

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Members,

NOTICE is hereby given that the extra-ordinary general meeting of the members of Hubtown Limited (“**Company**”) is scheduled to be held through video conferencing or other audio-visual means (“**VC /OAVM**”) on **Saturday, August 24, 2024, at 11:30 AM (IST)**, to transact the following business:

Special Business:

1. Increase in the authorised equity share capital and alteration of the capital clause of the memorandum of association of the Company:

To consider and if thought fit, to pass the following resolution, with or without modifications, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, Section 61 and all other applicable provisions, if any, under the Companies Act, 2013 read with applicable rules notified thereunder (“**Act**”) (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force), enabling provisions of the Memorandum of Association and Articles of Association of Hubtown Limited (“**Company**”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the Company from INR 1,25,00,00,000/- (Indian Rupees One Hundred and Twenty Five Crores Only) divided into 12,50,00,000 (Twelve Crores Fifty Lakhs) equity shares of INR 10/- (Indian Rupees Ten Only) each to INR 5,00,00,00,000/- (Indian Rupees Five Hundred Crores Only) divided into 50,00,00,000 (Fifty Crore) equity shares of INR 10/- (Indian Rupees Ten Only) each, by creation and addition of additional 37,50,00,000 (Thirty Seven Crores and Fifty Lakhs) equity shares of INR 10/- (Indian Rupees Ten Only) each in the existing authorised equity share capital of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V(a) thereof by the following new Clause V(a) as under:

“V a) The Authorised Share Capital of the Company is Rs.5,00,00,00,000/- (Rupees Five Hundred Crores) divided into 50,00,00,000 (Fifty Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each with power to increase or consolidate and divide all or any of its fully paid-up shares into stock, reconvert stocks, into shares, sub-divide, cancel shares and reduce the share capital and to attach thereto respectively any preferential qualified or special rights

privileges or conditions as to voting and otherwise as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the regulations of the Company.”

RESOLVED FURTHER THAT Mr. Hemant M. Shah, Executive Chairman and Mr. Vyomesh M. Shah, Managing Director of the Company and Mr. Sadanand Lad, Company Secretary and Compliance Officer and Mr. Sunil Mago, Chief Financial Officer of the Company, be and are hereby authorized severally to sign and submit required e-forms with the Registrar of Companies, Ministry of Company Affairs, and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

2. Increase in the authorised equity share capital and alteration of the capital clause of the article of association of the Company:

To consider and if thought fit, to pass the following resolution, with or without modifications, as a Special Resolution:

RESOLVED THAT pursuant to the provisions of section 14, 61 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Rules made thereunder consent of the Company be and is hereby accorded to delete the existing Article 6 of the Articles of Association of the Company and substitute in its place the following Article 6:

“6. The Authorised Share Capital of the Company shall be as stated under Clause V of the Memorandum of Association of the Company with such rights, privileges and conditions respectively attached thereto as may be from time to time and the Company may sub-divide, consolidate, re-classify and increase the Share Capital from time to time and upon the sub-division of Shares, apportion the right to participate in profits in any manner as between the Shares resulting from the sub-division.”

RESOLVED FURTHER THAT Mr. Hemant M. Shah, Executive Chairman and Mr. Vyomesh M. Shah, Managing Director of the Company and Mr. Sadanand Lad, Company Secretary and Compliance Officer and Mr. Sunil Mago, Chief Financial Officer of the Company, be and are hereby authorized severally to sign and submit required e-forms with the Registrar of Companies, Ministry of Company Affairs, and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

3. Issuance of equity shares and compulsorily and mandatorily convertible debentures to private investors by way of preferential issue (“Investor Preferential Issue”):

To consider and if thought fit, to pass the following resolution, with or without modifications, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 23, Section 42, Section 62, Section 71 to the extent applicable and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other

applicable rules made thereunder (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force) ("**Act**"), enabling provisions of the Memorandum of Association and Articles of Association of Hubtown Limited ("**Company**") and applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI LODR Regulations**"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**") and other competent authorities including National Stock Exchange of India Limited and BSE Limited ("**Stock Exchange**") and subject to (a) approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and (b) subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "**Board**", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot on a preferential basis, in one or more tranches up to:

- (i) 4,97,33,933 (Four Crores Ninety Seven Lakhs Thirty Three Thousand Nine Hundred and Thirty Three) fully paid-up equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) ("**Investors Equity Shares**") at an issue price of INR 188/- (Indian Rupees One Hundred and Eighty Eight Only) each ("**Equity Issue Price**") aggregating up to INR 934,99,79,404/- (Indian Rupees Nine Hundred and Thirty Four Crores Ninety Nine Lakhs Seventy Nine Thousand Four Hundred and Four Only) ("**Equity Issue Size**"); and
- (ii) 2,50,000 (Two Lakhs Fifty Thousand) fully paid-up Compulsorily and Mandatorily Convertible Debentures of the Company having face value of INR 10/- (Indian Rupees Ten Only) each, each Compulsorily and Mandatorily Convertible Debentures convertible into, or exchangeable for, one equity share within the period of 12 (twelve months) from the date of allotment in accordance with the applicable laws ("**Investor CCDs**"), at an issue price of INR 200/- (Indian Rupees Two Hundred Only) each ("**CCD Issue Price**") aggregating up to INR 5,00,00,000/- (Indian Rupees Five Crores Only) ("**CCD Issue Size**");

aggregating to INR 939,99,79,404/- (Indian Rupees Nine Hundred and Thirty Nine Crores Ninety Nine Lakhs Seventy Nine Thousand Four Hundred and Four Only) ("**Investors Issue Size**") which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, to persons, being private investors, listed below ("**Proposed Investors**"), on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws ("**Investors Preferential Issue**").

Equity shares are allotted to the following Proposed Investors:

Sr. No.	Name of the Proposed Investors	Maximum No of Equity Shares (upto nos)	Maximum Amount / Upto (INR)
1.	UNO METALS LIMITED	2,925,531	549,999,828
2.	BELGRAVE INVESTMENT FUND	2,819,148	529,999,824
3.	ALTIUS FINSERV PRIVATE LIMITED	2,753,675	517,690,900
4.	AMKOR ENTERPRISES PRIVATE LIMITED	2,234,042	419,999,896
5.	INFRONT ENTERPRISES PRIVATE LIMITED	2,234,042	419,999,896
6.	JUOX ENTERPRISES PRIVATE LIMITED	2,234,042	419,999,896
7.	ASHIBHADARSH VENTURES PRIVATE LIMITED	2,127,659	399,999,892
8.	INTUITIVE ALPHA INVESTMENT FUND - PCC - CELL 1	1,861,702	349,999,976
9.	PIVOTAL ENTERPRISES PRIVATE LIMITED	1,595,744	299,999,872
10.	PRASHAM MAYANK SHAH; MAYANK JASHWANTLAL SHAH; SHRUTI MAYANK SHAH; (IN THE CAPACITY OF PARTNER OF M/S. S M CAPITAL)	1,436,170	269,999,960
11.	CAPITALNEST ADVISORS LLP	1,329,787	249,999,956
12.	JAKSON ASSETS PRIVATE LIMITED	1,063,829	199,999,852
13.	HARDIK B PATEL	1,063,829	199,999,852
14.	AJAY UPADHYAYA	1,063,829	199,999,852
15.	GOODDAY ENTERPRISES LLP	1,063,829	199,999,852
16.	OVATA EQUITY STRATEGIES MASTER FUND	797,872	149,999,936
17.	SHAH VISHAL SANJAY	1,063,829	199,999,852
18.	AJD FAMILY TRUST	851,063	159,999,844
19.	CAPRI GLOBAL HOLDINGS PRIVATE LIMITED	797,872	149,999,936
20.	ANITA JAGETIA	638,297	119,999,836
21.	ANKIT GOEL	531,914	99,999,832
22.	SARTHAK GOYAL	531,914	99,999,832
23.	LEELA PARASMAL NAHAR; ARUN NAHAR; JYOTI NAHAR; (IN THE CAPACITY OF PARTNERS OF M/S. ALPNA ENTERPRISES)	531,914	99,999,832
24.	MINAL B. PATEL	531,914	99,999,832
25.	SURYASHAKTI MANAGEMENT SERVICES PVT. LTD.	531,914	99,999,832
26.	AKSHAY JAYANTILAL DOSHI	531,914	99,999,832
27.	HARSHVARDHAN RAVI GOENKA	526,595	98,999,860
28.	ANTIQUER SECURITIES PRIVATE LIMITED	500,000	94,000,000
29.	KRISHNAKANT S PARIKH HUF	478,723	89,999,924
30.	MADHU MANAGEMENT PVT. LTD.	425,531	79,999,828

31.	NEHA BAGARIA	425,531	79,999,828
32.	NIMIT K PARIKH HUF	398,936	74,999,968
33.	SHARAD MITTAL	372,340	69,999,920
34.	RADHEY RAMAN SHARMA	265,957	49,999,916
35.	UDITI MURARKA	265,957	49,999,916
36.	HEENA VINOD SHAH	265,957	49,999,916
37.	VARSHA NARESH SHAH	250,000	47,000,000
38.	RINKU SHROFF	239,361	44,999,868
39.	RAJ RASHMIN RUGHANI	212,765	39,999,820
40.	DHRUVIN NAVIN SHAH	212,765	39,999,820
41.	WCA SERVICES PRIVATE LIMITED	212,765	39,999,820
42.	ALMONDZ GLOBAL SECURITIES LTD.	212,765	39,999,820
43.	AVONMORE CAPITAL AND MANAGEMENT SERVICES LIMITED	212,765	39,999,820
44.	KIRAN SANTOSH RATHI	212,765	39,999,820
45.	SANTHANA RAJAGOPALAN NANDAKUMAR	212,765	39,999,820
46.	NHP CONSTRUCTIONS LLP	212,765	39,999,820
47.	PREMAL CHANDRAKANT DESAI	212,765	39,999,820
48.	RAHUL MOHTA	212,765	39,999,820
49.	SARITA ANIL KUMAR JAGTIYA	212,765	39,999,820
50.	LUCRUM CAPITAL ADVISORS PRIVATE LIMITED	200,000	37,600,000
51.	MANOJ MULJI CHHEDA	186,170	34,999,960
52.	SI INVESTMENTS & BROKING PRIVATE LIMITED	159,574	29,999,912
53.	BONDWELL CORPS SOLUTIONS PRIVATE LIMITED	159,574	29,999,912
54.	AGELESS CAPITAL AND FINANCE PRIVATE LIMITED	159,574	29,999,912
55.	GANESH DASS GUPTA	159,574	29,999,912
56.	AMAR SUKHRAMDAS GANDHI	159,574	29,999,912
57.	SHREYANS JASHWANTLAL SHAH	159,574	29,999,912
58.	RITA HITENDRA HARIA	150,000	28,200,000
59.	PATHIK GANDOTRA	132,978	24,999,864
60.	MEENA KAUSHIK SHAH	132,978	24,999,864
61.	AMIT DHANKI	132,978	24,999,864
62.	NAVRATRI SHARE TRADING PRIVATE LIMITED	106,382	19,999,816
63.	KIRITKUMAR CHAMPAKLAL BORADIA	106,382	19,999,816
64.	GIRISH SAREEN	106,382	19,999,816
65.	VIVA SECURITIES LLP	106,382	19,999,816
66.	ALL ROUNDER MARKETING PRIVATE LIMITED	106,382	19,999,816
67.	FREE INDIA ASSURANCE SERVICES LIMITED	106,382	19,999,816
68.	ANIL RAIKA FAMILY TRUST	106,382	19,999,816
69.	PARESH CHIMANLAL SHAH	106,382	19,999,816
70.	PARESH CHIMANLAL SHAH HUF	106,382	19,999,816
71.	URVISH RAMESHCHANDRA VORA	100,000	18,800,000
72.	PRABHUDAS LILLADHER ADVISORY SERVICES PRIVATE LIMITED	100,000	18,800,000

73.	DILIP BHAVANJI SHAH	85,500	16,074,000
74.	ANIL BHAVANJI SHAH & DARSHANA ANIL SHAH	79,787	14,999,956
75.	INDERJEETSINGH BHATIA	79,787	14,999,956
76.	UNMESH YAGYA SHARMA	79,787	14,999,956
77.	SAMEER HEMANT BARABDE	79,787	14,999,956
78.	NITIKET INVESTMENTS PRIVATE LIMITED	53,191	9,999,908
79.	SIDHARTH BHATIA	53,191	9,999,908
80.	SURESH BHATIA	53,191	9,999,908
81.	MONEKA ANIL PODDAR	53,191	9,999,908
82.	APEKSHA MANOJ AGARWAL	53,191	9,999,908
83.	KAJAL MAHINDRA SHAH	53,191	9,999,908
84.	ANJU RAJGARHIA	53,191	9,999,908
85.	JITENDRA RASIKLAL SANGHAVI	53,191	9,999,908
86.	RAJENDRA NAGIN AGARWAL	53,191	9,999,908
87.	BHARAT TAPARIA	53,191	9,999,908
88.	SONIA SHARMA	53,191	9,999,908
89.	SATYA NARAIN GOEL	53,191	9,999,908
90.	ANUP GUPTA	53,191	9,999,908
91.	ASHVI VENTURES LLP	53,191	9,999,908
92.	HARIT EXPORTS PVT. LTD	53,191	9,999,908
93.	NEHA AMIT MEHTA	53,191	9,999,908
94.	NIRAG VENTURES LLP	53,191	9,999,908
95.	PARAG SURESHCHANDRA SHAH	53,191	9,999,908
96.	PRAKASH K.SHAH SHARES & SECURITIES PRIVATE LIMITED	53,191	9,999,908
97.	PRITESH POPATLAL GODANI	53,191	9,999,908
98.	RITA SHARAD SHAH	53,191	9,999,908
99.	SAUMIK DOSHI	53,191	9,999,908
100.	RITU GARG	53,191	9,999,908
101.	SHIKHA SARAS SHAH	53,191	9,999,908
102.	MALA SAREEN	53,191	9,999,908
103.	RANJANA ANIL GAGGAR	53,191	9,999,908
104.	RNM PROJECTS LLP	53,191	9,999,908
105.	DHIRAJ RELLI	53,191	9,999,908
106.	KAPIL AHUJA	53,191	9,999,908
107.	KSHITIZ JAIN	53,191	9,999,908
108.	SANJAY CHANDRAKANT KIRLOSKAR	53,191	9,999,908
109.	NIKHIL G DAGA	53,191	9,999,908
110.	ALGOQUANT FINTECH LIMITED	53,191	9,999,908
111.	ANU JAIN	53,191	9,999,908
112.	MUKESH JAIN; MUKESH KUMAR; (IN CAPACITY OF PARTNERS OF M/S. KRISHIVA FINANCIALS)	53,191	9,999,908
113.	MANISH JAIN AND SONS HUF	53,191	9,999,908
114.	MILAN MANHARKANT GANATRA	53,191	9,999,908
115.	MUKESH KUMAR	53,191	9,999,908
116.	NAZIR TRADING LLP	53,191	9,999,908
117.	PARMEET KAUR	53,191	9,999,908

118.	PREETI AGRAWAL	53,191	9,999,908
119.	KISHORE KUMAR GANDHI	53,191	9,999,908
120.	SWETSAM STOCK HOLDING PRIVATE LIMITED	53,191	9,999,908
121.	UJJWAAL DUTT	53,191	9,999,908
122.	BHUMIKA RAJESH VATNANI	53,191	9,999,908
123.	ANUJ YOGESH PARIKH HUF	53,191	9,999,908
124.	NVS CORPORATE CONSULTANCY SERVICES PVT. LTD	53,191	9,999,908
125.	HARBHAJAN SINGH	53,191	9,999,908
126.	ANAND S JOSHI	53,191	9,999,908
127.	ARJUN NISHIT DHRUVA	53,191	9,999,908
128.	DARSHANA MEHUL SHAH	53,191	9,999,908
129.	JANITA SHAGUN SHAH	53,191	9,999,908
130.	JANKEE J DESAI	53,191	9,999,908
131.	MANAV SURINDER MALHOTRA	53,191	9,999,908
132.	NPRS FINANCIAL SERVICES PRIVATE LIMITED	53,191	9,999,908
133.	PARAG NAVINCHANDRA BHANSALI ; NINA PARAG BHANSALI ; RAHIL PARAG BHANSALI ; (IN THE CAPACITY OF PARTNERS OF M/S. NINA ENTERPRESE)	53,191	9,999,908
134.	RAHUL SANGHVI	53,191	9,999,908
135.	RAJESH MANOHARLAL MAKHIJA	53,191	9,999,908
136.	SAGAR ATULKUMAR SHAH	53,191	9,999,908
137.	SAJIT RAGHAVA SUVARNA	53,191	9,999,908
138.	SWATI SANGHVI	53,191	9,999,908
139.	YASH NISHIT DHRUVA	53,191	9,999,908
140.	KETAN ANIL SHAH	53,191	9,999,908
141.	SHIV SEHGAL	53,191	9,999,908
142.	SHREE CHATURBHUJ CONSULTANTS PVT. LTD.	53,191	9,999,908
143.	MANISH UMED DOSHI	53,191	9,999,908
144.	HINA JAYESH PAREKH	53,191	9,999,908
145.	DALAL & BROACHA STOCK BROKING PVT. LTD.	39,893	7,499,884
146.	DHARMESH PRAVINCHANDRA SHAH HUF	26,595	4,999,860
147.	KAMALESH NANALAL SHAH	26,595	4,999,860
148.	SUSHIL LALCHAND PUNJABI	26,595	4,999,860
149.	ADITYA SANJAY HIRANI	26,595	4,999,860
150.	ANOOP JAIN	26,595	4,999,860
151.	HARISH KUMAR SHARMA	26,595	4,999,860
152.	HARSHIT JAIN	26,595	4,999,860
153.	KALPANA GOVIND SINGH	26,595	4,999,860
154.	RADHA RANI GUPTA	26,595	4,999,860
155.	ARUN GOYAL	26,595	4,999,860
156.	USHA RANI	26,595	4,999,860
157.	RAMESH NEBHNANI	26,595	4,999,860
158.	RISHABH ARVIND JAIN	26,595	4,999,860
159.	KINGSMAN WEALTH FUND PCC KIF II	26,595	4,999,860

160.	ASHWANI KUMAR	25,000	4,700,000
161.	CIERA ADVISORS LLP	25,000	4,700,000
162.	JINAY DHANKI	18,617	3,499,996
163.	BHAGWANJI SOMCHAND SHAH	13,297	2,499,836
164.	HARESH SOMCHAND SHAH	13,297	2,499,836
165.	JIGAR ZAVERCHAND SHAH	13,297	2,499,836
166.	JITENDRA SOMCHAND SHAH	13,297	2,499,836
167.	MUKTABEN ZAVERCHAND SHAH	13,297	2,499,836
168.	EARTHBOUND VENTURES LLP	13,297	2,499,836
169.	MANISH GUPTA	13,297	2,499,836
170.	BHARAT VRAJLAL DHANKI	13,297	2,499,836
171.	JAY A SHAH	13,297	2,499,836
172.	RAKESH SETIA	13,297	2,499,836
173.	SURESH INDRAVADAN JAIN	13,297	2,499,836
174.	VINODKUMAR H ARORA	13,297	2,499,836
175.	YOGESH PARAS BATHIA	13,297	2,499,836
176.	RAJKUMAR BHOJRAJ LULLA	10,638	1,999,944
177.	SALIM PYARLI GOVANI	10,638	1,999,944
178.	SHIKHA GUPTA	10,638	1,999,944
179.	SHYAM SHROFF	10,638	1,999,944
180.	SITARAM DAMODAR SINAI DESAI	10,638	1,999,944
181.	TEJAS PRAKASH PAREKH	10,638	1,999,944
182.	VIPUL JAYANT CHHEDA	10,638	1,999,944
183.	VISHAL NITIN SAMPAT	10,638	1,999,944
184.	FATEMA SHABBIR KACHWALA	10,638	1,999,944
185.	POONAM RAKESH TANDON	10,638	1,999,944
186.	RITESH SHYAMSUNDER KAPOOR HUF	10,638	1,999,944
187.	J P SHAH HUF	7,978	1,499,864
188.	HEM CHAND JAIN	5,319	999,972
189.	KISHAN LACHHMANDAS BATRA	5,319	999,972
190.	NAMRATA HARESH SHAH	5,319	999,972
191.	RAJAT DILIP SHAH	5,319	999,972
192.	NEHAL MAULICK MANIAR	5,319	999,972
193.	ANAND KUMAR GOEL	4,973	934,924
194.	DATTATRAYA VIJAYSINGH PRABHU	2,659	499,892
Total		49,733,933	9,349,979,404

CCDs are allotted to the following Proposed Investor:

Sr. No.	Name of the Proposed Investor	Maximum No of CCDs	Maximum Amount / Upto (INR)
1.	OVATA EQUITY STRATEGIES MASTER FUND	2,50,000	5,00,00,000

RESOLVED FURTHER THAT the 'relevant date' for the purpose of determination of the floor price for issue of the Investor Equity Shares and Investor CCDs under the Investors Preferential Issue, as above, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is Thursday, July 25, 2024 ("**Relevant Date**"), being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General

Meeting of members of the Company is proposed to be held to consider and approve the Investors Preferential Issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Investors Equity Shares under the Investors Preferential Issue shall be subject to the following terms and conditions apart from other applicable terms as prescribed under applicable laws:

- a. The Investors Equity Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;
- b. The Investors Equity Shares shall be allotted by the Company to the Proposed Investors in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said Investors Equity Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals;
- c. The Investors Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;
- d. The pre-preferential shareholding, if any, of the Proposed Investors shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and
- e. The Investors Equity Shares to be allotted to the Proposed Investors shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT the Investor CCDs shall inter-alia include the following key terms:

- a. The CCDs shall be unsecured;
- b. The CCDs shall be allotted in dematerialized form and the Equity Shares arising at the time of conversion shall also be allotted in dematerialized form. Upon conversion, the Equity Shares to be issued, will rank pari-passu to all issued and outstanding equity shares of the Company;
- c. The CCDs shall be unlisted till their conversion into equity shares;
- d. The CCDs shall carry a simple interest @ 10% per annum for CCDs. Such interest shall accrue and will be paid (net of withholding tax and other taxes in India) on an annual basis;
- e. The CCDs shall not entitle the Proposed Investor to any rights of shareholders of the Company, until such time that the CCDs are converted into Equity Shares;

- f. The Proposed Investor may exercise the option of conversion at any time on or before 12 months from the date of their allotment. In case the Proposed Investor do not exercise the conversion option before that date, each CCD shall automatically be converted into Equity Share of INR 10/- (Indian Rupees Ten Only) each at a premium of INR 190/- (Indian Rupees One Hundred and Ninety Only) on the last date of 12th Month without any action of the Proposed Investor;
- g. The conversion price of CCDs shall appropriately be adjusted in case of any corporate actions such as bonus issue, stock split, merger, demerger, or any such capital or corporate restructuring as determined as per the SEBI ICDR Regulations;
- h. The CCDs shall be allotted within a period of 15 (fifteen) days from the date of passing the shareholders' resolution, provided where the allotment is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval;
- i. The CCDs shall be allotted by the Company to the Proposed Investor in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said Investors CCDs is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals;
- j. The CCDs and the Equity Shares arising at the time of conversion of CCDs shall be subject to a mandatory lock-in for the time period prescribed under the SEBI ICDR Regulations, to the extent applicable;
- k. The Equity Shares arising upon the conversion of CCDs shall rank pari passu to the existing equity shares in all respects;
- l. The Board shall have the power to prescribe the procedure including the time limit for the exercise of conversion option of CCD earlier than the last date keeping in view the procedural formalities to be complied by the Company in listing.

RESOLVED FURTHER THAT as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate issued by M/s. Mihen Halani & Associates, Practicing Company Secretaries, certifying, inter alia, that the Investors Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record.

RESOLVED FURTHER THAT subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Proposed Investors in Form PAS-5 and the Company be and is hereby authorized to make an offer to the Proposed Investors through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the Investors Preferential Issue ("**Offer Document**") after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Investor Equity Shares and Investor CCDs under the Investors Preferential Issue, subject to the provisions of the Act and the SEBI ICDR Regulations without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (a) to vary, modify or alter any of the relevant terms and conditions, attached to the Investors Equity Shares and Investor CCDs to be allotted to the Proposed Investors for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Investors Equity Shares and Investor CCDs, (b) making applications to the Stock Exchange for obtaining in-principle approval and filing other requisite documents with the Stock Exchange, (c) filing requisite documents with the Registrar of Companies, Ministry of Corporate Affairs and other regulatory authorities, (d) filing of requisite documents with the depositories, (e) opening of special bank account in terms of the Section 42 of the Act, (f) issue and allotment of the Investors Equity Shares and Investor CCDs, (g) listing of Investors Shares, (h) to resolve and settle any questions and difficulties that may arise in the preferential offer/issue and (i) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of equity shares and CCDs and the equity shares to be allotted pursuant to the conversion of the CCDs, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

4. **Issuance of Warrants to persons forming part of the promoter and promoter group of the Company by way of preferential issue (“Promoters Preferential Issue”):**

To consider and if thought fit, to pass the following resolution, with or without modifications, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), enabling provisions of the Memorandum and Articles of Association of the Company, applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the competent statutory and / or regulatory authorities, as maybe applicable or necessary including the Securities and Exchange Board of India (“SEBI”), National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of the competent statutory and / or regulatory authorities while granting consent(s), permission(s) or approval(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to offer, issue and allot, from time to time in one or more tranches, up to 1,25,00,000 (One Crore Twenty Five Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of INR 10/- (Indian Rupees Ten Only) (“Equity Share”) each (**“Warrants”**) at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of INR 220/- (Indian Rupees Two Hundred and Twenty only) each payable in cash (**“Warrant Issue Price”**), aggregating upto INR 275,00,00,000/- (Indian Rupees Two Seventy Five Crores Only) (**“Promoter Issue Size”**) on a preferential basis to persons forming part of the promoter and promoter group of the Company whose details are set out below (**“Identified Promoters”**) subject to the maximum entitlement of each Warrants Holder as specified below and upon receipt of INR 55/- (Indian Rupees Fifty Five Only) for each Warrants, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price as upfront payment (**“Warrant Subscription Price”**) entitling the Identified Promoters to apply for and get allotted one fully paid-up equity share of the Company of face value of INR 10/- (Indian Rupees Ten Only) each against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of INR 165/- (Indian Rupees One Hundred and Sixty Five only) which is equivalent to 75% (Seventy five per cent) of the Warrant Issue Price (**“Warrant Exercise Price”**), for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect (**“Promoters Preferential Issue”**):

Sr. No.	Name	Maximum Nos. of Warrants to be allotted	Maximum Amount / Upto (INR)
1	RUSHANK VYOMESH SHAH	4,263,871	938,051,620
2	KHILEN VYOMESH SHAH	3,163,494	695,968,680
3	FALGUNI VYOMESH SHAH	3,163,494	695,968,680
4	KUNJAL HEMANT SHAH	1,909,141	420,011,020
	Total	12,500,000	2,750,000,000

RESOLVED FURTHER THAT the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares of the Company pursuant to the exercise of conversion of the Warrants is determined to be July 25, 2024, and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 164(1) of the ICDR Regulations is INR 184.68 (Indian Rupees One Hundred and Eighty Four and paise Sixty Eight only).

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Warrants issued shall be subject to the following terms and conditions:

- a. In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Identified Promoters to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid -up Equity shares of INR 10/- (Indian Rupees Ten Only) each of the Company, against each such Warrants held by the Identified Promoters.
- b. The Identified Promoters shall be entitled to exercise his option to convert any or all of the warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Identified Promoters.
- c. The respective Identified Promoters shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company.
- d. In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Identified Promoters.
- e. Upon exercise of the option by Identified Promoters, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Identified Promoters.

- f. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Identified Promoters within the aforesaid period of 18 (eighteen) months, the entitlement of the Identified Promoters to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Identified Promoters on such Warrants shall stand forfeited.
- g. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.
- h. The Warrants by itself, until exercised and converted into equity shares, shall not give to the Identified Promoters thereof any rights with respect to that of an Equity shareholder of the Company.
- i. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations.”

“RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Identified Promoters, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to NSE and BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Gujarat (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Identified Promoters, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to

give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Registered Office:

Hubtown Seasons,
CTS No. 469-A, Opp. Jain Temple,
R. K. Chemburkar Marg,
Chembur - East, Mumbai - 400071

Place: Mumbai

Date: July 30, 2024

**By Order of the Board
For Hubtown Limited**

Sd/-

**Sadanand Lad
Company Secretary**

Notes:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COIVD-19", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding Extra-Ordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the EGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EGM of the Company is being held through VC/OAVM and consequently no attendance slip is enclosed with this notice. The registered office of the Company shall be deemed to be the venue for the EGM.
2. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), MCA Circulars and SEBI Circulars, the **EGM of the Company is being held through VC/OAVM on Saturday, August 24, 2024 at 11:30 a.m. IST**. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 14 below and is also available on the website of the Company at www.hubtown.co.in. The Registered Office of the Company shall be deemed to be the venue for the EGM.
3. The Company has appointed Link Intime India Private Limited, Registrar and Transfer Agents ('RTA') of the Company, to provide VC/OVAM facility for the EGM of the Company.
4. A Statement pursuant to Section 102 of the Act in respect of business under item Nos. 1 to 4 of the Notice of the meeting is annexed hereto.
5. Since this EGM is being held pursuant to the aforesaid Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
6. Institutional/Corporate members (i.e. other than individuals/HUF, NRI, etc.) are required to send a certified scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to the Company at investorcell@hubtown.co.in and to its Registrar and Transfer Agent (RTA) at instameet@linkintime.co.in.
7. The members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned herein below in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on 'first come first serve' basis. This will not include large members (i.e. members holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit and Compliance Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the EGM without

restriction on account of 'first come first serve' basis.

8. Member attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available electronically for inspection by the members without any fee from the date of circulation of this Notice upto the date of EGM i.e. August 24, 2024. Members seeking to inspect such documents can send an e-mail to investorcell@hubtown.co.in.
10. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the RTA of the Company or to the Company at investorcell@hubtown.co.in along with the copy of the signed request letter mentioning the name and address of the member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the member. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, members may write to the Company's RTA or to the Company at investorcell@hubtown.co.in.
11. Pursuant to the provisions of Sections 101 and 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 36 of the SEBI Listing Regulations, 2015, as amended, electronic copy of the EGM Notice is being sent to the members whose e-mail IDs are registered with the Company/Depository Participant(s) (in case of shares held in demat form) or with Link Intime India Private Limited (in case of shares held in physical form).
12. In case of joint holders, those members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
13. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited (LI IPL), on all resolutions set forth in this Notice.
14. **Information and other instructions relating to e-voting are as under:**
 - i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations (as amended), MCA Circulars and SEBI Circulars, the Company is pleased to provide the members, the facility to exercise their right to vote at the EGM by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by Link Intime India Private Limited (LI IPL).

The facility for e-voting shall also be made available at the EGM and the members attending the EGM who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through e-voting.

- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. **Friday, August 16, 2024**, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired shares and has become a member of the Company after the dispatch of the Notice of the EGM but prior to the cut-off date i.e. **Friday, August 16, 2024**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
- iv. The remote e-voting period starts on **Tuesday, August 20, 2024 (9.00 a.m. IST)** and ends on **Friday, August 23, 2024 (5.00 p.m. IST)**. Remote e-voting shall be disabled by Link Intime at 5:00 p.m. on Friday, August 23, 2024 and members shall not be allowed to vote through remote e-voting thereafter. The procedure to login to e-voting website consists of two steps as detailed hereunder.
- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The Member(s) who have cast their vote by remote e-voting prior to the EGM, may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.
- vii. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. **Friday, August 16, 2024**.
- viii. The Board of Directors of the Company has appointed Mr. Mihen Halani, Proprietor of M/s. Mihen Halani & Associates, Practicing Company Secretaries as Scrutinizer to scrutinise the voting process, in a fair and transparent manner. The Company has engaged the services of Link Intime India Private Limited, Registrar and Share Transfer Agents (RTA) of the Company as the agency to provide e-voting facility.

INSTRUCTIONS FOR REMOTE E-VOTING:

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:-

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".

- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 - From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>
https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders (holding securities in demat mode) login through their depository participants:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

- A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click “confirm” (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/ Mutual Fund”):

STEP 1 - Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/ Mutual Fund”
- c) Fill up your entity details and submit the form.

- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 -Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be - DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 - Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Instructions for Members attending the EGM through InstaMeet:

Instructions for Members to attend the EGM through InstaMeet are as under:

- i. Members are entitled to attend the EGM through VC/OAVM provided by the RTA by following the below mentioned process. Facility for joining the EGM through VC/OAVM shall be open 15 minutes before the time scheduled for the EGM and shall expire 15 minutes after the scheduled time of the Meeting and will be available to the Members on first come first serve basis.
- ii. Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 minutes from the scheduled time of the EGM. Members with >2% shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Auditors, etc. may be allowed to attend the Meeting without restrictions of first come first serve basis. Members may log-in and join 15 minutes prior to the scheduled time of the Meeting and window for joining shall be kept open till the expiry of 15 minutes after the scheduled time.
- iii. Members will be provided with InstaMeet facility wherein they shall register their details and attend the EGM as under:

Process and manner for attending the General Meeting through InstaMeet:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

► Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, e-mail address, mobile number at investorcell@hubtown.co.in on or before Friday, August 16, 2024 (5.00 p.m. IST)
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Extra-Ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/ Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

15. Declaration of results on the resolutions:

- i. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make, not later than two working days from conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against each resolution, invalid votes, if any, and whether the resolution(s) has/have been carried or not. This report shall be submitted to the Chairperson, or a person authorised by him, in writing, who shall countersign the same.
- ii. The results shall be declared after the EGM of the Company and shall be deemed to be passed on the date of EGM. The results along with the Scrutiniser's Report shall be placed on the website of the Company www.hubtown.co.in within two working days of passing of the resolutions at the EGM of the Company and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed. RTA, who has provided the platform for facilitating remote e-voting, will also display these results on its website <https://instavote.linkintime.co.in>. The said results shall also be displayed at the registered office of the Company.

16. Members may note that the Notice will also be available on the Company's website www.hubtown.co.in, RTA's website <https://instavote.linkintime.co.in>; websites of the stock exchanges i.e. BSE Limited at www.bseindia.com and also National Stock Exchange of India Ltd. at www.nseindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT EGM

As required by Section 102(1) of the Companies Act, 2013 ("Act"), the following Explanatory Statement sets out the material facts relating to the Special Business mentioned under item Nos. 1 to 4 in the accompanying Notice:

Item No 1 and 2: Increase in the authorised equity share capital and alteration of the capital clause of the memorandum of association and articles of association of the Company:

The present authorised equity share capital of the Company is INR 1,25,00,00,000/- (Indian Rupees One Hundred and Twenty-Five Crores Only) divided into 12,50,00,000 (Twelve Crores Fifty Lakhs) equity shares of INR 10/- (Indian Rupees Ten Only) each.

As stated in subsequent business items / resolutions at item no. 3 and 4, as part of the Investors Preferential Issue and Promoters Preferential Issue, the Company is proposing to issue further equity shares, CCDs and Warrants to the Proposed Investors and Identified Promoters. Accordingly, it is proposed to increase the authorised equity share capital of the Company from INR 1,25,00,00,000/- (Indian Rupees One Hundred and Twenty Five Crores Only) divided into 12,50,00,000 (Twelve Crores Fifty Lakhs) equity shares of INR 10/- (Indian Rupees Ten Only) each to INR 5,00,00,00,000/- (Indian Rupees Five Hundred Crores Only) divided into 50,00,00,000 (Fifty Crore) equity shares of INR 10/- (Indian Rupees Ten Only) each, by creation and addition of additional 37,50,00,000 (Thirty Seven Crores and Fifty Lakhs) equity shares of INR 10/- (Indian Rupees Ten Only) each in the existing authorised equity share capital of the Company.

Pursuant to the provisions of Section 13, 14 and 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company.

The resolution is therefore proposed at Item No. 1 and 2 of the Notice to increase the Authorised Share Capital of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommend passing of the resolution at item no. 1 and 2 of the accompanying notice for the approval of the Members of the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

Item 3: Issuance of equity shares and CCDs to private investors by way of preferential issue:

The Company intends to raise funds from the Proposed Investors by issuance of the Investors Equity Shares and Investor CCDs for the purpose of repayment of loan and working capital requirement, etc. Therefore, the Board, in its meeting held on July 30, 2024, has approved the proposal for issuance of the Investors Equity Shares and Investor CCDs to the Proposed Investors under the Investors Preferential Issue as per terms stated in the aforesaid resolution, subject to, inter alia, approval of the members of the Company.

Therefore, this resolution is recommended to the members of the Company for their consideration and approval pursuant to the provisions of Sections 42, 62 and 71 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the provisions of Chapter V of the SEBI ICDR Regulations.

The disclosure required in terms of provisions of Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the provisions of Chapter V of the SEBI ICDR Regulations are as follows:

a. Particulars of the offer including date of passing of Board resolution:

The Board, in its meeting held on July 30, 2024, has approved the proposal for the creation, offer, issuance and allotment of up to:

- (i) 4,97,33,933 (Four Crores Ninety Seven Lakhs Thirty Three Thousand Nine Hundred and Thirty Three) fully paid-up equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) ("**Investors Equity Shares**") at an issue price of INR 188/- (Indian Rupees One Hundred and Eighty Eight Only) each ("**Equity Issue Price**") aggregating up to INR 934,99,79,404/- (Indian Rupees Nine Hundred and Thirty Four Crores Ninety Nine Lakhs Seventy Nine Thousand Four Hundred and Four Only) ("**Equity Issue Size**"); and
- (ii) 2,50,000 (Two Lakhs Fifty Thousand) fully paid-up Compulsorily and Mandatorily Convertible Debentures of the Company having face value of INR 10/- (Indian Rupees Ten Only) each, each Compulsorily and Mandatorily Convertible Debentures convertible into, or exchangeable for, one equity share within the period of 12 (twelve months) from the date of allotment in accordance with the applicable laws ("**Investor CCDs**"), at an issue price of INR 200/- (Indian Rupees Two Hundred Only) each ("**CCD Issue Price**") aggregating up to INR 5,00,00,000/- (Indian Rupees Five Crores Only) ("**CCD Issue Size**");

aggregating to INR 939,99,79,404/- (Indian Rupees Nine Hundred and Thirty Nine Crores Ninety Nine Lakhs Seventy Nine Thousand Four Hundred and Four Only) ("**Investors Issue Size**") which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, to persons, being private investors, listed below ("**Proposed Investors**") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws ("**Investors Preferential Issue**"). The other significant details of the offer are contained as part of the below other disclosures.

b. The Objects of the issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("**Issue Proceeds**") towards the following objects:

1. Repayment of Loans
2. Working Capital Requirements
3. General Corporate Purpose
4. Issue related expenses

Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “**General Corporate Purposes**”) (Collectively referred to below as the “**Objects**”).

c. Utilization of Issue Proceeds

Given that the funds to be received against Investors Equity Shares and Investors CCDs and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects (Rs. In Crores)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Repayment of Loans	820	within 8 to 10 months
2	Working Capital Requirements	100	within 8 to 10 months
3	General Corporate Purpose	17	within 8 to 10 months
4	Issue related expenses	3	within 8 to 10 months
	Total	940	

The entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company’s business requirements and availability of Issue Proceeds, within 8 (Eight) to 10 (Ten) months from the date of receipt of funds for the Equity Shares and CCDs (as set out herein).

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

d. Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

e. Monitoring of utilisation of funds:

- i. Given that the issue size exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed Brickwork Ratings India Private Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("**Monitoring Agency**").
 - ii. The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.
- f. Kinds of securities offered, the total number of shares or other securities to be issued, the price at which security is being offered and amount which the Company intends to raise by way of such securities:**

The Company propose to issue in one or more tranches up to

- i. 4,97,33,933 (Four Crores Ninety Seven Lakhs Thirty Three Thousand Nine Hundred and Thirty Three) fully paid-up equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) ("**Investors Equity Shares**") at an issue price of INR 188/- (Indian Rupees One Hundred and Eighty Eight Only) each ("**Equity Issue Price**") aggregating up to INR 934,99,79,404/- (Indian Rupees Nine Hundred and Thirty Four Crores Ninety Nine Lakhs Seventy Nine Thousand Four Hundred and Four Only) ("**Equity Issue Size**"); and
- ii. 2,50,000 (Two Lakhs Fifty Thousand) fully paid-up Compulsorily and Mandatorily Convertible Debentures of the Company having face value of INR 10/- (Indian Rupees Ten Only) each, each Compulsorily and Mandatorily Convertible Debentures convertible into, or exchangeable for, one equity share within the period of 12 (twelve months) from the date of allotment in accordance with the applicable laws ("**Investor CCDs**"), at an issue price of INR 200/- (Indian Rupees Two Hundred Only) each ("**CCD Issue Price**") aggregating up to INR 5,00,00,000/- (Indian Rupees Five Crores Only) ("**CCD Issue Size**");

which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations for an aggregate consideration of up to INR 939,99,79,404/- (Indian Rupees Nine Hundred and Thirty-Nine Crores Ninety-Nine Lakhs Seventy Nine Thousand Four Hundred and Four Only).

g. Basis on which the price has been arrived at along with report of the registered valuer:

- i. In terms of the SEBI ICDR Regulations, the floor price at which the Equity Shares and CCDs can be issued is INR 184.68 respectively, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:
 - a. 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 148.91 per equity share;
 - b. 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 184.68 per equity share.
 - c. Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.
- ii. Since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price. Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

h. Name and address of valuer who performed valuation:

Since the equity shares of the Company are listed on the Stock Exchanges and the Preferential Issue is not more than 5% (five percent) of the post issue fully diluted share capital of the Company, a valuation report from an independent registered valuer is not required under the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the Preferential Issue, and under the applicable provisions of SEBI ICDR Regulations.

i. The price or price band at/within which the allotment is proposed:

As stated in clause f. above, (i) the Investors Equity Shares are proposed to be issued at an issue price of INR 188/- (Indian Rupees One Hundred and Eighty Eight Only) per equity share and (ii) the Investor CCDs are proposed to be issued at an issue price of INR 200/- (Indian Rupees Two Hundred Only) per CCD.

j. Relevant Date with reference to which the price has been arrived at:

The 'relevant date' for the purpose of determination of the floor price for issue of the Investor Equity Shares and Investor CCDs under the Investors Preferential Issue, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is Thursday, July 25, 2024 ("Relevant Date"), being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Investors Preferential Issue.

k. The class or classes of persons to whom the allotment is proposed to be made:

The equity shares are proposed to be issued and allotted to private investors comprising of (a) Individuals, (b) Hindu Undivided Family, (c) Body Corporate, and (d) an Alternative Investment Fund, who shall hold the equity shares in the Company under the 'public shareholders' category.

The Equity Shares shall be issued and allotted to the Investors as detailed herein below:

Sr. No.	Name of the Proposed Investors	Maximum No of Equity Shares (upto nos)	Maximum Amount / Upto (INR)
1.	UNO METALS LIMITED	2,925,531	549,999,828
2.	BELGRAVE INVESTMENT FUND	2,819,148	529,999,824
3.	ALTIUS FINSERV PRIVATE LIMITED	2,753,675	517,690,900
4.	AMKOR ENTERPRISES PRIVATE LIMITED	2,234,042	419,999,896
5.	INFRONT ENTERPRISES PRIVATE LIMITED	2,234,042	419,999,896
6.	JUROX ENTERPRISES PRIVATE LIMITED	2,234,042	419,999,896
7.	ASHIBHADARSH VENTURES PRIVATE LIMITED	2,127,659	399,999,892
8.	INTUITIVE ALPHA INVESTMENT FUND - PCC - CELL 1	1,861,702	349,999,976
9.	PIVOTAL ENTERPRISES PRIVATE LIMITED	1,595,744	299,999,872
10.	PRASHAM MAYANK SHAH; MAYANK JASHWANTLAL SHAH; SHRUTI MAYANK SHAH; (IN THE CAPACITY OF PARTNER OF M/S. S M CAPITAL)	1,436,170	269,999,960
11.	CAPITALNEST ADVISORS LLP	1,329,787	249,999,956
12.	JAKSON ASSETS PRIVATE LIMITED	1,063,829	199,999,852
13.	HARDIK B PATEL	1,063,829	199,999,852
14.	AJAY UPADHYAYA	1,063,829	199,999,852
15.	GOODDAY ENTERPRISES LLP	1,063,829	199,999,852
16.	OVATA EQUITY STRATEGIES MASTER FUND	797,872	149,999,936
17.	SHAH VISHAL SANJAY	1,063,829	199,999,852
18.	AJD FAMILY TRUST	851,063	159,999,844
19.	CAPRI GLOBAL HOLDINGS PRIVATE LIMITED	797,872	149,999,936

20.	ANITA JAGETIA	638,297	119,999,836
21.	ANKIT GOEL	531,914	99,999,832
22.	SARTHAK GOYAL	531,914	99,999,832
23.	LEELA PARASMAL NAHAR; ARUN NAHAR; JYOTI NAHAR; (IN THE CAPACITY OF PARTNERS OF M/S. ALPNA ENTERPRISES)	531,914	99,999,832
24.	MINAL B. PATEL	531,914	99,999,832
25.	SURYASHAKTI MANAGEMENT SERVICES PVT. LTD.	531,914	99,999,832
26.	AKSHAY JAYANTILAL DOSHI	531,914	99,999,832
27.	HARSHVARDHAN RAVI GOENKA	526,595	98,999,860
28.	ANTIQUER SECURITIES PRIVATE LIMITED	500,000	94,000,000
29.	KRISHNAKANT S PARIKH HUF	478,723	89,999,924
30.	MADHU MANAGEMENT PVT. LTD.	425,531	79,999,828
31.	NEHA BAGARIA	425,531	79,999,828
32.	NIMIT K PARIKH HUF	398,936	74,999,968
33.	SHARAD MITTAL	372,340	69,999,920
34.	RADHEY RAMAN SHARMA	265,957	49,999,916
35.	UDITI MURARKA	265,957	49,999,916
36.	HEENA VINOD SHAH	265,957	49,999,916
37.	VARSHA NARESH SHAH	250,000	47,000,000
38.	RINKU SHROFF	239,361	44,999,868
39.	RAJ RASHMIN RUGHANI	212,765	39,999,820
40.	DHRUVIN NAVIN SHAH	212,765	39,999,820
41.	WCA SERVICES PRIVATE LIMITED	212,765	39,999,820
42.	ALMONDZ GLOBAL SECURITIES LTD.	212,765	39,999,820
43.	AVONMORE CAPITAL AND MANAGEMENT SERVICES LIMITED	212,765	39,999,820
44.	KIRAN SANTOSH RATHI	212,765	39,999,820
45.	SANTHANA RAJAGOPALAN NANDAKUMAR	212,765	39,999,820
46.	NHP CONSTRUCTIONS LLP	212,765	39,999,820
47.	PREMAL CHANDRAKANT DESAI	212,765	39,999,820
48.	RAHUL MOHTA	212,765	39,999,820
49.	SARITA ANIL KUMAR JAGETIYA	212,765	39,999,820
50.	LUCRUM CAPITAL ADVISORS PRIVATE LIMITED	200,000	37,600,000
51.	MANOJ MULJI CHHEDA	186,170	34,999,960
52.	SI INVESTMENTS & BROKING PRIVATE LIMITED	159,574	29,999,912
53.	BONDWELL CORPS SOLUTIONS PRIVATE LIMITED	159,574	29,999,912
54.	AGELESS CAPITAL AND FINANCE PRIVATE LIMITED	159,574	29,999,912
55.	GANESH DASS GUPTA	159,574	29,999,912
56.	AMAR SUKHRAMDAS GANDHI	159,574	29,999,912
57.	SHREYANS JASHWANTLAL SHAH	159,574	29,999,912
58.	RITA HITENDRA HARIA	150,000	28,200,000
59.	PATHIK GANDOTRA	132,978	24,999,864

60.	MEENA KAUSHIK SHAH	132,978	24,999,864
61.	AMIT DHANKI	132,978	24,999,864
62.	NAVRATRI SHARE TRADING PRIVATE LIMITED	106,382	19,999,816
63.	KIRITKUMAR CHAMPAKLAL BORADIA	106,382	19,999,816
64.	GIRISH SAREEN	106,382	19,999,816
65.	VIVA SECURITIES LLP	106,382	19,999,816
66.	ALL ROUNDER MARKETING PRIVATE LIMITED	106,382	19,999,816
67.	FREE INDIA ASSURANCE SERVICES LIMITED	106,382	19,999,816
68.	ANIL RAIKA FAMILY TRUST	106,382	19,999,816
69.	PARESH CHIMANLAL SHAH	106,382	19,999,816
70.	PARESH CHIMANLAL SHAH HUF	106,382	19,999,816
71.	URVISH RAMESHCHANDRA VORA	100,000	18,800,000
72.	PRABHUDAS LILLADHER ADVISORY SERVICES PRIVATE LIMITED	100,000	18,800,000
73.	DILIP BHAVANJI SHAH	85,500	16,074,000
74.	ANIL BHAVANJI SHAH & DARSHANA ANIL SHAH	79,787	14,999,956
75.	INDERJEETSINGH BHATIA	79,787	14,999,956
76.	UNMESH YAGYA SHARMA	79,787	14,999,956
77.	SAMEER HEMANT BARABDE	79,787	14,999,956
78.	NITIKET INVESTMENTS PRIVATE LIMITED	53,191	9,999,908
79.	SIDHARTH BHATIA	53,191	9,999,908
80.	SURESH BHATIA	53,191	9,999,908
81.	MONEKA ANIL PODDAR	53,191	9,999,908
82.	APEKSHA MANOJ AGARWAL	53,191	9,999,908
83.	KAJAL MAHINDRA SHAH	53,191	9,999,908
84.	ANJU RAJGARHIA	53,191	9,999,908
85.	JITENDRA RASIKLAL SANGHAVI	53,191	9,999,908
86.	RAJENDRA NAGIN AGARWAL	53,191	9,999,908
87.	BHARAT TAPARIA	53,191	9,999,908
88.	SONIA SHARMA	53,191	9,999,908
89.	SATYA NARAIN GOEL	53,191	9,999,908
90.	ANUP GUPTA	53,191	9,999,908
91.	ASHVI VENTURES LLP	53,191	9,999,908
92.	HARIT EXPORTS PVT. LTD	53,191	9,999,908
93.	NEHA AMIT MEHTA	53,191	9,999,908
94.	NIRAG VENTURES LLP	53,191	9,999,908
95.	PARAG SURESHCHANDRA SHAH	53,191	9,999,908
96.	PRAKASH K.SHAH SHARES & SECURITIES PRIVATE LIMITED	53,191	9,999,908
97.	PRITESH POPATLAL GODANI	53,191	9,999,908
98.	RITA SHARAD SHAH	53,191	9,999,908
99.	SAUMIK DOSHI	53,191	9,999,908
100.	RITU GARG	53,191	9,999,908
101.	SHIKHA SARAS SHAH	53,191	9,999,908
102.	MALA SAREEN	53,191	9,999,908
103.	RANJANA ANIL GAGGAR	53,191	9,999,908

104.	RNM PROJECTS LLP	53,191	9,999,908
105.	DHIRAJ RELLI	53,191	9,999,908
106.	KAPIL AHUJA	53,191	9,999,908
107.	KSHITIZ JAIN	53,191	9,999,908
108.	SANJAY CHANDRAKANT KIRLOSKAR	53,191	9,999,908
109.	NIKHIL G DAGA	53,191	9,999,908
110.	ALGOQUANT FINTECH LIMITED	53,191	9,999,908
111.	ANU JAIN	53,191	9,999,908
112.	MUKESH JAIN; MUKESH KUMAR; (IN CAPACITY OF PARTNERS OF M/S. KRISHIVA FINANCIALS)	53,191	9,999,908
113.	MANISH JAIN AND SONS HUF	53,191	9,999,908
114.	MILAN MANHARKANT GANATRA	53,191	9,999,908
115.	MUKESH KUMAR	53,191	9,999,908
116.	NAZIR TRADING LLP	53,191	9,999,908
117.	PARMEET KAUR	53,191	9,999,908
118.	PREETI AGRAWAL	53,191	9,999,908
119.	KISHORE KUMAR GANDHI	53,191	9,999,908
120.	SWETSAM STOCK HOLDING PRIVATE LIMITED	53,191	9,999,908
121.	UJJWAAL DUTT	53,191	9,999,908
122.	BHUMIKA RAJESH VATNANI	53,191	9,999,908
123.	ANUJ YOGESH PARIKH HUF	53,191	9,999,908
124.	NVS CORPORATE CONSULTANCY SERVICES PVT. LTD	53,191	9,999,908
125.	HARBHAJAN SINGH	53,191	9,999,908
126.	ANAND S JOSHI	53,191	9,999,908
127.	ARJUN NISHIT DHRUVA	53,191	9,999,908
128.	DARSHANA MEHUL SHAH	53,191	9,999,908
129.	JANITA SHAGUN SHAH	53,191	9,999,908
130.	JANKEE J DESAI	53,191	9,999,908
131.	MANAV SURINDER MALHOTRA	53,191	9,999,908
132.	NPRS FINANCIAL SERVICES PRIVATE LIMITED	53,191	9,999,908
133.	PARAG NAVINCHANDRA BHANSALI ; NINA PARAG BHANSALI ; RAHIL PARAG BHANSALI ; (IN THE CAPACITY OF PARTNERS OF M/S. NINA ENTERPRESE)	53,191	9,999,908
134.	RAHUL SANGHVI	53,191	9,999,908
135.	RAJESH MANOHARLAL MAKHIJA	53,191	9,999,908
136.	SAGAR ATULKUMAR SHAH	53,191	9,999,908
137.	SAJIT RAGHAVA SUVARNA	53,191	9,999,908
138.	SWATI SANGHVI	53,191	9,999,908
139.	YASH NISHIT DHRUVA	53,191	9,999,908
140.	KETAN ANIL SHAH	53,191	9,999,908
141.	SHIV SEHGAL	53,191	9,999,908
142.	SHREE CHATURBHUJ CONSULTANTS PVT. LTD.	53,191	9,999,908
143.	MANISH UMED DOSHI	53,191	9,999,908
144.	HINA JAYESH PAREKH	53,191	9,999,908

145.	DALAL & BROACHA STOCK BROKING PVT. LTD.	39,893	7,499,884
146.	DHARMESH PRAVINCHANDRA SHAH HUF	26,595	4,999,860
147.	KAMALESH NANALAL SHAH	26,595	4,999,860
148.	SUSHIL LALCHAND PUNJABI	26,595	4,999,860
149.	ADITYA SANJAY HIRANI	26,595	4,999,860
150.	ANOOP JAIN	26,595	4,999,860
151.	HARISH KUMAR SHARMA	26,595	4,999,860
152.	HARSHIT JAIN	26,595	4,999,860
153.	KALPANA GOVIND SINGH	26,595	4,999,860
154.	RADHA RANI GUPTA	26,595	4,999,860
155.	ARUN GOYAL	26,595	4,999,860
156.	USHA RANI	26,595	4,999,860
157.	RAMESH NEBHNANI	26,595	4,999,860
158.	RISHABH ARVIND JAIN	26,595	4,999,860
159.	KINGSMAN WEALTH FUND PCC KIF II	26,595	4,999,860
160.	ASHWANI KUMAR	25,000	4,700,000
161.	CIERA ADVISORS LLP	25,000	4,700,000
162.	JINAY DHANKI	18,617	3,499,996
163.	BHAGWANJI SOMCHAND SHAH	13,297	2,499,836
164.	HARESH SOMCHAND SHAH	13,297	2,499,836
165.	JIGAR ZAVERCHAND SHAH	13,297	2,499,836
166.	JITENDRA SOMCHAND SHAH	13,297	2,499,836
167.	MUKTABEN ZAVERCHAND SHAH	13,297	2,499,836
168.	EARTHBOUND VENTURES LLP	13,297	2,499,836
169.	MANISH GUPTA	13,297	2,499,836
170.	BHARAT VRAJLAL DHANKI	13,297	2,499,836
171.	JAY A SHAH	13,297	2,499,836
172.	RAKESH SETIA	13,297	2,499,836
173.	SURESH INDRAVADAN JAIN	13,297	2,499,836
174.	VINODKUMAR H ARORA	13,297	2,499,836
175.	YOGESH PARAS BATHIA	13,297	2,499,836
176.	RAJKUMAR BHOJRAJ LULLA	10,638	1,999,944
177.	SALIM PYARLI GOVANI	10,638	1,999,944
178.	SHIKHA GUPTA	10,638	1,999,944
179.	SHYAM SHROFF	10,638	1,999,944
180.	SITARAM DAMODAR SINAI DESAI	10,638	1,999,944
181.	TEJAS PRAKASH PAREKH	10,638	1,999,944
182.	VIPUL JAYANT CHHEDA	10,638	1,999,944
183.	VISHAL NITIN SAMPAT	10,638	1,999,944
184.	FATEMA SHABBIR KACHWALA	10,638	1,999,944
185.	POONAM RAKESH TANDON	10,638	1,999,944
186.	RITESH SHYAMSUNDER KAPOOR HUF	10,638	1,999,944
187.	J P SHAH HUF	7,978	1,499,864
188.	HEM CHAND JAIN	5,319	999,972
189.	KISHAN LACHHMANDAS BATRA	5,319	999,972
190.	NAMRATA HARESH SHAH	5,319	999,972
191.	RAJAT DILIP SHAH	5,319	999,972
192.	NEHAL MAULICK MANIAR	5,319	999,972

193.	ANAND KUMAR GOEL	4,973	934,924
194.	DATTATRAYA VIJAYSINGH PRABHU	2,659	499,892
Total		49,733,933	9,349,979,404

The CCDs shall be issued and allotted to the Investor as detailed herein below:

Sr. No.	Name of the Proposed Investor	Maximum number of CCDs	Maximum Amount / Upto (INR)
1	OVATA EQUITY STRATEGIES MASTER FUND	2,50,000	5,00,00,000
Total		2,50,000	5,00,00,000

l. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

The promoters, directors and key managerial personnel of the Company do not intend to participate in the Investors Preferential Issue.

m. The proposed time within which the allotment shall be completed:

The Investors Equity Shares and Investor CCD shall be allotted by the Company to the Proposed Investors in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said Investors Equity Shares and Investor CCD is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

n. The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the Investors Equity Shares / Investors CCDs proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. No.	Name of the Proposed Investors	Ultimate Beneficial Owners ('UBO')	Maximum Amount / Up to (INR)	Pre-preferential allotment Shareholding %	Post-preferential allotment Shareholding % # * @
1.	UNO METALS LIMITED	RAJESH GONEKA; RITU GOENKA; NEHA GOENKA; VARSHA GOENKA;	549,999,828	-	2.05
2.	BELGRAVE INVESTMENT FUND	YAJJADEO LOTUN	529,999,824	-	1.98
3.	ALTIUS FINSERV PRIVATE LIMITED	PAWAN BANSAL	517,690,900	-	1.93
4.	AMKOR ENTERPRISES PRIVATE	MAHIPAT INNDERMAL MEHTA	419,999,896	-	1.57

	LIMITED				
5.	INFRONT ENTERPRISES PRIVATE LIMITED	PAYAL M JAIN	419,999,896	-	1.57
6.	JUOX ENTERPRISES PRIVATE LIMITED	MAHESH KUNDANMAL JI JAIN	419,999,896	-	1.57
7.	ASHIBHADARSH VENTURES PRIVATE LIMITED	BHAVIN VINOD PAREKH; ASHITA BHAVIN PAREKH;	399,999,892	-	1.49
8.	INTUITIVE ALPHA INVESTMENT FUND - PCC - CELL 1	SEERAMLOO POLODOO	349,999,976	-	1.31
9.	PIVOTAL ENTERPRISES PRIVATE LIMITED	MALIKA B. PAREKH; JAYESH D. PAREKH	299,999,872	-	1.12
10.	PRASHAM MAYANK SHAH; MAYANK JASHWANTLAL SHAH; SHRUTI MAYANK SHAH; (IN THE CAPACITY OF PARTNER OF M/S S M CAPITAL)	PRASHAM MAYANK SHAH	269,999,960	-	1.01
11.	CAPITALNEST ADVISORS LLP	SHILPA V GOYAL	249,999,956	-	0.93
12.	JAKSON ASSETS PRIVATE LIMITED	SAMEER GUPTA; SUNDEEP GUPTA; RAVI GOYAL;	199,999,852	-	0.75
13.	HARDIK B PATEL	NA	199,999,852	-	0.75
14.	AJAY UPADHYAYA	NA	199,999,852	-	0.75
15.	GOODDAY ENTERPRISES LLP	HARSH JAIN	199,999,852	-	0.75
16.	OVATA EQUITY STRATEGIES MASTER FUND	WENLAI JAMES CHEN	149,999,936	-	0.56
17.	SHAH VISHAL SANJAY	NA	199,999,852	-	0.75
18.	AJD FAMILY	ASWIN DESAI;	159,999,844	-	

	TRUST	PURNIMA DESAI			0.60
19.	CAPRI GLOBAL HOLDINGS PRIVATE LIMITED	RAJESH SHARMA	149,999,936	-	0.56
20.	ANITA JAGETIA	NA	119,999,836	-	0.45
21.	ANKIT GOEL	NA	99,999,832	0.01%	0.38
22.	SARTHAK GOYAL	NA	99,999,832	-	0.37
23.	LEELA PARASMAL NAHAR; ARUN NAHAR; JYOTI NAHAR; (IN THE CAPACITY OF PARTNERS OF M/S. ALPNA ENTERPRISES)	ARUN NAHAR	99,999,832	-	0.37
24.	MINAL B. PATEL	NA	99,999,832	-	0.37
25.	SURYASHAKTI MANAGEMENT SERVICES PVT. LTD.	YASHOVAR D HAN KAMLESH SHAH; NEEPA KAMLESH SHAH	99,999,832	-	0.37
26.	AKSHAY JAYANTILAL DOSHI	NA	99,999,832	-	0.37
27.	HARSHVARDHAN RAVI GOENKA	NA	98,999,860	-	0.37
28.	ANTIQUA SECURITIES PRIVATE LIMITED	KIRTI J DOSHI; HINA KIRTI DOSHI	94,000,000	-	0.35
29.	KRISHNAKANT S PARIKH HUF	KRISHNAKANT SUNDERLAL PARIKH	89,999,924	-	0.34
30.	MADHU MANAGEMENT PVT. LTD.	KRISHNAKANT SUNDERLAL PARIKH	79,999,828	-	0.30
31.	NEHA BAGARIA	NA	79,999,828	-	0.30
32.	NIMIT K PARIKH HUF	NIMIT K PARIKH	74,999,968	0.00% (NEGLIGIBLE)	0.28
33.	SHARAD MITTAL	NA	69,999,920	-	0.26
34.	RADHEY RAMAN SHARMA	NA	49,999,916	-	0.19
35.	UDITI MURARKA	NA	49,999,916	-	0.19

36.	HEENA VINOD SHAH	NA	49,999,916	-	0.19
37.	VARSHA NARESH SHAH	NA	47,000,000	0.00% (NEGLIGIBLE)	0.18
38.	RINKU SHROFF	NA	44,999,868	-	0.17
39.	RAJ RASHMIN RUGHANI	NA	39,999,820	-	0.15
40.	DHRUVIN NAVIN SHAH	NA	39,999,820	-	0.15
41.	WCA SERVICES PRIVATE LIMITED	RAKSHAY JAIN; BHAWNA BHATIA	39,999,820	-	0.15
42.	ALMONDZ GLOBAL SECURITIES LTD.	NA	39,999,820	-	0.15
43.	AVONMORE CAPITAL AND MANAGEMENT SERVICES LIMITED	NA	39,999,820	-	0.15
44.	KIRAN SANTOSH RATHI	NA	39,999,820	-	0.15
45.	SANTHANA RAJAGOPALAN NANDAKUMAR	NA	39,999,820	-	0.15
46.	NHP CONSTRUCTION S LLP	NITIN TRAMBAKLAL SANGHAVI	39,999,820	-	0.15
47.	PREMAL CHANDRAKANT DESAI	NA	39,999,820	-	0.15
48.	RAHUL MOHTA	NA	39,999,820	-	0.15
49.	SARITA ANIL KUMAR JAGETIYA	NA	39,999,820	-	0.15
50.	LUCRUM CAPITAL ADVISORS PRIVATE LIMITED	PARVEEN SINGLA	37,600,000	0.12%	0.21
51.	MANOJ MULJI CHHEDA	NA	34,999,960	-	0.13
52.	SI INVESTMENTS & BROKING PRIVATE LIMITED	VANAJA SUNDER IYER	29,999,912	-	0.11
53.	BONDWELL CORPS SOLUTIONS PRIVATE LIMITED	MRIDUL KHANDELWA L	29,999,912	-	0.11
54.	AGELESS CAPITAL AND	GAGAN CHATURVEDI	29,999,912	-	0.11

	FINANCE PRIVATE LIMITED				
55.	GANESH DASS GUPTA	NA	29,999,912	-	0.11
56.	AMAR SUKHRAMDAS GANDHI	NA	29,999,912	-	0.11
57.	SHREYANS JASHWANTLAL SHAH	NA	29,999,912	-	0.11
58.	RITA HITENDRA HARIA	NA	28,200,000	-	0.11
59.	PATHIK GANDOTRA	NA	24,999,864	-	0.09
60.	MEENA KAUSHIK SHAH	NA	24,999,864	-	0.09
61.	AMIT DHANKI	NA	24,999,864	-	0.09
62.	NAVRATRI SHARE TRADING PRIVATE LIMITED	RAMESH SAWALRAM SARAOGI; RAGHAV SANTOSH KEDIA	19,999,816	-	0.07
63.	KIRITKUMAR CHAMPAKLAL BORADIA	NA	19,999,816	-	0.07
64.	GIRISH SAREEN	NA	19,999,816	-	0.07
65.	VIVA SECURITIES LLP	GIRISH SAREEN; MALA SAREEN	19,999,816	-	0.07
66.	ALL ROUNDER MARKETING PRIVATE LIMITED	RAVI MEHTA	19,999,816	-	0.07
67.	FREE INDIA ASSURANCE SERVICES LIMITED	GYANCHAND SURAJMAL MEHTA; PUSHPAGYAN CHAND MEHTA	19,999,816	-	0.07
68.	ANIL RAIKA FAMILY TRUST	ANIL MADANLAL RAIKA	19,999,816	-	0.07
69.	PARESH CHIMANLAL SHAH	NA	19,999,816	-	0.07
70.	PARESH CHIMANLAL SHAH HUF	PARESH C SHAH	19,999,816	-	0.07
71.	URVISH RAMESHCHAND RA VORA	NA	18,800,000	-	0.07

72.	PRABHUDAS LILLADHER ADVISORY SERVICES PRIVATE LIMITED	AMISHA NIRAJ VORA	18,800,000	-	0.07
73.	DILIP BHAVANJI SHAH	NA	16,074,000	-	0.06
74.	ANIL BHAVANJI SHAH & DARSHANA ANIL SHAH	NA	14,999,956	-	0.06
75.	INDERJEETSING H BHATIA	NA	14,999,956	-	0.06
76.	UNMESH YAGYA SHARMA	NA	14,999,956	-	0.06
77.	SAMEER HEMANT BARABDE	NA	14,999,956	0.00% (NEGLIGIBLE)	0.06
78.	NITIKET INVESTMENTS PRIVATE LIMITED	ELESH ANUBHAI GOPANI	9,999,908	-	0.04
79.	SIDHARTH BHATIA	NA	9,999,908	-	0.04
80.	SURESH BHATIA	NA	9,999,908	-	0.04
81.	MONEKA ANIL PODDAR	NA	9,999,908	-	0.04
82.	APEKSHA MANOJ AGARWAL	NA	9,999,908	-	0.04
83.	KAJAL MAHINDRA SHAH	NA	9,999,908	-	0.04
84.	ANJU RAJGARHIA	NA	9,999,908	-	0.04
85.	JITENDRA RASIKLAL SANGHAVI	NA	9,999,908	-	0.04
86.	RAJENDRA NAGIN AGARWAL	NA	9,999,908	-	0.04
87.	BHARAT TAPARIA	NA	9,999,908	-	0.04
88.	SONIA SHARMA	NA	9,999,908	-	0.04
89.	SATYA NARAIN GOEL	NA	9,999,908	-	0.04
90.	ANUP GUPTA	NA	9,999,908	-	0.04
91.	ASHVI VENTURES LLP	VIPUL JAYANT CHHEDA; ASHWINI VIPUL	9,999,908	-	0.04

		CHHEDA			
92.	HARIT EXPORTS PVT. LTD	MOHIT RAMGOPAN AGARWAL	9,999,908	0.00% (NEGLIGIBLE)	0.04
93.	NEHA AMIT MEHTA	NA	9,999,908	-	0.04
94.	NIRAG VENTURES LLP	PARAG JAYANT CHHEDA; HEENA P CHHEDA	9,999,908	-	0.04
95.	PARAG SURESHCHANDR A SHAH	NA	9,999,908	-	0.04
96.	PRAKASH K. SHAH SHARES & SECURITIES PRIVATE LIMITED	PRAKASH K. SHAH	9,999,908	-	0.04
97.	PRITESH POPATLAL GODANI	NA	9,999,908	-	0.04
98.	RITA SHARAD SHAH	NA	9,999,908	-	0.04
99.	SAUMIK DOSHI	NA	9,999,908	-	0.04
100.	RITU GARG	NA	9,999,908	-	0.04
101.	SHIKHA SARAS SHAH	NA	9,999,908	0.00% (NEGLIGIBLE)	0.04
102.	MALA SAREEN	NA	9,999,908	-	0.04
103.	RANJANA ANIL GAGGAR	NA	9,999,908	-	0.04
104.	RNM PROJECTS LLP	RABINDRA N JHUNJHUNW ALA	9,999,908	-	0.04
105.	DHIRAJ RELI	NA	9,999,908	-	0.04
106.	KAPIL AHUJA	NA	9,999,908	-	0.04
107.	KSHITIZ JAIN	NA	9,999,908	-	0.04
108.	SANJAY CHANDRAKANT KIRLOSKAR	NA	9,999,908	-	0.04
109.	NIKHIL G DAGA	NA	9,999,908	-	0.04
110.	ALGOQUANT FINTECH LIMITED	DHRUV GUPTA; DEVANSH GUPTA	9,999,908	-	0.04
111.	ANU JAIN	NA	9,999,908	-	0.04
112.	MUKESH JAIN; MUKESH KUMAR; (IN CAPACITY OF PARTNERS OF M/S. KRISHIVA FINANCIALS)	MUKESH JAIN; MUKESH KUMAR	9,999,908	-	0.04

113.	MANISH JAIN AND SONS HUF	MANISH KUMAR JAIN	9,999,908	-	0.04
114.	MILAN MANHARKANT GANATRA	NA	9,999,908	-	0.04
115.	MUKESH KUMAR	NA	9,999,908	-	0.04
116.	NAZIR TRADING LLP	ALNASIR ABDULAZIZ GILANI; ZEENAT ALNASIR GILANI; ANISA ALNASIR GILANI; ANEES ALNASIR GILANI	9,999,908	-	0.04
117.	PARMEET KAUR	NA	9,999,908	-	0.04
118.	PREETI AGRAWAL	NA	9,999,908	-	0.04
119.	KISHORE KUMAR GANDHI	NA	9,999,908	-	0.04
120.	SWETSAM STOCK HOLDING PRIVATE LIMITED	SHAH SAMEER ROHITKUMAR ; SHETH VIRAJ VARUN	9,999,908	-	0.04
121.	UJJWAAL DUTT	NA	9,999,908	-	0.04
122.	BHUMIKA RAJESH VATNANI	NA	9,999,908	-	0.04
123.	ANUJ YOGESH PARIKH HUF	ANUJ PARIKH	9,999,908	-	0.04
124.	NVS CORPORATE CONSULTANCY SERVICES PVT. LTD	ANAHAITA NALIN SHAH	9,999,908	-	0.04
125.	HARBHAJAN SINGH	NA	9,999,908	-	0.04
126.	ANAND S JOSHI	NA	9,999,908	-	0.04
127.	ARJUN NISHIT DHRUVA	NA	9,999,908	-	0.04
128.	DARSHANA MEHUL SHAH	NA	9,999,908	-	0.04
129.	JANITA SHAGUN SHAH	NA	9,999,908	0.00% (NEGLIGIBLE)	0.04
130.	JANKEE J DESAI	NA	9,999,908	-	0.04
131.	MANAV SURINDER MALHOTRA	NA	9,999,908	0.00% (NEGLIGIBLE)	0.04
132.	NPRS FINANCIAL SERVICES	PRAVEENA BHANSALI	9,999,908	-	0.04

	PRIVATE LIMITED				
133.	PARAG NAVINCHANDR A BHANSALI ; NINA PARAG BHANSALI ; RAHIL PARAG BHANSALI ; (IN THE CAPACITY OF PARTNERS OF M/S. NINA ENTERPRESE)	PARAG NAVINCHAN DRA BHANSALI ; NINA PARAG BHANSALI ; RAHIL PARAG BHANSALI	9,999,908	-	0.04
134.	RAHUL SANGHVI	NA	9,999,908	-	0.04
135.	RAJESH MANOHARLAL MAKHIJA	NA	9,999,908	-	0.04
136.	SAGAR ATULKUMAR SHAH	NA	9,999,908	-	0.04
137.	SAJIT RAGHAVA SUVARNA	NA	9,999,908	0.00% (NEGLIGIBLE)	0.04
138.	SWATI SANGHVI	NA	9,999,908	-	0.04
139.	YASH NISHIT DHRUVA	NA	9,999,908	-	0.04
140.	KETAN ANIL SHAH	NA	9,999,908	-	0.04
141.	SHIV SEHGAL	NA	9,999,908	-	0.04
142.	SHREE CHATURBHUI CONSULTANTS PVT. LTD.	VIJAY KANT MISHRA	9,999,908	-	0.04
143.	MANISH UMED DOSHI	NA	9,999,908	-	0.04
144.	HINA JAYESH PAREKH	NA	9,999,908	-	0.04
145.	DALAL & BROACHA STOCK BROKING PVT. LTD.	NAILESH PRIYAKANT DALAL; VIPUL PRIYANKANT DALAL	7,499,884	-	0.03
146.	DHARMESH PRAVINCHANDR A SHAH HUF	DHARMESH P SHAH	4,999,860	-	0.02
147.	KAMALESH NANALAL SHAH	NA	4,999,860	-	0.02
148.	SUSHIL LALCHAND PUNJABI	NA	4,999,860	-	0.02
149.	ADITYA SANJAY HIRANI	NA	4,999,860	0.00% (NEGLIGIBLE)	0.02
150.	ANOOP JAIN	NA	4,999,860	-	

					0.02
151.	HARISH KUMAR SHARMA	NA	4,999,860	-	0.02
152.	HARSHIT JAIN	NA	4,999,860	-	0.02
153.	KALPANA GOVIND SINGH	NA	4,999,860	-	0.02
154.	RADHA RANI GUPTA	NA	4,999,860	-	0.02
155.	ARUN GOYAL	NA	4,999,860	-	0.02
156.	USHA RANI	NA	4,999,860	-	0.02
157.	RAMESH NEBHNANI	NA	4,999,860	-	0.02
158.	RISHABH ARVIND JAIN	NA	4,999,860	-	0.02
159.	KINGSMAN WEALTH FUND PCC KIF II	MITHILESHI NGH SOOBARAH	4,999,860	-	0.02
160.	ASHWANI KUMAR	NA	4,700,000	0.01%	0.02
161.	CIERA ADVISORS LLP	PRIYANKA BAYA	4,700,000	-	0.02
162.	JINAY DHANKI	NA	3,499,996	0.03%	0.03
163.	BHAGWANJI SOMCHAND SHAH	NA	2,499,836	0.00% (NEGLIGIBLE)	0.01
164.	HARESH SOMCHAND SHAH	NA	2,499,836	-	0.01
165.	JIGAR ZAVERCHAND SHAH	NA	2,499,836	-	0.01
166.	JITENDRA SOMCHAND SHAH	NA	2,499,836	-	0.01
167.	MUKTABEN ZAVERCHAND SHAH	NA	2,499,836	-	0.01
168.	EARTHBOUND VENTURES LLP	PRATIK PARAG PAREKH; JASMINA PAREKH; KAVITA PARAG PAREKH	2,499,836	-	0.01
169.	MANISH GUPTA	NA	2,499,836	-	0.01
170.	BHARAT VRAJLAL DHANKI	NA	2,499,836	-	0.01
171.	JAY A SHAH	NA	2,499,836	-	0.01

172.	RAKESH SETIA	NA	2,499,836	-	0.01
173.	SURESH INDRAVADAN JAIN	NA	2,499,836	-	0.01
174.	VINODKUMAR H ARORA	NA	2,499,836	-	0.01
175.	YOGESH PARAS BATHIA	NA	2,499,836	-	0.01
176.	RAJKUMAR BHOJRAJ LULLA	NA	1,999,944	-	0.01
177.	SALIM PYARLI GOVANI	NA	1,999,944	-	0.01
178.	SHIKHA GUPTA	NA	1,999,944	-	0.01
179.	SHYAM SHROFF	NA	1,999,944	-	0.01
180.	SITARAM DAMODAR SINAI DESAI	NA	1,999,944	-	0.01
181.	TEJAS PRAKASH PAREKH	NA	1,999,944	-	0.01
182.	VIPUL JAYANT CHHEDA	NA	1,999,944	-	0.01
183.	VISHAL NITIN SAMPAT	NA	1,999,944	-	0.01
184.	FATEMA SHABBIR KACHWALA	NA	1,999,944	-	0.01
185.	POONAM RAKESH TANDON	NA	1,999,944	-	0.01
186.	RITESH SHYAMSUNDER KAPOOR HUF	RITESH KAPOOR	1,999,944	-	0.01
187.	J P SHAH HUF	JIGNESH PRAVINCHAN DRA SHAH	1,499,864	-	0.01
188.	HEM CHAND JAIN	NA	999,972	-	-
189.	KISHAN LACHHMANDAS BATRA	NA	999,972	-	-
190.	NAMRATA HARESH SHAH	NA	999,972	-	-
191.	RAJAT DILIP SHAH	NA	999,972	-	-
192.	NEHAL MAULICK MANIAR	NA	999,972	-	-
193.	ANAND KUMAR GOEL	NA	934,924	-	-
194.	DATTATRAYA VIJAYSINGH PRABHU	NA	499,892	0.00% (NEGLIGIBLE)	-
Total			9,349,979,404	0.17	35.21

#Assuming completion of the preferential allotment to Proposed Investors (as set out in Resolution No. 3) and Identified Promoters (as set out in Resolution No. 4).

* The post preferential percentage of shareholding has been calculated assuming that all the CCDs allotted will be converted into equity shares.

@ The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

- o. The change in control, if any, in the Company that would occur consequent to the preferential offer:**

The Investors Preferential Issue will not result into change in the control of the Company.

- p. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the financial year viz. 2024-2025, the Company has made allotment of 428 Non-Convertible Debentures of Rs. 10,00,000/- each to 9 (Nine) persons.

- q. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable as the Investors Preferential Issue is proposed to be made for cash consideration.

- r. The pre issue and post issue shareholding pattern of the Company:**

The pre issue and the post-issue shareholding pattern of the Company (considering full allotment of equity shares to be issued on preferential basis as per this Notice) is mentioned hereinbelow:

Sr. No.	Category	Pre-Issue		Post Issue # * @	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
A.	Promoter and Promoter Group Shareholders				
1.	Indian				
a)	Individuals / HUF	34738441	43.46	47238441	33.17
b)	Bodies Corporate	600000	0.75	600000	0.42
c)	Others	0	0	0	0
	Sub-total (A1)	35338441	44.21	47838441	33.59
2.	Foreign				
a)	Bodies Corporate	0	0.00	0	0.00
	Sub-total (A2)	0	0.00	0	0.00
	Total Promoters and Promoters Group (A = A1 + A2)	35338441	44.21	47838441	33.59
B.	Non-Promoter / Public Shareholders				
1.	Institutional Investors	2806583	3.51	8561900	6.01

2.	Non-institution				
a)	Bodies corporate	13653819	17.08	38243108	26.85
b)	Directors and relatives	0	0	0	0
c)	Indian public	23708856	29.66	39233829	27.55
d)	Others (including NRIs)	4428172	5.54	8542526	6.00
	Total Non-Promoter / Public Shareholders (B)	44597430	55.79	94581363	66.41
	Grand Total (A+B)	79935871	100.00	142419804	100.00

#Assuming completion of the preferential allotment to Proposed Investors (as set out in Resolution No. 3) and Identified Promoters (as set out in Resolution No. 4).

* The post preferential percentage of shareholding has been calculated assuming that all the CCDs allotted will be converted into equity shares.

@ The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

s. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

Currently, the Proposed Investors who are holding equity shares in the Company are classified under the 'public shareholders' category.

t. Lock-in Period:

The Investors Equity Shares and Investor CCDs proposed to be issued to the Investors under the Investors Preferential Issue shall be subject to lock-in, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

u. Listing:

The Investors Equity Shares proposed to be allotted to the Proposed Investors under the Investors Preferential Issue shall be listed and shall be admitted for trading on the main board of Stock Exchanges viz. National Stock Exchange of India Limited and BSE Limited, subject to requisite approval from the Stock Exchange.

Further post conversion of CCDs into Equity Shares to be allotted to the Proposed Investors under the Investors Preferential Issue shall be listed and shall be admitted for trading on the main board of Stock Exchanges viz. National Stock Exchange of India Limited and BSE Limited, subject to requisite approval from the Stock Exchange.

v. Practicing Company Secretary's Certificate

As required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate issued by M/s. Mihin Halani & Associates, Practicing Company Secretaries, certifying, inter alia, that the Investors Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations shall be placed before the meeting of the members. The said certificate issued by M/s. Mihin Halani & Associates, Practicing Company Secretaries is also hosted on the website of the Company at www.hubtown.co.in.

w. Undertakings / Confirmations:

1. The Company is eligible to undertake the preferential issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.
2. None of the promoters and/or directors of the Company are a fugitive economic offender as defined under the SEBI ICDR Regulations.
3. Neither the Company nor any of its promoters and/or directors have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
4. Each of Identified Promoters has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
5. As the equity shares of the Company are listed on recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price. However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the respective allottees.

The approval of the members is being sought to enable the Board to issue and allot the Investors Equity Shares and Investor CCDs on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors recommend passing of the special resolution at item no. 3 of the accompanying notice for the approval of the Members of the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

Item 4: Issuance of Warrants to persons forming part of the promoter and promoter group of the Company by way of preferential issue:

The Company intends to raise funds from the Identified Promoters by issuance of the Warrants for the purpose of repayment of loan and working capital requirement, etc. Therefore, the Board, in its meeting held on July 30, 2024, has approved the proposal for issuance of the Warrants to the Identified Promoters under the Promoters Preferential Issuer as per terms stated in the aforesaid resolution, subject to, inter alia, approval of the members of the Company and shall be on the terms and conditions, as mentioned below:

- a. Pursuant to Regulation 160(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialised form.
- b. In accordance with the provisions of Regulation 161 of ICDR Regulations, the 'Relevant Date' for the Warrant issue is determined to be Thursday, July 25, 2024.
- c. In accordance with the applicable provisions of the ICDR Regulations an amount of INR 55/- (Indian Rupees Fifty-Five Only) which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price shall be paid by the Identified Promoters to the Company as upfront payment ("**Warrant Subscription Price**").
- d. The Identified Promoters shall be, subject to the ICDR Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment at the rate of INR 165/- (Indian Rupees One Hundred and Sixty Five Only) being 75% (seventy five per cent) of the Warrant Issue Price ("**Warrant Exercise Price**") in respect of each Warrant proposed to be converted by the Identified Promoters.
- e. On receipt of such application from the Identified Promoters, the Company shall without any further approval from the shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Identified Promoters.
- f. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Identified Promoters within the aforesaid period of 18 (eighteen) months, the entitlement of the Identified Promoters to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Identified Promoters on such Warrants shall stand forfeited.
- g. The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form and shall rank pari passu with the then existing Equity Shares of the Company including entitlement to voting powers and dividend.
- h. The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, the ICDR Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, as amended, ("**Listing Regulations**"), applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities, as maybe applicable including the Securities and Exchange Board of India.

This resolution is recommended to the members of the Company for their consideration and approval pursuant to the provisions of Sections 42 and 62 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the provisions of Chapter V of the SEBI ICDR Regulations.

The disclosure required in terms of provisions of Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the provisions of Chapter V of the SEBI ICDR Regulations are as follows:

a. Particulars of the offer including date of passing of Board resolution:

The Board, in its meeting held on July 30, 2024, has approved the proposal for the creation, offer, issuance and allotment of up to 1,25,00,000 (One Crore Twenty Five Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of INR 10/- (Indian Rupees Ten Only) (“Equity Share”) each (“Warrants”) at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of INR 220/- (Indian Rupees Two Hundred and Twenty only) each payable in cash (“Warrant Issue Price”), aggregating upto INR 275,00,00,000/- (Indian Rupees Two Seventy Five Crores Only) (“Promoter Issue Size”) in one or more tranches.

b. The Objects of the issue:

The Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards the following objects:

- 1) Repayment of Loan
- 2) Working Capital Requirement
- 3) General Corporate Purpose

Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “General Corporate Purposes”).

(collectively referred to below as the “Objects”).

c. Utilization of Issue Proceeds

Given that the funds to be received against Warrants conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects (Rs. In Crores)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Repayment of Loans	30.00	within 8 to 10 months
2	Working Capital Requirements	212.50	within 8 to 10 months
3	General Corporate Purpose	32.50	within 8 to 10 months
	Total	275.00	

*Considering 100% conversion of Warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 8 (Eight) to 10 (Ten) months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

d. Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

e. Monitoring of utilisation of funds

- i. Given that the issue size exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed Brickwork Ratings India Private Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("**Monitoring Agency**").
- ii. The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty five) days from the end of each

quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

f. Kinds of securities offered, the total number of shares or other securities to be issued, the price at which security is being offered and amount which the Company intends to raise by way of such securities:

The Company propose to issue in one or more tranches up to 1,25,00,000 (One Crore Twenty Five Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of INR 10/- (Indian Rupees Ten Only) ("Equity Share") each ("**Warrants**") at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of INR 220/- (Indian Rupees Two Hundred and Twenty only) each payable in cash ("**Warrant Issue Price**"), in one or more tranches which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations for an aggregate consideration of up to 275,00,00,000/- (Indian Rupees Two Seventy Five Crores Only) ("**Promoter Issue Size**").

g. Basis on which the price has been arrived at along with report of the registered valuer:

i. In terms of the SEBI ICDR Regulations, the floor price at which the Warrants can be issued is INR 184.68 respectively, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- d. 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 148.91 per equity share;
- e. 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 184.68 per equity share.
- f. Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

ii. Since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price. Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

h. Name and address of valuer who performed valuation:

Since the equity shares of the Company are listed on the Stock Exchanges and the Preferential Issue is not more than 5% (five percent) of the post issue fully diluted share capital of the Company, a valuation report from an independent registered valuer is not required under the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the Preferential Issue, and under the applicable provisions of SEBI ICDR Regulations.

i. The price or price band at/within which the allotment is proposed:

As stated in clause f. above, the Warrants are proposed to be issued at an issue price of INR 220/- (Indian Rupees Two Hundred and Twenty Only) per Warrant.

j. Relevant Date with reference to which the price has been arrived at:

The 'relevant date' for the purpose of determination of the floor price for issue of the Warrants under the Promoters Preferential Issue, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is Thursday, July 25, 2024 ("Relevant Date"), being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Promoters Preferential Issue.

k. The class or classes of persons to whom the allotment is proposed to be made:

The equity shares are proposed to be issued and allotted to private investors comprising of (a) Individuals, (b) Hindu Undivided Family, (c) Body Corporate, and (d) an Alternative Investment Fund, who shall hold the equity shares in the Company under the 'public shareholders' category.

The Warrants shall be issued and allotted to the Identified Promoters as detailed herein below:

Sr. No.	Name of the Identified Promoters	Maximum Nos. of Warrants to be allotted	Maximum Amount / Upto (INR)
1	RUSHANK VYOMESH SHAH	4,263,871	938,051,620
2	KHILEN VYOMESH SHAH	3,163,494	695,968,680
3	FALGUNI VYOMESH SHAH	3,163,494	695,968,680
4	KUNJAL HEMANT SHAH	1,909,141	420,011,020
	Total	12,500,000	2,750,000,000

l. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

The promoters and promoter group intent to participate in the Promoters Preferential Issue.

m. The proposed time within which the allotment shall be completed:

The Warrants shall be allotted by the Company to the Identified Promoters in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said Warrants to Identified Promoters is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

n. The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. No.	Name of the Identified Promoters	Ultimate Beneficial Owners ('UBO')	Maximum Amount / Up to (INR)	Pre-preferential allotment Shareholding %	Post-preferential allotment Shareholding % # * @
1.	RUSHANK VYOMESH SHAH	NA	938,051,620	1.04	3.58
2.	KHILEN VYOMESH SHAH	NA	695,968,680	2.41	3.58
3.	FALGUNI VYOMESH SHAH	NA	695,968,680	0.86	2.71
4.	KUNJAL HEMANT SHAH	NA	420,011,020	2.20	2.58
Total			2,750,000,000	6.52	12.43

Assuming completion of the preferential allotment to Proposed Investors (as set out in Resolution No. 3) and Identified Promoters (as set out in Resolution No. 4).

* The post preferential percentage of shareholding has been calculated assuming that all the CCDs allotted will be converted into equity shares.

@ The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

- o. The change in control, if any, in the Company that would occur consequent to the preferential offer:**

The Promoter Preferential Issue will not result into change in the control of the Company.

- p. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the financial year viz. 2024-2025, the Company has made allotment of 428 Non-Convertible Debentures of Rs. 10,00,000/- each to 9 (Nine) persons.

- q. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable as the Promoters Preferential Issue is proposed to be made for cash consideration.

- r. The pre issue and post issue shareholding pattern of the Company:**

The pre issue and the post-issue shareholding pattern of the Company (considering full allotment of equity shares to be issued on preferential basis as per this Notice) is mentioned hereinbelow:

Sr. No.	Category	Pre-Issue		Post Issue #**@	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
A.	Promoter and Promoter Group Shareholders				
1.	Indian				
a)	Individuals / HUF	34738441	43.46	47238441	33.17
b)	Bodies Corporate	600000	0.75	600000	0.42
c)	Others	0		0	0
	Sub-total (A1)	35338441	44.21	47838441	33.59
2.	Foreign				
a)	Bodies Corporate	0	0.00	0	0.00
	Sub-total (A2)	0	0.00	0	0.00
	Total Promoters and Promoters Group (A = A1 + A2)	35338441	44.21	47838441	33.59
B.	Non-Promoter / Public Shareholders				
3.	Institutional Investors	2806583	3.51	8561900	6.01
4.	Non-institution	0	0		
a)	Bodies corporate	13653819	17.08	38243108	26.85
b)	Directors and relatives	0	0	0	0
c)	Indian public	23708856	29.66	39233829	27.55
d)	Others (including NRIs)	4428172	5.54	8542526	6.00
	Total Non-Promoter / Public Shareholders (B)	44597430	55.79	94581363	66.41
	Grand Total (A+B)	79935871	100.00	142419804	100.00

Assuming completion of the preferential allotment to Proposed Investors (as set out in Resolution No. 3) and Identified Promoters (as set out in Resolution No. 4).

* The post preferential percentage of shareholding has been calculated assuming that all the CCDs allotted will be converted into equity shares.

@ The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

- s. **The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:**

As mentioned above, the Proposed Allottees are forming part of Promoters and Promoter Group of the Company and such status will continue to remain the same post the Preferential Issue.

- t. **Lock-in Period:**

The pre-preferential allotment shareholding of the Identified Promoter, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the ICDR Regulations.

u. Listing:

Post conversion of Warrants into Equity Shares to be allotted to the Identified Promoters under the Promoters Preferential Issue shall be listed and shall be admitted for trading on the main board of Stock Exchanges viz. National Stock Exchange of India Limited and BSE Limited, subject to requisite approval from the Stock Exchange.

v. Practicing Company Secretary's Certificate

As required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate issued by M/s. Mihin Halani & Associates, Practicing Company Secretaries, certifying, inter alia, that the Promoters Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations shall be placed before the meeting of the members. The said certificate dated by M/s. Mihin Halani & Associate, Practicing Company Secretaries is also hosted on the website of the Company at www.hubtown.co.in.

w. Undertakings / Confirmations:

1. The Company is eligible to undertake the preferential issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.
2. None of the promoters and/or directors of the Company are a fugitive economic offender as defined under the SEBI ICDR Regulations.
3. Neither the Company nor any of its promoters and/or directors have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
4. Each of Identified Promoters has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
5. As the equity shares of the Company are listed on recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price. However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the respective allottees.

The approval of the members is being sought to enable the Board to issue and allot the Warrants on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its members.

Mr. Hemant M. Shah, Executive Chairman and Mr. Vyomesh M. Shah, Managing Director (Promoters and Promoter Group of the Company), may be considered as deemed to be concerned or interested in the said resolution due to their Directorship on the Board of the Company. Except them, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors recommend passing of the special resolution at item no. 4 of the accompanying notice for the approval of the Members of the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

Registered Office:

Hubtown Seasons,
CTS No. 469-A, Opp. Jain Temple,
R. K. Chemburkar Marg,
Chembur - East, Mumbai - 400071

Place: Mumbai

Date: July 30, 2024

**By Order of the Board
For Hubtown Limited**

Sd/-

**Sadanand Lad
Company Secretary**