

# HIOP INDIA MANAGER IFSC PRIVATE LIMITED

## NOTICE

Shorter Notice is hereby given that the 2<sup>nd</sup> Annual General Meeting ('AGM') of HIOP India Manager IFSC Private Limited will be held at a shorter notice on Thursday, 25<sup>th</sup> of September 2025, at 12.00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") deemed to be held at the registered office of the Company situated at Unit no.B-118, Plot T1 & T4, Road 13, Block 11, SEZ, Gift City, Gandhi Nagar, Gujarat, India- 382355

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### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company comprising of Balance Sheet as on 31<sup>st</sup> March 2025, Statement of Profit and Loss for the year ended on that date along with the Cash Flow Statement as on 31<sup>st</sup> March 2025 and the Explanatory Notes annexed to, or forming part of any document referred above, the Auditors' Report thereon and the Directors' Report thereto.

### SPECIAL BUSINESS:

2. To regularize the appointment of Mr. Ankur Gupta (DIN:01427248) as Non-Executive Director of the Company.

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

**"RESOLVED THAT** pursuant to Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the appointment of Mr. Ankur Gupta (DIN: 01427248), who was appointed as an Additional Director of the Company with effect from 24<sup>th</sup> February, 2025 in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and who is eligible for being appointed and has consented to act as a Director of the Company.

**RESOLVED FURTHER THAT** any Director and/or the Key Managerial Personnels and/or any of the authorised representative of the company (as and when appointed from time to time) be and is hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including filing e-forms with Registrar of Companies ("ROC") and seeking all necessary approvals to give

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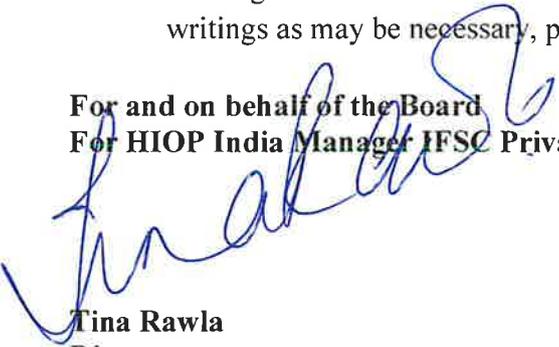
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effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

For and on behalf of the Board  
For HIOP India Manager IFSC Private Limited

  
Tina Rawla  
Director  
DIN: 01552342  
Address: B-51, Pinnacle Apartments  
DLF Phase-5, Gurugram

AA  
Date: 15.09.2025  
Place: Gurugram

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## NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No(s). 14/2020 dated 8<sup>th</sup> April, 2020; 17/2020 dated 13<sup>th</sup> April, 2020; 20/2020 dated 5<sup>th</sup> May, 2020; 02/2021 dated 13<sup>th</sup> January, 2021; 19/2021 dated 8<sup>th</sup> December, 2021; 21/2021 dated 14<sup>th</sup> December, 2021; 02/2022 dated 5<sup>th</sup> May, 2022 and 10/2022 dated 28<sup>th</sup> December, 2022; 09/2023 dated 25<sup>th</sup> September, 2023 and 09/2024 dated 19<sup>th</sup> September, 2024 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the “Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special businesses to be transacted at the Annual General Meeting (the “Meeting”) is annexed hereto.
3. Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote in the meeting to be held through VC/ OAVM.
4. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
5. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM will be held through VC/OAVM, the Route Map and Attendance Slip are not annexed in this Notice.
7. The Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communication including annual reports, notices, circulars, etc. from the Company electronically.
8. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, at the email id i.e. [hiop.compliance@hines.com](mailto:hiop.compliance@hines.com) so as to enable the Management to keep the information ready at the AGM.
9. The Company will provide facility for audio visual participation in AGM Weblink/ recording etc.
10. The Company ensures that the AGM held through VC/OAVM facility allows two way video conferencing or webex for the ease of participation of the members and the participants are allowed to pose questions concurrently or given time to submit questions in advance on the e-mail address of the Company i.e., [hiop.compliance@hines.com](mailto:hiop.compliance@hines.com).

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11. The facility for joining the meeting shall be kept open for at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
12. A proxy is allowed to be appointed under Section 105 of the Act to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since AGM will be held through VC/OAVM, where physical attendance of members in any case has been dispensed with, there is no requirement for appointment of proxies and hence the proxy form is not annexed to this notice.
13. The confidentiality of the password and other privacy issues associated with the designated email address shall be strictly maintained by the Company at all times. Due safeguards with regard to authenticity or email address(es) and other details of the members shall also be taken by the Company.
14. The meeting will be conducted through VC/OAVM. Members may participate in the meeting through the following link:  
Join Teams Meeting  
[Join the meeting now](#)  
  
Meeting ID: 253 172 752 441 8  
Passcode: Mo3YS2xV
15. Disclosures with regard to the manner in which framework available for use by the members and clear instructions on how to access and participate in the meeting are clearly mentioned in this AGM Notice. Shareholders who need assistance with using the technology before or during the meeting may contact by dialing number: +91 124 4802239.
16. The Chairman may decide to conduct voting by show of hands, unless a demand for poll is made by any member, in accordance with Section 109 of the Act and the rules made thereunder.
17. Relevant documents referred to in the Notice and accompanying statement are open for inspection at the Registered Office of the company during normal business hours on all working days of the company up to and including the date of the Annual General Meeting.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members through electronic mode.
19. Details of Directors seeking appointment / re-appointment at ensuring Annual General Meeting pursuant to Secretarial Standards-2 on General Meetings are attached in the Explanatory Statement.

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## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 2:

The Board of Directors through circular resolution no 1/2024-25 dated 24<sup>th</sup> February 2025, had approved the appointment of Mr. Ankur Gupta (DIN: 01427248) as an Additional Director of the Company. Further, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and applicable provisions of the Articles of Association (“AOA”) of the Company, Mr. Ankur Gupta vacates his office as an Additional Director at the ensuing Annual General Meeting of the Company and is eligible to be reappointed as a Director.

Mr. Ankur Gupta is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Further, Disclosure as per ICSI Secretarial Standard SS-2 are set out in the Annexure-1 to the notice.

The Board commends the Ordinary Resolution set out at Item No. 2 of the Notice for approval of shareholders.

None of the Directors, Key Managerial Personnel and/or their relatives, except Mr. Ankur Gupta, are concerned or interested (financially or otherwise) in the resolution set out in Item No. 2 of the Notice.

### Details of Directors seeking appointment / re-appointment at ensuring Annual General Meeting pursuant to Secretarial Standards-2 on General Meetings

<b>Name of Director</b>	<b>Mr. Ankur Gupta</b>
<b>DIN</b>	01427248
<b>Date of Birth (Age Years)</b>	07/12/1982 (42 years)
<b>Date of First Appointment on the Board</b>	24 <sup>th</sup> February 2025
<b>Qualification(s)</b>	Post Graduate Program in Management from the Indian School of Business, Hyderabad
<b>Expertise / experience in functional area</b>	He has extensive experience in end-to-end deal execution coupled with rich experience in steering post investment design and development activities and asset management
<b>Terms and conditions of appointment / re-appointment</b>	As per the Board Resolution
<b>Remuneration sought to be paid and the remuneration last drawn</b>	NIL
<b>Shareholding in the company</b>	NIL
<b>Other Directorship(s)/ Membership/ Chairmanship of committee of other boards</b>	<b><u>Directorships:</u></b> I. Relationship Properties Private Limited II. Alpha BKC Commercial Developer Private Limited III. HIRE Park View Private Limited

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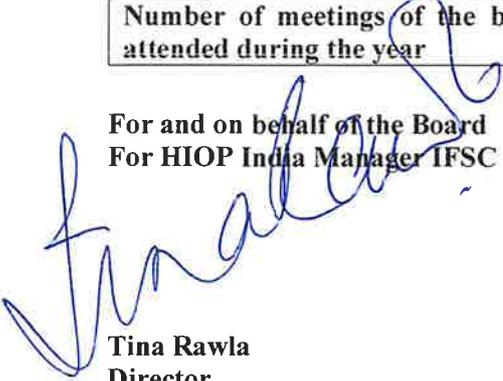
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	IV. Oro Bloom Developments Private Limited V. Powai Lake Residential Private Limited
Relationship with other Directors/ Manager & other KMP	N.A.
Number of meetings of the board attended during the year	NIL

For and on behalf of the Board  
For HIOP India Manager IFSC Private Limited

  
Tina Rawla  
Director  
DIN: 01552342  
Address: B-51, Pinnacle Apartments  
DLF Phase-5, Gurugram

AA  
Date: 15.09.2025  
Place: Gurugram

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