

HEMISPHERE PROPERTIES INDIA LIMITED

(A Govt. of India Enterprises)

CIN: L70101DL2005GOI132162

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

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

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, ('the Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standards issued by Institute of Company Secretaries of India on General Meetings ('SS-2'), and other applicable provisions of the Act and the Rules, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17 / 2020 dated April 13, 2020, in relation to extension of framework "Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19, General Circular No. 22/ 2020 dated June 15, 2020, General Circular No. 33/ 2020 dated September 28, 2020, General Circular No. 39/ 2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/ 2021 dated December 08, 2021 , in relation to extension of the framework provided in the aforementioned circulars up to June 30, 2022 ("MCA Circulars"), issued by the Ministry of Corporate Affairs, Government of India, and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the resolution appended below is proposed to be passed by the Members through postal ballot, only by way of remote e-voting process ('e-voting').

In accordance with the MCA circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in the Postal Ballot Notice so as to cast their votes electronically not later than 5:00 p.m. IST on 17th April, 2022, the last day fixed for casting the votes electronically.

Accordingly, the proposed resolutions together with the explanatory statement setting out the material facts as required under section 102 of the Act, are annexed herewith for consideration of the members.

SPECIAL BUSINESS

Item No.1 Appointment of Sh. GR Kanakavidu (DIN: 09471091), as a Non-official (Independent) Director of the Company

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri G R Kanakavidu (DIN: 09471091), who was appointed as an Additional Director of Company in the Board Meeting held on 11th February, 2022 pursuant to the provisions of section 161(1) of the Act and the Articles of Association of the Company, be appointed as Non-official (Independent) Director, not liable to retire by rotation, to hold office for a period of three years from the date of appointment made by Ministry of Housing and Urban Affairs, Government of India, vide order dated 20th January, 2022, as per the terms and condition of his appointment approved by the President of India.

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

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

Sd/-
Lubna
(Company Secretary & Compliance officer)

Place: New Delhi
Dated: 17.03.2022

NOTES

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 setting out all material facts relating to the resolution(s) proposed to be passed through postal ballot is annexed herewith;
2. Shri Rahul Chaudhary, Company Secretary, Proprietor of M/s Rahul Chaudhary & Associates, Company Secretaries in Practice has been appointed as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final;
3. In compliance with the provisions of section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the MCA circulars and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing the facility to all its members to exercise their right to vote by electronic means as an alternate mode of voting which will enable them to cast their votes electronically, for which necessary arrangements have been made by the Company with M/s Central Depository Services (India) Limited ('CDSL') as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote;
4. In accordance with the MCA circulars, the postal ballot notice is being sent only by electronic mode to those members whose names appear on the Register of Members/ list of beneficial owners as on Friday, 11th March, 2022 ('cut off date') received from the Depositories and whose e-mail address is registered with the Depositories/ Registrar & Transfer Agents. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this postal ballot;
5. The Postal Ballot Notice will also be available on the websites of the Stock Exchange(s), i.e., BSE Limited and National Stock Exchange of India Limited, respectively, Company's website at www.hpil.co.in and on the website of the CDSL at www.evotingindia.com;
6. The members who have not registered their email addresses or there is any change in their registered email address(es), are requested to immediately notify/update their email address with their depository participant, in case the shares are held in dematerialized form and to the Registrar and Transfer Agent, in case the shares are held in physical form by providing the necessary details;
7. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution(s) only through the remote e-voting process. Members whose names appear in the list of beneficial owners provided by Depositories/ Register of members as on the cutoff date will only be considered eligible for the purpose of e-voting;
8. Persons who become member of the Company after the cutoff date, should treat this notice only for information purpose and are not entitled to vote;

9. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the 'Cut-off date';
10. The e-voting period will commence at 9.00 a.m. (IST) on Saturday, the 19th March, 2022 and ends at 5:00 p.m. (IST) on Sunday, the 17th April, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. Once the vote on a resolution is cast by the members, they shall not be allowed to change it subsequently.
11. All the material documents referred to in the Postal Ballot Notice will be available for inspection electronically until the last date of voting
12. The resolution, if approved shall be deemed to have been passed on the last date of e-voting, i.e., the 17th April, 2022;
13. The Scrutinizer will submit the report, after the completion of scrutiny, to the Chairman & Managing Director or to a person duly authorized by him. The results of the e-voting will be announced on or before Tuesday, 19th April, 2022 and will be displayed on the websites of the Stock Exchange(s), i.e., BSE Limited and National Stock Exchange of India Limited, respectively, Company's website at www.hpil.co.in and on the website of the CDSL at www.evotingindia.com.

INSTRUCTION FOR VOTING

1. Members can vote on the Resolutions only through remote e-voting. Remote e-voting will commence at 9:00 a.m. on the Saturday, 19th March, 2022 and ends at 5:00 p.m. (IST) on Sunday, the 17th April, 2022, when remote e-voting will be blocked by CDSL;
2. Voting rights will be reckoned on the paid-up value of equity shares registered in the names of the members on Friday, 11th March, 2022 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes; and
3. The Resolutions, if passed, will be deemed to be passed on the last date specified for remote e-voting i.e., the 17th April, 2022.

Instructions for shareholders for remote e-voting

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode, are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository

Participants are able to cast their vote without having to register again with E-Voting Service Provider (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

1. Pursuant to above said SEBI circular, Login method for e-voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ul style="list-style-type: none"> i. Users who have opted for CDSL’s Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi; ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly. iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration iv. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> i. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful

	<p>authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>ii. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on “Shareholders” module.
- iii. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

For shareholders holding shares in Demat Form that individual and physical form.	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

3. After entering these details appropriately, click on “SUBMIT” tab;
4. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
5. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice;
6. Click on the EVSN for the relevant <Company Name> on which you choose to vote;
7. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution;
8. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details;
9. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote;

10. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote;

11. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page; and

12. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Additional facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz gr2advisory@gmail.com; , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL](#)

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Process for those Shareholders whose email addresses are not registered with the Depositories for obtaining Login Credentials For e-Voting for the Resolutions proposed in this Notice

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA at csg-unit@tcplindia.co.in;
2. For Demat shareholders - please update your email id and mobile no. with your respective Depository Participant; and
3. For individual demat shareholders- please update your email id and mobile no. with your respective Depository Participant which is mandatory while e-voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

OTHER INSTRUCTIONS

1. The Scrutinizer shall submit the Scrutinizer's Report to the Chairman & Managing Director of the Company or such other officer duly authorized by the Chairman & Managing Director. Further, the results of the Postal Ballot will be announced on or before 19th April, 2022 and the same will be hosted on website of the Company i.e., www.hpil.co.in, service provider, i.e., www.evotingindia.com and the same will also be communicated simultaneously to the Stock Exchanges namely BSE Limited and National Stock Exchange of India Limited;
2. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at website of the Service Provider i.e., www.evotingindia.com; and
3. Members are requested to send all communications relating to shares to Company's Registrar & Share Transfer Agent (R & T Agent) at the following address:

M/s TSR Darashaw Consultant Private Limited,
C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West),
Mumbai – 400083 Contact Person: Nandini Nair
Tel no: 91 22 6656 8484
E-mail: csg-unit@tcplindia.co.in
Website: www.tcplindia.co.in

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

Sd/-
Lubna
(Company Secretary & Compliance officer)

Place: New Delhi
Dated: 17.03.2022

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 Appointment of Sh. GR Kanakavidu (DIN: 09471091), as a Non-official (Independent) Director of the Company

Sh. GR Kanakavidu (DIN: 09471091), was appointed as Non-official (Independent) Director, on the Board of your Company by the President of India vide Ministry of Housing and Urban Affairs, Government of India order dated 20th January, 2022 and was accordingly appointed as an Additional Director by the Board of Directors, to hold office upto the date of Annual General Meeting as per the provisions of the Companies Act, 2013.

As per SEBI(LODR) Regulations, 2015, effective from 1st January, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment whichever is earlier.

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

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

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

None of the Directors, Key Managerial Personnel of the Company or their relatives except Sh. GR Kanakavidu, is in any way, concerned or interested, financially or otherwise, in the resolution. Your directors recommend the resolution as set out in the notice for approval by the members through Special Resolution.

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

Sd/-
Lubna
(Company Secretary & Compliance officer)

Place: New Delhi
Dated: 17.03.2022

BRIEF RESUME OF THE DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED BY REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name	Sh. GR Kanakavidu (DIN 09471091)
Date of Birth	01/06/1966
Qualification	B.tech and Masters of Business Administration (MBA).
Date of Appointment	20/01/2022
Terms & Conditions	As per the terms & Condition Determined by the President of India from time to time
Remuneration sought to be paid and last drawn	-
No. of shares held in HPIL	Nil
Relationship with other Directors & KMP	None
Number of meetings of the Board attended during the FY 2020-21	1(One) Board Meeting
Expertise in Specific functional area	Shri G R Kanakavidu was born in 01-06-1966 and he is holding degree in B.tech and Masters of Business Administration (MBA). He is having vast experience in social welfare and carried out various activities for the betterment of the society.
Directorship in other Companies	Nil
Membership/ Chairmanship of Committee(s) of the other Companies.	Nil

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

Sd/-
Lubna
(Company Secretary & Compliance officer)

Place: New Delhi
Dated: 17.03.2022