2019	GK, New Delhi	Disposed off. Now the matter is pending in Supreme Court.
9	TCL	Respondent	Venkata Rao	Petitioner	Sub Court Ponneri	AS 70/2011	Padianallur, Chennai	The matter is listed on 17 February 2020.
10	TCL	Caveator	Government of Tamilnadu & Others	Respondent	High Court of		Padianallur,	-

Sr . No.	Details TC Entity Involved and other Party(ies) (if any) on the same side		Details of the Party(ies) on the other side		Forum (in case of Litigation)	Case No.	Land Location in dispute	Status
	Name	Whether Petitioner/ Respondent	Name	Whether Petitioner/ Respondent				
					Madras		Chennai	
11	TCL	Caveator	P. VenktaRao	Respondent	High Court of Madras		Padianallur, Chennai	-
12	TCL	Caveator	P. VenktaRao	Respondent	High Court of Madras		Padianallur, Chennai	-
13	TCL	Respondent	P. Gopal, S/o P. VenktaRao	Appellant	High Court of Madras	CMP No. 21808 of 2018 in W Appeal	Padianallur, Chennai	Next Date is not fixed.
14	TCL	Respondent	State of Tamilnadu	Appellant	High Court of Madras	CMP NO. 878 of 2019 in Writ Appeal	Padianallur, Chennai	Next Date is not fixed.
15	TCL	Respondent	P. Gopal, S/o P. VenktaRao	Petitioner	High Court of Madras	WA No. 1918/2018	Padianallur, Chennai	Next Date is not fixed.
16	TCL	TCL is not a party as of now	Komalavalli	Petitioner	High Court of Madras	CrI. O.P.No. 8183 of 2015	Padianallur, Chennai	Next Date is not fixed.
17	TCL	Respondent	Kaushalya Mahadev Choudhary &Ors.	Petitioner	High Court Mumbai	WP 9163/2009	Dighi, Pune	For final hearing
18	TCL	Respondent	Santosh Walke	Petitioner	High Court Mumbai	PIL 109/2008	Dighi, Pune	For final hearing
19	TCL	Respondent	Santosh Walke	Applicant	High Court Mumbai	Contempt Petition 525/2010 In PIL 109/2008	Dighi, Pune	No notice issued yet to TCL
20	TCL	Respondent	Madhav Mhaske	Petitioners	High Court Mumbai	WPST/28643/2015 WP/612/2016	Dighi, Pune	FOR ADMISSION, NO DATE FIXED
21	TCL	Respondent	Santosh Keshav Waje	Petitioners	High Court Mumbai	WPST/28635/2015 WP/132/2016	Dighi, Pune	Last listed on 26.11.2019
22	TCL	Respondent	DattatreyaGavahne	Petitioners	High Court Mumbai	WPST/28641/2015 WP/4332/2016	Dighi, Pune	Last listed on 26.11.2019
23	TCL	Respondent	Somnath Shinde	Petitioners	High Court Mumbai	WPST/28623/2015 WP/602/2016	Dighi, Pune	Last listed on 26.11.2019
24	TCL	Respondent	Harihar Walke	Petitioners	High Court Mumbai	WPST/28631/2015 WP/4334/2016	Dighi, Pune	Last listed on 26.11.2019

Sr . N o.	Details TC Entity Involved and other Party(ies) (if any) on the same side		Details of the Party(ies) on the other side		Forum (in case of Litigation)	Case No.	Land Location in dispute	Status
	Name	Whether Petitioner/ Respondent	Name	Whether Petitioner/ Respondent				
25	TCL	Respondent	Shanti Parande	Petitioners	High Court Mumbai	WPST/28659/2015 WP/11464/2015	Dighi, Pune	FOR ADMISSION, NO DATE FIXED
26	TCL	Respondent	Krishna Walke	Petitioners	High Court Mumbai	WPST/28625/2015 WP/614/2016	Dighi, Pune	Last listed on 26.11.2019
27	TCL	Respondent	Mangala Ghule	Petitioners	High Court Mumbai	WPST/28660/2015 WP/4747/2016	Dighi, Pune	FOR ADMISSION, NO DATE FIXED
28	TCL	Respondent	Maruti Tapkir	Petitioners	High Court Mumbai	WPST/28629/2015 WP/4744/2016	Dighi, Pune	FOR ADMISSION, NO DATE FIXED
29	TCL	Respondent	Ramdas Walke	Petitioners	High Court Mumbai	WPST/28663/2015 WP/4863/2016	Dighi, Pune	Last listed on 26.11.2019
30	TCL	Respondent	Parshuram Mhaske	Petitioners	High Court Mumbai	WPST/28640/2015 WP/4333/2016	Dighi, Pune	FOR ADMISSION, NO DATE FIXED
31	TCL	Respondent	Pandit Walke	Petitioners	High Court Mumbai	WPST/28634/2015 WP/4342/2016	Dighi, Pune	Last listed on 26.11.2019
32	TCL	Respondent	Popat Kate	Petitioners	High Court Mumbai	WPST/28628/2015 WP/4341/2016	Dighi, Pune	Last listed on 26.11.2019
33	TCL	Respondent	Shri Suresh Bhikaji Walke v. Union Of India &Ors.	Petitioners	High Court Mumbai	W.P. (Stamp) No. 20099 of 2016 WP 11346/2016	Dighi, Pune	Last listed on 26.11.2019
34	TCL	Respondent	Shri Ashok Dhondiba Sakure v. Union of India &Ors.	Petitioners	High Court Mumbai	W.P. (Stamp) No. 20100 of 2016 WP 11339/2016	Dighi, Pune	Last listed on 26.11.2019
35	TCL	Respondent	Shri Dattatraya Haribhau Walke v. Union of India &Ors	Petitioners	High Court Mumbai	W.P. (Stamp) No. 20102 of 2016 WP 11340/2016	Dighi, Pune	Last listed on 26.11.2019
36	TCL	Respondent	Shri Eknath Bhiku Walke v. Union of India &Ors.	Petitioners	High Court Mumbai	W.P. (Stamp) No. 20104 of 2016 WP	Dighi, Pune	FOR ADMISSION, NO DATE

Sr . N o.	Details TC Entity Involved and other Party(ies) (if any) on the same side		Details of the Party(ies) on the other side		Forum (in case of Litigati on)	Case No.	Land Location in dispute	Status
	Na me	Whether Petitioner/ Respondent	Name	Whether Petitione r/ Respond ent				
						11348/2014		FIXED
37	TCL	Respondent	Shri VitthalDhondibaWa lke v. Union of India &Ors.	Petitioner s	High Court Mumbai	W.P. (Stamp) No. 20103 of 2016 WP 11347/2016	Dighi, Pune	FOR ADMISSI ON, NO DATE FIXED
38	TCL	Respondent	SHRI MARUTI DAMU KATE	Petitioner s	High Court Mumbai	WPST 20656/2016 WP (Civil) 6647/2017	Dighi, Pune	Last listed on 26.11.2019
39	TCL	Respondent/Applicant	Bank of Oman	Claimant	DRT and DRAT at Mumbai	145/2009 R.P 188/2001 665/2016	Dighi, Pune	4 March 2020, For further proceeding s 12 February 2020, For further proceeding s

In addition to the above matters, TCL has filed some police complaints with concerned police station seeking assistance to maintain law and order and provide security to the personnel of TCL at Halishar campus. These complaints are currently outstanding and have been transferred to our Company in terms of the Scheme of Arrangement.

GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of material approvals obtained by our Company. In view of the approvals listed below, our Company can undertake their current business activities and no material approvals, permissions, consents, licenses or registrations from any governmental or regulatory authority are required to undertake the listing or continue their business activities. It must be distinctly understood that, in granting these approvals, the government or regulatory authorities do not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Certain approvals may lapse in their normal course or have not been obtained by our Company, and our Company shall either make an application to the appropriate authorities for grant or renewal of such approvals or are in the process of making such applications. Unless otherwise stated, these approvals are valid as of the date of this Information Memorandum. For details in connection with the regulatory and legal framework within which our Company operates, please see “*Regulations and Policies*” on page 45.

All consents, permissions, statutory or other licenses, approvals, sanctions, permits, registrations, authorizations, consents to operate, certificates, environment or other clearances and authorities, leases, tenancies, assignment, allotments, power of attorney given by, issued to or executed in favour of the Transferor Company, claims, powers, allotments, approvals, contracts, enactments, arrangements, rights, titles, interests, benefits, privileges and other intangible rights issued to or executed in favour of the Transferor Company, arrangements of all kinds, shall stand transferred to the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the rights and benefits under the same shall be available to the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions. In so far as the special incentive schemes and various other incentives, subsidies, special status and other benefits or privileges enjoyed, granted by any Appropriate Authority or by any other person, or availed of by the Transferor Company are concerned, the same shall vest with and be available to Transferee Company on the same terms and conditions. Any registration fees, charges etc. paid by the Transferor Company in relation to the aforementioned consents, permissions, licenses, approvals, certificates, clearances and authorities, etc. shall be deemed to have been paid by the Transferee Company and consequently, the concerned Appropriate Authority shall carry out necessary mutations in favour and in name of the Transferee Company, where applicable. Upon the effective date and until the licenses, permit, quotas, approvals, incentives, subsidies, rights, claims, leases, tenancy rights, liberties, schemes, special status are transferred, vested, recorded effected and or perfected, in the record of the Appropriate Authority, in favour of the Transferee Company, the Transferee Company is authorized to carry on business, transferred pursuant to this Scheme, in the name and style of Transferor Company and under the relevant license and or permit and/or approval, as the case may be, and the Transferee Company shall keep a record and/or account of such transactions.

I. Incorporation Details of our Company

1. A certificate of incorporation dated May 20, 1986 issued by the RoC to our Company;
2. A certificate of change of name under the Companies Act, 1956, consequent to change in name on conversion to a public limited company dated March 13, 1995.

II. Approvals relating to the listing

For the approvals and authorisations obtained by our Company in relation to the listing, please see “*Regulatory and Statutory Disclosures – Authority for Listing*” on page 142.

REGULATORY AND STATUTORY DISCLOSURES

Authority for listing

The Ministry of Corporate Affairs, Government of India, vide its orders(24/5/2018-CL-II) and (24/5/2018-CL-III) both dated August 5, 2019, approved the Scheme of Arrangement amongst Tata Communications Limited, our Company, and their respective shareholders and creditors. Pursuant to the Scheme of Arrangements, the Surplus Land are transferred to and vested our Company with the Appointed Date of March 30, 2018 in accordance with Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The Effective Date is as set out in the Scheme of Arrangement.

In accordance with the Scheme of Arrangement, the Equity Shares of our Company, issued pursuant to the Scheme, shall be listed and admitted to trading on BSE and NSE. Such admission and listing is not automatic and will be subject to fulfilment by our Company of the respective listing criteria of the Stock Exchanges and also subject to such other terms and conditions as may be prescribed by the respective Stock Exchanges at the time of the application made by our Company seeking approval for listing.

Eligibility criterion

There being no initial public offering or rights issue, the eligibility criteria prescribed under the SEBI Regulations are not applicable. However, SEBI, vide its letter no. [●] dated [●], granted relaxation of clause (b) to sub-rule (2) of Rule 19 of SCRR thereof by making an application to SEBI under sub-rule (7) of Rule 19 of the SCRR as per the SEBI Circular. Our Company submitted this Information Memorandum, containing information about our Company, making disclosures in line with the disclosure requirement for public issues, as applicable to BSE and NSE and the Information Memorandum shall be made available to public through the respective websites of the Stock Exchanges i.e., www.bseindia.com and www.nseindia.com. Our Company shall make the Information Memorandum available on its website at www.hpil.co.in. Our Company shall publish an advertisement in the newspapers containing its details as per the SEBI Circular with the details required in terms of Annexure A Part III (A) para 2 sub-clause 5 of the SEBI Circular. The advertisement shall draw specific reference to the availability of the Information Memorandum on our Company's website.

Prohibition by Securities and Exchange Board of India

Our Company, Directors and our Promoter are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Compliance with Companies (Significant Beneficial Ownership) Rules, 2018

Our Company and Promoter are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent applicable.

Fugitive Economic Offences

None of our Directors is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

Association with the Securities Market

None of our Directors are associated with the securities market in any manner. No action has been initiated by SEBI against any of our Directors in the past 5 years preceding the date of this Information Memorandum.

Identification as wilful defaulter by Reserve Bank of India

Our Company, Promoter, Directors have not been identified as wilful defaulters by the Reserve Bank of India.

Disclaimer Clause of the BSE

BSE vide its letter (bearing reference no. DCS/AMAL/PB/R37/1054/2017-18) dated February 27, 2018, approved the Scheme of Arrangement under Regulation 37 of the SEBI Listing Regulations and by virtue of the said approval, BSE's name has been included in this Information Memorandum as one of the stock exchanges on which our Company's Equity Shares are proposed to be listed.

As required, a copy of the Draft Information Memorandum and this Information Memorandum has been submitted to BSE.

Disclaimer Clause of the NSE

NSE has vide its letter (bearing reference no. NSE/LIST/14578) dated February 28, 2018, approved the Scheme of Arrangement under Regulation 37 of the SEBI Listing Regulations and by virtue of the said approval, NSE's name is included in this Information Memorandum as one of the stock exchanges on which this Company's Equity securities are proposed to be listed.

As required, a copy of the Draft Information Memorandum and this Information Memorandum has been submitted to NSE.

General Disclaimer from our Company

Our Company accepts no responsibility for statements made otherwise than in this Information Memorandum or in the advertisements to be published in terms of Annexure A Part III (A) para 2 sub-clause 5 of the SEBI Circular or any other material issued by or at the instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Listing

Applications have been made to BSE and NSE for an official quotation of the Equity Shares of our Company. Our Company has nominated NSE as the Designated Stock Exchange for the aforesaid listing of the Equity Shares. Our Company has taken steps for completion of necessary formalities for listing and commencement of trading at all the Stock Exchanges mentioned above within a period as approved by SEBI.

Listing approval from BSE and NSE

Our Company has obtained in-principle listing approvals from BSE and NSE on [●] and [●]. Our Company shall make the applications for final listing and trading approvals from BSE and NSE.

Securities and Exchange Board of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957

Our Company was granted an exemption from the application of Rule 19(2) (b) of the Securities Contracts (Regulation) Rules, 1957 by the SEBI vide the letter no. [●] dated [●].

Filing

A copy of this Information Memorandum has been filed with BSE and NSE.

Demat Credit

Our Company has executed Tripartite Agreements with the Depositories i.e. NSDL and CDSL, dated September 18, 2019 and October 23, 2019, respectively, for admitting our Equity Shares in demat form. Our Company has been allotted INE0AJG01018 as its ISIN.

Consent

Our Company has obtained consent from our Directors, Statutory Auditor and Registrar.

Expert Opinions

Save as stated elsewhere in this Information Memorandum, we have not obtained any expert opinions.

Dispatch of Share Certificates

In accordance with the Scheme, new Equity Shares have been issued and allotted to the Eligible Shareholders of on the Record Date i.e. September 18, 2019. Our Company has dispatched the physical share certificates to Eligible Shareholders holding shares of Tata Communications Limited in physical form on [●] and credited the new Equity Shares to depository participant accounts of the Eligible Shareholders on [●].

Previous Rights and Public Issues

Since incorporation, our Company has not issued Equity Shares to the public or had any Rights Issues.

Capital Issue in the last 3 years

The Company has not made any capital issue during the last 3 years.

Commission and Brokerage on Previous Issues

No sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares by our Company.

Performance vis - à - vis objects

This is for the first time our Company is getting listed on any stock exchange.

Outstanding Debentures or Bonds and Redeemable Preference Shares and other Instruments issued by our Company

Save as stated elsewhere in this Information Memorandum, there are no outstanding debentures or bonds and redeemable preference shares and other instruments issued by our Company.

Stock Market Data for Equity Shares of our Company

The Equity Shares of our Company are not listed on any stock exchange. Through this Information Memorandum, our Company is seeking approval for listing of its Equity Shares from the Stock Exchanges.

Disposal of Investor Grievances

Our Company has the following platforms for addressing investors' grievances:

- E-mail id: info@hpil.co.in
- SCORES

Shareholders can express their grievances by sending mails to above e-mail id or raise complaints in SCORES(Common Portal introduced by SEBI). Further, the Shareholders can also raise their grievances with our Company Secretary. As on the date of this Information Memorandum our Company, has not received any investor complaints since incorporation.

Company Secretary and Compliance Officer

Ms. Lubna

Room No. 144, C-Wing,
Nirman Bhawan, Maulana Azad Road
New Delhi 110 001
Tel: +91 11 2306 1325
Email: info@hpil.co.in

Capitalisation of reserves or profits or revaluation of assets

There has been no capitalization of our reserves or profits or revaluation of our assets since incorporation to the date of this Information Memorandum.

SECTION VII: OTHER INFORMATION

MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Pursuant to the Companies Act and the SEBI Regulations, the main provisions of the Articles of Association are detailed below. Capitalised terms used in this section have the meaning given to them in the Articles of Association.

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MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office on any Working Day, between 10 a.m. and 5 p.m. for a period of seven Working Days from the date of filing of this Information Memorandum with the Stock Exchanges.

Documents for inspection

1. Copies of the updated Memorandum and Articles of Association of our Company, as amended till date.
2. Certificate of incorporation dated February 17, 2005.
3. Statement of tax benefits issued by S C A N R & Co, along with the certificate dated February 14, 2020.
4. Order dated August 5, 2019 of the Ministry of Corporate Affairs (24/5/2018-CL-II) approving the Scheme of Arrangement.
5. Order dated August 5, 2019 of the Ministry of Corporate Affairs (24/5/2018-CL-III) approving the Scheme of Arrangement.
6. Order dated July 12, 2018 of the NCLT, Mumbai bench, approving the Scheme of Arrangement.
7. Letters dated February 27, 2018 and February 28, 2018, issued by BSE and NSE, respectively, approving the Scheme of Arrangement.
8. SEBI's letter (bearing reference no. [●]) dated [●] granting relaxation of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957 as per the SEBI Circular issued by SEBI dated March 10, 2017 for the purpose of listing of the shares of our Company.
9. BSE letter no. [●] dated [●] granting in-principle approval for listing.
10. NSE letter no. [●] dated [●] granting in-principle approval for listing.
11. Tripartite agreement dated September 18, 2019 with NSDL, Registrar and our Company.
12. Tripartite agreement dated October 23, 2019 with CDSL, Registrar and our Company.

DECLARATION

All relevant provisions of the the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Information Memorandum is contrary to the provisions of the the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. All statements made in this Information Memorandum are true and correct.

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

Sd/-

AMIT KATARIA

(Director)

Place: New Delhi

Date: 18.02.2020