

Hemisphere Properties India Limited

CIN: U70101DL2005 GOI 132162

Regd Office Address: Room No. 144, C-Wing, Nirman Bhawan,

Maulana Azad Road,

New Delhi 110001

Contact: 011- 23061444, 23061991

SUMMARY OF PROCEEDINGS AND VOTING RESULTS OF THE MINISTRY OF CORPORATE AFFAIRS CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF HEMISPHERE PROPERTIES INDIA LIMITED ("COMPANY")

Venue : Room No. 144, C-Wing, Nirman Bhawan, Maulana Azad Road, New Delhi – 110001

Time : 03 :00 p.m. IST

The Chairperson appointed for the meeting welcomed all the shareholders present and briefed the shareholders on the safety and security arrangements at the venue. The Chairperson then informed the Shareholders of the proxies and letters of authority received by the Company and placed the same on the table for inspection by Shareholders. The Chairperson then informed the shareholders that the facility for voting at the meeting by ballot or polling paper had been arranged.

With the permission of the shareholders, the Notice was taken as read.

The Chairperson then addressed the shareholders stating that the meeting of the equity shareholders had been convened as per the directions of the Ministry of Corporate Affairs to consider and if thought fit, approve the Scheme of Arrangement and Reconstruction among Tata Communications Limited and Hemisphere Properties India Limited and their respective shareholders and creditors (Scheme of Arrangement).

The Chairperson then appointed Mr. Rajeev Kumar, Deputy Land & Development Officer - IV, member of the Company and Ms. Aayushi Sharma, advocate, independent scrutinizer (together "Scrutinizers"), to scrutinize the votes cast at the meeting in a fair and transparent manner.


Thereafter, the following items of business as per the Notice of the Ministry of Corporate Affairs convened meeting of the equity shareholders dated February 07, 2019, were transacted at the meeting:

Item No.	Item Description	Resolution Type	Result
1.	Approval of Scheme of Arrangement and Reconstruction among Tata Communications Limited ("Transferor Company") and Hemisphere Properties India Limited ("Transferee Company") and their respective shareholders and creditors	Special	Passed unanimously

Thereafter, voting process was carried out at the venue.

The meeting concluded with a vote of thanks to the Chair.

For Hemisphere Properties India Limited


Nandita Gupta
Managing Director & Chairperson



**FORM NO. MGT-13
REPORT OF THE SCRUTINIZERS**

REPORT OF THE SCRUTINIZERS OF THE MINISTRY OF CORPORATE AFFAIRS (MCA) CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF HEMISPHERE PROPERTIES INDIA LIMITED HELD ON TUESDAY, MARCH 05, 2019 AT 03:00 P.M. IST AT ROOM NO. 144, C-WING, NIRMAN BHAWAN, MAULANA AZAD ROAD, NEW DELHI - 110001.

To,
Ms. Nandita Gupta
Chairperson
MCA Convened Meeting of the Equity Shareholders of
HEMISPHERE PROPERTIES INDIA LIMITED

Sub: Scrutinizer's Report for the voting conducted by ballot at the MCA convened meeting of the equity shareholders of Hemisphere Properties India Limited held on Tuesday, March 05, 2019 at Room No. 144, C-Wing, Nirman Bhawan, Maulana Azad Road, New Delhi - 110001.

Dear Madam,

We, Mr. Rajeev Kumar, Deputy Land & Development Officer - IV, member of Hemisphere Properties India Limited and Ms. Aayushi Sharma, Advocate, independent scrutiniser, appointed as Scrutinizers for the purpose of the meeting conducted as per the order dated January 02, 2019 and Corrigendum order dated January 24, 2019, passed by the Ministry of Corporate Affairs ("Orders"), for approving the Scheme of Arrangement and Reconstruction among Tata Communications Limited and Hemisphere Properties India Limited and their respective shareholders and creditors ("Scheme"), pursuant to the provisions of Sections 230 - 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 or Companies Act, 1956, as applicable (including any statutory modification(s) or re-enactment thereof), through voting by ballot at the MCA convened meeting of the equity shareholders of the Company, attended by 10 shareholders either personally or by proxy or by authorized representative held on Tuesday, March 05, 2019 at 03:00 p.m. IST at Room No. 144, C-Wing, Nirman Bhawan, Maulana Azad Road, New Delhi - 110001, submit our report as under:

1. After the time fixed for closing of the poll by the Chairperson, a ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Company and the Authorizations/Proxies lodged with the Company.
3. We did not find any poll papers invalid.

The results of the voting by equity shareholders of the Company at the MCA convened meeting are as under:

Rajeev Kumar
05/03/2019

Aayushi Sharma
5/3/2019

Resolution No. 1 – Special Resolution

Approval of Scheme of Arrangement and Reconstruction among Tata Communications Limited (“Transferor Company”) and Hemisphere Properties India Limited (“Transferee Company”) and their respective shareholders and creditors

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy or by authorised representative)	Number of votes (in terms of the number of shares held by them) cast by them	% of total number of valid votes (in terms of the number of shares held) cast by them
10	49999	100%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy or by authorised representative)	Number of votes (in terms of the number of shares held by them) cast by them	% of total number of votes (in terms of the number of shares held) cast by them
0	0	0%

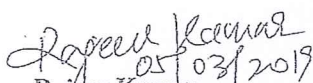
(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0


4. The list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for the resolution is enclosed.
5. The ballot papers and all other relevant records were sealed and handed over to the Chairperson of the Board for safe keeping.

Thanking you,

Yours faithfully,


Rajeev Kumar
Deputy Land & Development Officer – IV
Member

Place: New Delhi
Dated: March 05, 2019


Aayushi Sharma
Advocate
Independent Scrutinizer

MEETING OF EQUITY SHAREHOLDERS CONVENED AS PER THE DIRECTIONS OF THE MINISTRY OF CORPORATE AFFAIRS HELD ON : 05 MARCH 2019
Approval of Scheme of Arrangement and Reconstruction among Tata Communications Limited ("Transferor Company") and Hemisphere Properties India Limited ("Transferee Company") and their respective shareholders and creditors.
Report Type = List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid

Sr.No	Ballot No.	Category	Proxy ID	Attendance No	Attendance (V)Valid/(I)Invalid	Folio No.	Name and Address of the Shareholder / Joint Holders	S/P/AR	Name of Proxy / Authorised Representative	Proxy (V)Valid/(I)Invalid	No. of Shares Held	No. of Shares Authorised to Represent	No. of Shares Polled	Invalid Votes	Remarks	Additional Remarks
1	B1	PROMOTER & PROMOTER GROUP		1V		42	Joint Secretary (A, L & E) NANDITA GUPTA Room No. 629, A-Wing, Nirman Bhawan, Haulana Azad Road, New Delhi 110001	S	In Person	V	10000	10000	10000	0	0	
2	B2	PROMOTER & PROMOTER GROUP		2V		43	Joint Secretary (A, L & E) NANDITA GUPTA Room No. 611, A-Wing, Nirman Bhawan, Haulana Azad Road, New Delhi 110001	S	In Person	V	10000	10000	10000	0	0	
3	B3	PROMOTER & PROMOTER GROUP		3V		44	Deputy Land & Development Officer - IV (DY.L&DO-IV) RAJEEV KUMAR Room No. 629, A-Wing, Nirman Bhawan, Haulana Azad Road, New Delhi 110001	S	In Person	V	2777	2777	2777	0	0	
4	B4	PROMOTER & PROMOTER GROUP		4V		45	Deputy Land & Development Officer - II (DY.L&DO-II) RAJESH KUMAR JHA Room No. 629, A-Wing, Nirman Bhawan, Haulana Azad Road, New Delhi 110001	S	In Person	V	2777	2777	2777	0	0	
5	B5	PROMOTER & PROMOTER GROUP		5V		46	Deputy Land & Development Officer - III (DY.L&DO-III) ABHISHEK BISWAS Room No. 628, A-Wing, Nirman Bhawan, Haulana Azad Road, New Delhi 110001	S	In Person	V	1	1	1	0	0	
6	B6	PROMOTER & PROMOTER GROUP		6V		47	Deputy Land & Development Officer - V (DY.L&DO-V) S.K. BABBAR Room No. 633, A-Wing, Nirman Bhawan, Haulana Azad Road, New Delhi 110001	S	In Person	V	1	1	1	0	0	
7	B7	PROMOTER & PROMOTER GROUP		7V		48	Deputy Land & Development Officer - VI (DY.L&DO-VI) RAJESH KUMAR JHA Room No. 623, A-Wing, Nirman Bhawan, Haulana Azad Road, New Delhi 110001	S	In Person	V	1	1	1	0	0	
8	B8	PROMOTER & PROMOTER GROUP		8V		49	Engineer Officer SATPAL SINGH Room No. 617, A-Wing, Nirman Bhawan, Haulana Azad Road, New Delhi 110001	S	In Person	V	1	1	1	0	0	
9	B9	PROMOTER & PROMOTER GROUP		9V		50	Superintendent (Super.L-I-A) VINOD KISHOR SINGH Room No. 637, A-Wing, Nirman Bhawan, Haulana Azad Road, New Delhi 110001	S	In Person	V	1	1	1	0	0	
10	B10	PUBLIC - BODIES CORPORATE		10V		51	PARATORE FINVEST LIMITED BOMBAY HOUSE 24 HORT HOOT STREET MUMBAI 400001	S	Represented by Mr. R. Srivastava	V	24440	24440	24440	0	0	
							TOTALS				49999	49999	49999	0	0	

Agreed & Signed
05/03/2019