

HUBTOWN LIMITED

NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF HUBTOWN LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 29, 2016, AT 10.00 A.M. AT 'KILACHAND CONFERENCE ROOM', 2ND FLOOR, INDIAN MERCHANTS' CHAMBER BUILDING, INDIAN MERCHANTS CHAMBER MARG, CHURCHGATE, MUMBAI - 400020 TO TRANSACT THE FOLLOWING BUSINESS :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements and the Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vyomesh M. Shah (DIN : 00009596), who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of the Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the Company hereby ratifies the appointment of M/s. Dalal Doshi & Associates, Chartered Accountants (Firm Registration No. 121773W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held for the Financial Year 2016-2017, and the Board of Directors of the Company, based on the recommendations of the Audit and Compliance Committee, be and is hereby authorised to fix the remuneration payable to the Statutory Auditors in addition to reimbursement of out-of-pocket expenses incurred in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS :

To consider and if thought fit, to pass with or without modification(s), the following resolutions:

As an Ordinary Resolution :

4. **REAPPOINTMENT OF MR. HEMANT M. SHAH AS WHOLETIME DIRECTOR DESIGNATED AS EXECUTIVE CHAIRMAN OF THE COMPANY**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, consent of the members be and is hereby accorded to the appointment of Mr. Hemant M. Shah (DIN : 00009659) as Wholetime Director designated as Executive Chairman of the Company for a period of five years, with effect from January 1, 2017 to December 31, 2021, on the terms and conditions including remuneration as set out in the Explanatory Statement attached hereto, with authority to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the reappointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Hemant M. Shah;

RESOLVED FURTHER THAT where in any financial year during the currency of tenure of Mr. Hemant M. Shah as Executive Chairman, the Company has no profits or its profits are inadequate, the remuneration, perquisites and other allowances payable shall be governed by the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

As an Ordinary Resolution :

5. **REAPPOINTMENT OF MR. VYOMESH M. SHAH AS MANAGING DIRECTOR OF THE COMPANY**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, consent of the members be and is hereby accorded to the appointment of Mr. Vyomesh M. Shah (DIN : 00009596) as Managing Director of the Company for a period of five years, with effect from January 1, 2017 to December 31, 2021, on the terms and conditions including remuneration as set out in the Explanatory Statement attached hereto, with authority to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the reappointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Vyomesh M. Shah;

RESOLVED FURTHER THAT where in any financial year during the currency of tenure of Mr. Vyomesh M. Shah as Managing Director, the Company has no profits or its profits are inadequate, the remuneration, perquisites and other allowances payable shall be governed by the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time;

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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

As an Ordinary Resolution :

6. APPOINTMENT OF MR. SHIRISH GAJENDRAGADKAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Shirish Gajendragadkar (DIN : 01681405) who was appointed by the Board of Directors as an Additional Director designated as an Independent Director on the Board of Directors of the Company with effect from July 28, 2016 and who holds office upto the date of the ensuing Annual General Meeting pursuant to the provisions of Section 161 (1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from July 28, 2016;

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution."

As an Ordinary Resolution :

7. RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITORS OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to ratify the remuneration approved by the Board of Directors based on the recommendation of the Audit and Compliance Committee of ₹ 5,00,000/- (Rupees Five Lakhs) plus service tax as applicable and reimbursement of out-of-pocket expenses incurred during the course of audit payable to M/s. D. C. Dave & Co., Cost Accountants (Firm Registration No.: 000611), appointed as Cost Auditors by the Board of Directors of the Company to conduct audit of the cost records of the Company for the year ending March 31, 2017;

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

As a Special Resolution :

8. ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification/amendment thereto or re-enactment thereof for the time being in force), and subject to the relevant provisions of the Articles of Association of the Company, and subject to such other approvals, as may be necessary and subject to such modification(s) as may be prescribed while granting such approvals, which may be agreed to by the Board of Directors of the Company (the 'Board' which term shall include any Committee constituted by the Board of Directors or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board to make offer(s) or invitation(s) for subscription to secured/unsecured Non-convertible Debentures for an amount not exceeding ₹ 5,000 crores (Rupees Five Thousand Crores only) on private placement basis through issue of private placement offer letter, on such terms and conditions and to such person(s) as the Board may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of issue proceeds and all matter connected therewith or incidental thereto;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to finalise, settle and execute such documents/agreements including but not limited to the listing agreement/affidavits/declarations/undertakings as may be necessary in connection therewith and to do all such acts, deeds, matters and things as may be considered necessary or expedient, including appointment of intermediaries, arrangers, Registrars, Depositories, Trustees, Legal Advisors, Bankers and other appropriate entities and also to delegate all or any of the above powers to any officers/one or more directors/managing director or any other principal officer of the Company on such conditions as the Board may deem fit."

Registered Office :

'Ackruti Center Point', 6th floor
Central Road, Marol MIDC
Andheri (East) Mumbai 400 093

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

Chetan S. Mody
Company Secretary
FCS - 2196

Place : Mumbai
Date : July 28, 2016

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Notes :

1. **A PERSON ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument of Proxy, in order to be effective, should be duly completed and lodged with the Company at its registered office not less than forty-eight hours before the scheduled time for commencement of the Meeting.
3. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to special business to be transacted at the AGM is annexed hereto.
4. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
5. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. Corporate members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote on their behalf at the said Meeting.
8. Members/Proxies/Representatives should bring the enclosed duly filled Attendance Slip, for attending the Meeting. Copies of the Annual Report or the Attendance Slip will not be distributed at the Meeting.
9. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 23, 2016 to Thursday, September 29, 2016 (both days inclusive) in connection with the Annual General Meeting.
10. Members having any questions on the Annual Report are requested to send their queries atleast ten days before the Annual General Meeting, which will enable the Company to furnish the replies at the Annual General Meeting.
11. Members are requested :
 - a. to notify immediately any change in their registered addresses alongwith PIN CODE number to their respective Depository Participants (DPs) in respect of equity shares held in electronic form and to the Registrar and Share Transfer Agent of the Company at Link Intime India Private Limited in respect of equity shares held in physical form; and
 - b. to register their e-mail address and changes therein from time to time with Link Intime India Private Limited for shares held in physical form and with their respective Depository Participants for shares held in demat form.
12. Pursuant to the requirements of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief note on the background and the functional expertise of the Directors seeking appointment/reappointment at the ensuing Annual General Meeting is given in the Annexure to the Notice.
13. The Notice of the 28th Annual General Meeting and the Annual Report of the Company for the year 2015-2016 circulated to the members of the Company will also be made available on the Company's website www.hubtown.co.in under Section 'Investors/Annual Report' and also on the website of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com. The physical copy of the Annual Report will also be available at the Registered Office of the Company for inspection during normal business hours on working days.
14. Members holding shares in demat/electronic form are hereby informed that bank particulars registered with their respective depository participants will be used by the Company for payment of dividend as and when declared. The Company or its Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participants of the members.
15. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Registrar and Transfer Agent.

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16. Pursuant to the provisions of Section 124 (5) of the Companies Act, 2013, the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is mandatorily required to be transferred by the Company to the credit of 'Investor Education and Protection Fund' (IEPF) established by the Central Government under sub-section (1) of Section 125 of the said Act. In accordance with the above provisions, the unclaimed dividends that are due for transfer to IEPF are as under :

Sr. No.	Financial Year	Date of Declaration of Dividend	Tentative Date for transfer to IEPF
1.	2008 – 2009	27.08.2009	01.10.2016
2.	2009 – 2010	29.09.2010	03.11.2017
3.	2010 – 2011	11.08.2011	08.09.2018
4.	2011 - 2012	07.11.2012	12.12.2019
5.	2012 - 2013	30.09.2013	03.11.2020

The details of the unclaimed dividends of the aforesaid years are available on the Company's website at www.hubtown.co.in under Section 'Investors/Unpaid Dividend Account' and the Ministry of Corporate Affairs at www.mca.gov.in.

17. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, facility for making nominations is available to the members in respect of the equity shares held by them. The nomination form can be downloaded from the Company's website www.hubtown.co.in under the Section 'Investors/Investor Services/Nomination Form'.
18. Electronic copy of the Annual Report 2015-2016 is being mailed to the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report 2015-2016 are being sent in the permitted mode. Members who desire to receive documents/communication in electronic mode are requested to register their e-mail address with the Company by filling up the 'E-communication Registration' Form printed at the end of this Annual Report and send the duly filled in Form to the Company at its Registered Office or to Link Intime India Private Limited, Registrar and Transfer Agent of the Company. Members holding shares in electronic form are requested to register their e-mail address with their respective Depository Participant.
19. Electronic copy of the Notice of the 28th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose e-mail IDs are registered with the Company/Depository Participants for communication purposes unless any members has requested for a physical copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 28th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Even after registering for e-communication, members are entitled to receive annual reports and other communication in physical form, upon making a request for the same.
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
21. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
22. a. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('the Rules'), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the aforesaid businesses may also be transacted through electronic voting system and accordingly, the Company is pleased to provide remote e-voting facility to all its shareholders in addition to voting in person in the AGM;
- b. The facility for voting, either through ballot or polling paper is also made available and members attending the meeting who have not already cast their vote by remote e-voting or by ballot shall be able to vote at the meeting; and
- c. The members who have cast their vote by remote e-voting or by ballot prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
23. The Company has signed an agreement with CDSL for facilitating remote e-voting and is pleased to offer remote e-voting facility as an alternate, to its shareholders to enable them to cast their votes electronically instead of exercising their votes by physical Postal Ballot Forms. The instructions for e-voting are annexed to this Notice.
24. The members can opt for only one mode of voting i.e. either by Ballot or remote e-voting. In case, members cast their votes through both the modes, voting done by Ballot shall be considered valid and the votes cast through remote e-voting shall be considered as invalid.

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INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Monday, September 26, 2016 at 9.00 a.m. and ends at 5.00 p.m. on Wednesday, September 28, 2016. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, September 22, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance Slip indicated in the PAN field.
Dividend Bank Details or Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy) format as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or the Company please enter the member id/folio no. in the Dividend Bank details field as mentioned in instruction (iii).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of <HUBTOWN LIMITED> on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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- xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix. **Note for Non-Individual Shareholders and Custodians**
- Non-Individual Shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE (CONTD.)

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the 'Act').

As required by the Section 102 of the Companies Act, 2013 (the Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 8 of the accompanying Notice :

Item No. 4

1. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on June 22, 2016, appointed Mr. Hemant M. Shah as Wholetime Director designated as Executive Chairman of the Company for a period of five years from January 1, 2017 to December 31, 2021, on the terms and conditions as detailed in para 2 below.
2. The terms and conditions of his appointment and remuneration payable are as under :

- i. **Term of Appointment** : 5 years with effect from January 1, 2017 to December 31, 2021.

- ii. **Nature of Duties** : The Executive Chairman shall devote his wholetime and attention to the business of the Company and shall carry out such functions, exercise such powers of management and carry out such duties as may be entrusted to him by the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associate companies/joint ventures/subsidiary companies from time to time.

- iii. **Remuneration** :

- a. **Basic Salary** : ₹ 5,40,000 per month in the scale of ₹ 5,00,000 – ₹ 15,00,000 with authority to the Board of Directors of the Company ('the Board') to grant such increments within the said scale as it may determine from time to time, based on the recommendations of the Nomination and Remuneration Committee.

- b. **Performance Incentive**: Not exceeding 100 % of the annual salary. The specific amount payable shall be determined by the Board based on the recommendation of the Nomination and Remuneration Committee, from year to year.

- c. **Perquisites, Benefits and Allowances:**

Perquisites are classified into three categories 'A', 'B' and 'C' as follows:

Category 'A' :

- i. Rent free furnished/unfurnished accommodation provided by the Company or by any of its subsidiary. In the event no accommodation is provided by the Company, the Executive Chairman shall be paid House Rent Allowance of ₹ 8,00,000 per annum.
- ii. Medical Reimbursement : Medical expenses incurred for self and family in accordance with the Rules of the Company.
- iii. Leave Travel Concession for self and family once a year not exceeding one month's basic salary in accordance with the Rules of the Company.
- iv. Club Fees : Subscription or reimbursement of membership fees (including admission and life membership fees), subject to a maximum of two clubs.
- v. Personal Accident Insurance : Premium on Personal Accident Policy in accordance with the Rules of the Company.
- vi. Benefits, if any, assigned under Keyman Insurance Policy.
- vii. Other Allowances : As may be decided by the Board/Nomination and Remuneration Committee from time to time, subject to the provisions of the Act and Schedule V thereto.

Explanation :

Perquisites shall be evaluated as per the Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

Category 'B' :

- i. Company's contribution to provident fund and payment of gratuity shall be as per the Rules of the Company.
- ii. Leave/Leave encashment as per the Rules of the Company.

Explanation : Contribution to provident fund, payment of gratuity and encashment of leave at the end of the tenure shall not be included in the computation of the ceiling on remuneration.

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Category 'C' (Amenities):

- i. Conveyance facilities : The Company shall provide chauffeur driven vehicles owned by the Company and/or its subsidiaries.
- ii. Communication facilities : The Company shall provide telephone, cellular phone, telefax, internet and other communication facilities at the residence of the Executive Chairman.
- iii. The Executive Chairman shall be entitled to the expenses actually incurred on travelling and boarding and lodging for self and also for spouse and attendant, if required, accompanying him on domestic and overseas business trips.

Explanation :

The amenities shall not be included in the computation of the ceiling on remuneration.

iv. Minimum Remuneration :

Where in any financial year during the tenure of the Executive Chairman, the Company has no profits or its profits are inadequate, the remuneration, perquisites and other allowances payable to the Executive Chairman shall be governed by the limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 as amended from time to time.

v. Other Terms and Conditions :

- i. The Executive Chairman shall not become interested or otherwise concerned directly or indirectly or through his spouse and/or children, in any selling agency of the Company.
- ii. The terms and conditions of the appointment of the Executive Chairman may be altered and varied from time to time by the Board as it may, in its discretion deem fit in such manner as may be agreed to between the Board and the Executive Chairman, subject to such approvals as may be required.
- iii. The Executive Chairman shall abide by the provisions contained in Section 166 of the Act with regard to the duties of director.
- iv. The Executive Chairman shall adhere to the Company's Code of Conduct and Ethics and Code of Conduct for Prevention of Insider Trading.
- v. The Executive Chairman shall not be liable to retire by rotation.
- vi. The Agreement may be terminated by the Company or the Executive Chairman by giving not less than three months' notice in writing.

Mr. Hemant M. Shah satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under sub-section 3 of Section 196 of the Act for being eligible for his reappointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of reappointment of Mr. Hemant M. Shah under Section 190 of the Act.

In compliance with the provisions of Sections 196, 197, 198 and 203 and other applicable provisions of the Act, read with Schedule V to Act, the resolution as set out Item No. 4 of the accompanying Notice is placed before the members for their approval.

A copy of the draft Agreement proposed to be executed between the Company and Mr. Hemant M. Shah will be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturdays, Sundays and intervening public holidays, upto and including the date of the Annual General Meeting.

The Directors are of the view that the appointment of Mr. Hemant M. Shah as Executive Chairman will be in the best interest of the Company having regard to his immense knowledge and vast and varied business experience.

The Board recommends the resolution at Item No. 4 of the accompanying Notice for the approval of the members.

Mr. Hemant M. Shah and Mr. Vyomesh M. Shah who are related to each other, are interested in the said resolution.

The other relatives of Mr. Hemant M. Shah may be deemed to be interested in the resolution set out at Item No. 4 of the accompanying Notice, to the extent of their shareholding interest in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the said resolution.

This Explanatory Statement may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ANNEXURE TO THE NOTICE (CONTD.)

Item No. 5

1. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on June 22, 2016, appointed Mr. Vyomesh M. Shah as Managing Director of the Company for a period of five years from January 1, 2017 to December 31, 2021, on the terms and conditions as detailed in para 2 below.

2. The terms and conditions of his appointment and remuneration payable are as under :

- i. **Term of Appointment :** 5 years with effect from January 1, 2017 to December 31, 2021.
- ii. **Nature of Duties :** The Managing Director shall devote his wholetime and attention to the business of the Company and shall carry out such duties as may be entrusted to him by the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associate companies/joint ventures/subsidiary companies from time to time.

iii. **Remuneration :**

- a. **Basic Salary :** ₹ 4,80,000 per month in the scale of ₹ 4,50,000 – ₹ 14,00,000 with authority to the Board of Directors of the Company ('the Board') to grant such increments within the said scale as it may determine from time to time, based on the recommendations of the Nomination and Remuneration Committee.
- b. **Performance Incentive :** Not exceeding 100 % of the annual salary. The specific amount payable shall be determined by the Board based on the recommendation of the Nomination and Remuneration Committee, from year to year.
- c. **Perquisites, Benefits and Allowances :**

Perquisites are classified into three categories 'A,' B' and 'C' as follows :

Category 'A' :

- i. Rent free furnished/unfurnished accommodation provided by the Company or by any of its subsidiary. In the event no accommodation is provided by the Company, the Managing Director shall be paid House Rent Allowance of ₹ 8,00,000 per annum.
- ii. Medical Reimbursement : Medical expenses incurred on self and family in accordance with the Rules of the Company.
- iii. Leave Travel Concession for self and family once a year not exceeding one month's basic salary in accordance with the Rules of the Company.
- iv. Club Fees : Subscription or reimbursement of membership fees (including admission and life membership fees), subject to a maximum of two clubs.
- v. Personal Accident Insurance : Premium on Personal Accident Policy in accordance with the Rules of the Company.
- vi. Benefits, if any, assigned under Keyman Insurance Policy.
- vii. Other Allowances : As may be decided by the Board/Nomination and Remuneration Committee from time to time, subject to the provisions of the Act and Schedule V thereto.

Explanation :

Perquisites shall be evaluated as per the Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

Category 'B' :

- i. Company's contribution to provident fund and payment of gratuity shall be as per the Rules of the Company.
- ii. Leave/Leave encashment as per the Rules of the Company.

Explanation : Contribution to provident fund, payment of gratuity and encashment of leave at the end of the tenure shall not be included in the computation of the ceiling on remuneration.

Category 'C' (Amenities) :

- i. Conveyance facilities : The Company shall provide chauffeur driven vehicles owned by the Company and/or its subsidiaries..
- ii. Communication facilities : The Company shall provide telephone, cellular phone, telefax, internet and other communication facilities at the residence of the Managing Director.

ANNEXURE TO THE NOTICE (CONTD.)

- iii. The Managing Director shall be entitled to the expenses actually incurred on travelling and boarding and lodging for self and also for spouse and attendant, if required, accompanying him on domestic and overseas business trips.

Explanation :

The amenities shall not be included in the computation of the ceiling on remuneration.

- iv. **Minimum Remuneration :**

Where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the remuneration, perquisites and other allowances payable to the Managing Director shall be governed by the limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 as amended from time to time.

- v. **Other Terms and Conditions :**

- i. The Managing Director shall not become interested or otherwise concerned directly or indirectly or through his spouse and/or children, in any selling agency of the Company.
- ii. The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.
- iii. The Managing Director shall abide by the provisions contained in Section 166 of the Act with regard to the duties of director.
- iv. The Managing Director shall adhere to the Company's Code and of Conduct and Ethics and Code of Conduct for Prevention of Insider Trading.
- v. The Managing Director shall be liable to retire by rotation.
- vi. The appointment may be terminated by the Company or the Managing Director by giving not less than three months' notice in writing.

Mr. Vyomesh M. Shah satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under sub-section 3 of Section 196 of the Act for being eligible for his reappointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of reappointment of Mr. Vyomesh M. Shah under Section 190 of the Act.

In compliance with the provisions of Sections 196, 197, 198 and 203 and other applicable provisions of the Act, read with Schedule V to Act, the resolution as set out Item No. 5 of the accompanying Notice is placed before the members for their approval.

A copy of the draft Agreement proposed to be executed between the Company and Mr. Vyomesh M. Shah will be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturdays, Sundays and intervening public holidays, upto and including the date of the Annual General Meeting.

The Directors are of the view that the appointment of Mr. Vyomesh M. Shah as Managing Director will be in the best interest of the Company having regard to his immense knowledge and vast and varied business experience.

The Board recommends the resolution at Item No. 5 of the accompanying Notice for the approval of the members.

Mr. Vyomesh M. Shah and Mr. Hemant M. Shah who are related to each other, are interested in the said resolution.

The other relatives of Mr. Vyomesh M. Shah may be deemed to be interested in the resolution set out at Item No. 5 of the accompanying Notice, to the extent of their shareholding interest in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the said resolution.

This Explanatory Statement may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 6

The Board of Directors of the Company by a circular resolution dated July 28, 2016 appointed, in terms of Section 161 (1) of the Act and the Articles of Association of the Company, Mr. Shirish Gajendragadkar as an Additional Director designated as an Independent Director on the Board of Directors of the Company with effect from July 28, 2016. Pursuant to the provisions of the aforesaid Section, Mr. Shirish Gajendragadkar holds office upto the date of the ensuing Annual General Meeting of the Company.

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In accordance with the provisions of Sections 149 and 152 read with Schedule IV to the Act, appointment of an Independent Director requires approval of the members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Shirish Gajendragadkar be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from July 28, 2016.

The Company has also received a notice in writing pursuant to Section 160 of the Act together with requisite deposit from a member proposing the candidature of Mr. Shirish Gajendragadkar for the office of Independent Director of the Company to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mr. Shirish Gajendragadkar (i) consent in writing to act as a Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR 8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 (2) of the Act; and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI Listing Regulations.

Accordingly, it is proposed to appoint Mr. Shirish Gajendragadkar as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from July 28, 2016 upto July 27, 2021 pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder.

In the opinion of the Board of Directors, Mr. Shirish Gajendragadkar fulfills the conditions for his appointment as an Independent Director as specified in the Act, the Rules made thereunder and SEBI Listing Regulations. Mr. Shirish Gajendragadkar is independent of the management and possesses appropriate skill, knowledge and experience.

The resolution at Item No. 6 of the accompanying Notice seeks the approval of the members for the appointment of Mr. Shirish Gajendragadkar as an Independent Director of the Company for a period upto July 27, 2021. He will not be liable to retire by rotation.

Brief resume and other particulars of Mr. Shirish Gajendragadkar as stipulated under Regulation 36 (3) of SEBI Listing Regulations is annexed to the Notice.

A copy of the draft Letter of Appointment of Mr. Shirish Gajendragadkar as an Independent Director, setting out the terms and conditions is available for inspection without any fee by members at the Registered Office of the Company during normal business hours on all working days (except Saturdays, Sundays and intervening public holidays) upto the date of the Annual General Meeting.

The Directors recommend the resolution at Item No. 6 of the accompanying Notice for the approval of the members.

Save and except Mr. Shirish Gajendragadkar and his relatives, to the extent of their shareholding interest, if any in the Company, none of the other Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 6 of the accompanying Notice.

This Explanatory Statement may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 7

The Board of Directors of the Company in its meeting held on June 22, 2016, on the recommendation of the Audit and Compliance Committee, approved the appointment and remuneration of M/s. D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611) as the Cost Auditor in place of M/s. N. I. Mehta & Co., Cost Accountants to conduct audit of the cost accounting records of the Company for the Financial Year ending March 31, 2017 at remuneration of upto ₹ 5,00,000/- (Rupees Five Lakhs) plus reimbursement of service tax, out-of-pocket expenses and travelling expenses, if any.

M/s. D. C. Dave & Co., Cost Accountants has taken over the firm of M/s. N. I. Mehta & Co., Cost Accountants due to retirement of the senior most partner of M/s. N. I. Mehta & Co.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit and Compliance Committee has to be ratified by the members of the Company.

The Board recommends the resolution at Item No.7 of the accompanying Notice for the approval of the members.

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

Item No. 8

Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitation for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with the issue of secured debentures.

ANNEXURE TO THE NOTICE (CONTD.)

Keeping in view the aforesaid legal provisions, the members of the Company had at the 27th Annual General Meeting of the Company held on September 29, 2015, authorised the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, in one or more series/tranches, aggregating upto ₹ 5,000/- crore on private placement basis. The members may note that the Company has not made any private placement of non-convertible debentures pursuant to the said authorization.

However, in order to augment the long term resources for financing, inter-alia, the ongoing capital expenditure and for general corporate purposes, the Board may, at an appropriate time, offer or invite for subscription for secured/unsecured redeemable non-convertible debentures, in one or more tranches on private placement basis, issuable/redeemable at par.

Accordingly, the consent of the members is sought for passing the special resolution as set out at Item No. 8 of the accompanying Notice. This resolution is an enabling resolution authorizing the Board of Directors of the Company to offer or invite for subscription to non-convertible debentures, as may be required by the Company, from time to time for a year from the date of passing of this resolution.

The Directors recommend the special resolution at Item No. 8 for your approval.

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

Registered Office :

'Ackruti Center Point', 6th floor
Central Road, Marol MIDC
Andheri (East) Mumbai 400 093

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

Chetan S. Mody
Company Secretary
FCS - 2196

Place : Mumbai
Date : July 28, 2016

ANNEXURE TO THE NOTICE (CONTD.)

Details of Directors seeking appointment / reappointment in the ensuing Annual General Meeting

[Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Mr. Hemant M. Shah (DIN : 00009659)

Mr. Hemant M. Shah, 63 years, has been the Chairman since incorporation of the Company i.e. February 16, 1989 and Executive Chairman since October 10, 2003. He is a Civil Engineer from Mumbai University having 35 years of experience in executing diverse real estate and engineering projects. Mr. Hemant M. Shah is the key driving force behind the Company's design and engineering planning, construction, execution, marketing and sales functions as well as future business expansion strategies and plans for the Company.

He is the Chairman of Corporate Social Responsibility Committee and a member of Nomination and Remuneration Committee, Risk Management Committee and Committee of Directors of the Company.

Mr. Hemant M. Shah is not a Director or a member of the Committees of the Board of Directors of other listed entities.

Mr. Hemant M. Shah holds 58,00,000 equity shares in the Company

Mr. Vyomesh M. Shah (DIN: 00009596)

Mr. Vyomesh M. Shah, 56 years, is the Managing Director of the Company since December 30, 1996. He has been Director since incorporation of the Company i.e. February 16, 1989. He is a Commerce graduate from Mumbai University and a Chartered Accountant having over 26 years of wide experience and expertise in the field of construction, project planning, finance and management and property development.

He is the immediate Past President of the Maharashtra Chamber of Housing Industry.

He is a member of the Audit and Compliance Committee, Corporate Social Responsibility Committee, Risk Management Committee and the Committee of Directors.

Mr. Vyomesh M. Shah is not a Director or a member of the Committees of the Board of Directors of other listed entities.

Mr. Vyomesh M. Shah holds 75,40,000 equity shares of the Company.

Mr. Hemant M. Shah and Mr. Vyomesh M. Shah, being brothers, are related to each other.

Mr. Shirish Gajendragadkar (DIN : 01681405)

Mr. Shirish Gajendragadkar, aged 54 years is a commerce graduate from University of Mumbai.

Mr. Gajendragadkar possesses valuable experience of over 30 years in the field of providing integrated services in the real estate space such as land acquisition, fund raising, financial planning and management, sales and marketing, organizational strategy, corporate turnaround strategies, etc.

Mr. Gajendragadkar is a member of the Audit and Compliance Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Risk Management Committee of the Board of Directors of the Company.

There is no inter-se relationship between Mr. Shirish Gajendragadkar and other members of the Board and Key Managerial Personnel of the Company.

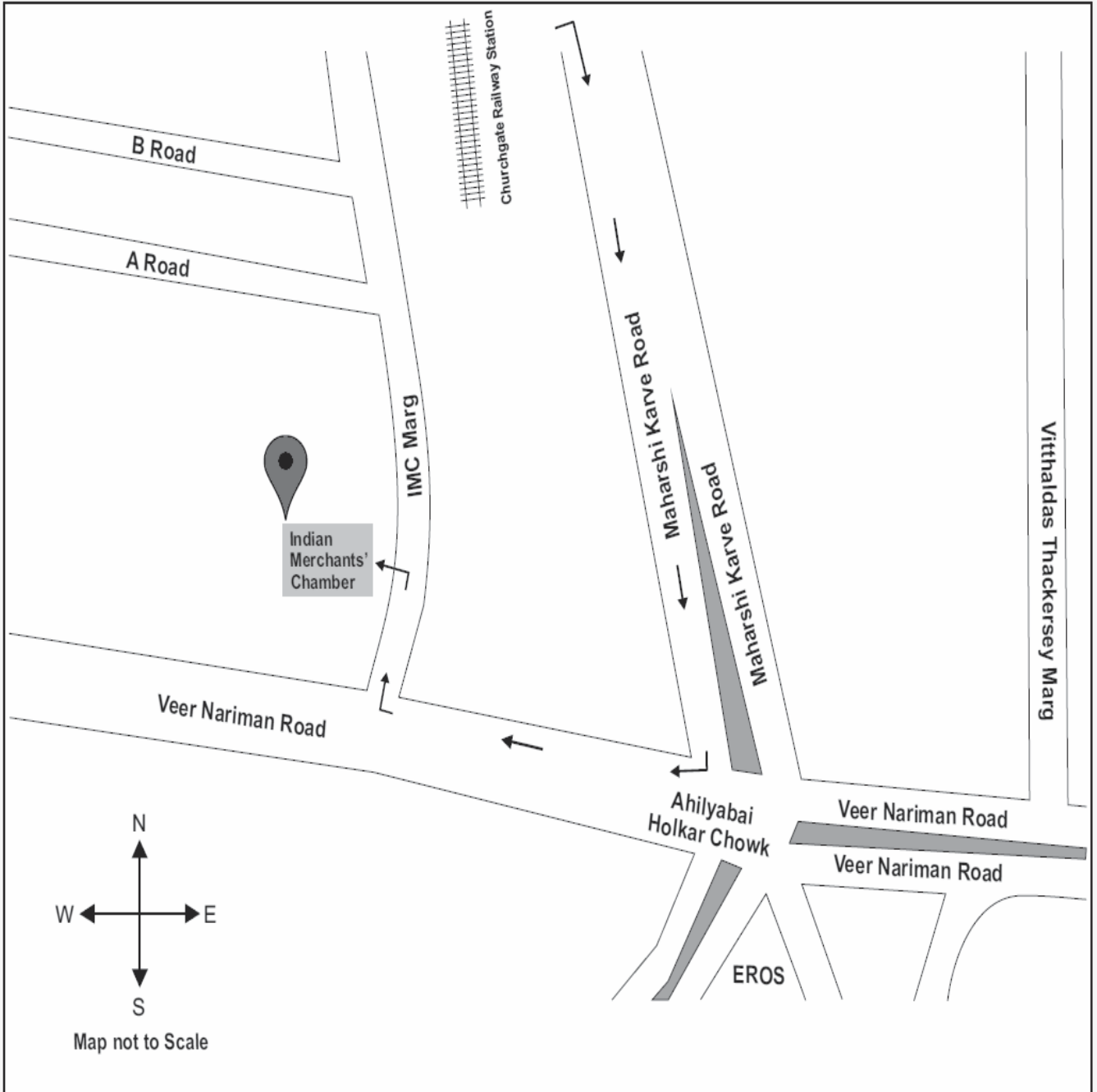
Mr. Gajendragadkar is not a Director or a member of the Committees of the Board of Directors of other listed entities.

Mr. Gajendragadkar does not hold any equity share of the Company.

HUBTOWN

ANNEXURE TO THE NOTICE (CONTD.)

ROUTE MAP TO THE VENUE OF 28TH AGM OF HUBTOWN LIMITED



AGM Venue Address:

2nd Floor, Kilachand Conference Room, Indian Merchants Chamber Building, Indian Merchants Chamber Marg, Churchgate, Mumbai - 400020