



भारत सरकार
आवासन और शहरी कार्य मंत्रालय
भूमि तथा विकास कार्यालय
निर्माण भवन

GOVERNMENT OF INDIA
MINISTRY OF HOUSING AND URBAN AFFAIRS
LAND AND DEVELOPMENT OFFICE
NIRMAN BHAWAN

नई दिल्ली - 110011, तारीख

New Delhi - 110011, Date the

01.12.2020

To,
Manager,
Listing Department
BSE Limited,
P.J. Towers, Dalal Street

To,
Manager
Listing Department
National Stock Exchange of India Limited
"Exchange Plaza", Plot No. C/1, G Block, Bandra
Complex, Bandra (E),
Mumbai -400 051

Dear Sir,

Subject: Disclosures pursuant to change in shareholding of Government of India acting through President of India pursuant to transfer of equity shares as per the Scheme of Arrangement & Reconstruction.

Hemisphere Properties India Limited is a Government company under the administrative control of Ministry of Housing & Urban Affairs. This is to inform you that Government of India is Promoter of Hemisphere Properties India Limited holding 7,44,46,885 equity shares aggregating to 26.12% of the paid up share capital of the Company.

2. The Mumbai Bench of National Company Law Tribunal and Ministry of Corporate Affairs approved Scheme of Arrangement & Reconstruction between Tata Communications Limited & Hemisphere Properties India Limited on 12.07.2018 & 05.08.2019 respectively.

3. In Pursuant to the Clause 6.1 of Part IV of the Scheme states that:

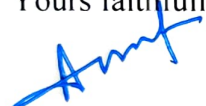
"Upon the scheme becoming effective and as an integral part of scheme, such number of shares as are issued and allotted to Panatone Group Companies by the Transferee Company, pursuant to clause 5.1, in respect of Panatone owning 25% of the subscribed equity capital of the Transferor Company, shall, subsequent to their allotment to Panatone and upon the Transferee company being listed on the recognized stock exchanges, be transferred to the Government of India, in order to give effect to the provisions of the SPA and SHA, without any further act or deed. Such transfer shall be effected within 30 business days of listing and trading of the shares of the Transferee company by Panatone issuing duly executed delivery instructions to its depository participant."

4. HPIL got listed on 22.10.2020 on NSE & BSE, Consequent to which, 7,12,50,000 equity shares aggregating to 25% of paid up share capital is transferred from Panatone Group to Government of India, which as a result the promoter holding of Hemisphere Properties India Limited has increased from 26.12% to 51.12%.

5. In the context of, enclosed please find following disclosures in prescribed form in the matter of change in Promoter holding of Hemisphere Properties India Limited duly signed by Authorized signatory of Administrative Ministry of Company:

- i. Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- ii. Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Thanking You,
Yours faithfully,



Amit Kataria

Authorized signatory on Behalf of Promoter.

Encl. as above.

CC: Hemisphere Properties India Limited, 144C Wing, Nirman Bhawan, New Delhi 110011.

Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Hemisphere Properties India Limited
2.	Name of the acquirer(s)	Government of India acting through President of India
3.	Name of the stock exchange where shares of the TC are listed	BSE and NSE
4.	Details of the transaction including rationale, if any, for the transfer/ Acquisition of shares.	The Mumbai Bench of National Company Law Tribunal and Ministry of Corporate Affairs approved Scheme of Arrangement & Reconstruction between Tata Communications Limited & Hemisphere Properties India Limited on 05.06.2019. In Pursuant to the Clause 6.1 of Part IV of the Scheme states that: <i>“Upon the scheme becoming effective and as an integral part of scheme, such number of shares as are issued and allotted to Panatone Group Companies by the Transferee Company, pursuant to clause 5.1, in respect of Panatone owning 25% of the subscribed equity capital of the Transferor Company, shall, subsequent to their allotment to Panatone and upon the Transferee company being listed on the recognized stock exchanges, be transferred to the Government of India, in order to give effect to the provisions of the SPA and SHA, without any further act or deed. Such transfer shall be effected within 30 business days of listing and trading of the shares of the Transferee company by Panatone issuing duly executed delivery instructions to its depository participant.”</i> Consequent to which, 7,12,50,000 equity shares aggregating to 25% of paid up share capital is transferred from Panatone Group to Government of India, which as a result the promoter holding of Hemisphere Properties India Limited has increased from 26.12% to 51.12%.
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(d)

6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Not applicable			
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
a.	Name of the transferor / seller	-		-	
b.	Date of acquisition	-		-	
c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	-		-	
d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	-		-	
e.	Price at which shares are proposed to be acquired / actually acquired	-		-	
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a	Each Acquirer / Transferee(*) (Government of India)	7,44,46,885	26.12	14,56,96,885	51.12%
b	Each Seller / Transferor Panatone Finvest Limited	9,91,72,854	34.80	27922854	9.8%

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Hemisphere Properties India Limited
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Government of India acting through President of India
Whether the acquirer belongs to Promoter/Promoter group	Yes
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE & NSE

Details of the acquisition as follows

Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
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Before the acquisition under consideration, holding of acquirer along with PACs of:

a) Shares carrying voting rights	7,44,46,885	26.12	26.12
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			
c) Voting rights (VR) otherwise than by equity shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)			
e) Total (a+b+c+d)	7,44,46,885	26.12	26.12

Details of acquisition

a) Shares carrying voting rights acquired	7,12,50,000	25	25
b) VRs acquired otherwise than by equity shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each			

- category) acquired
- d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)
- e) Total (a+b+c+/-d)

7,12,50,000

25

25

After the acquisition, holding of acquirer along with PACs of:

- a) Shares carrying voting rights
- b) VRs otherwise than by equity shares
- c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition
- d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)
- e) Total (a+b+c+d)

145696885

51.12

51.12

Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)

Transfer in pursuant to the Scheme of Arrangement of Reconstruction.

Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.

Equity Shares

Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.

27.11.2020

Equity share capital / total voting capital of the TC before the said acquisition

28,50,00,000 shares
(Rs. 285,00,00,000)

Equity share capital/ total voting capital of the TC after the said acquisition

28,50,00,000 shares
(Rs. 285,00,00,000)

Total diluted share/voting capital of the TC after the said acquisition

28,50,00,000 shares
(Rs. 285,00,00,000)

Part-B***

Name of the Target Company:

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Government of India acting through President of India	Yes	NA



Authorised Signatory

Place: New Delhi

Date: 01.12.2020