

**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 **Tuesday, September 23, 2025, at 11:30 AM (IST)**, to transact the following business:

**Special Business:**

**1. Issuance of equity shares to private investors by way of preferential issue ("**Investors Equity 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 1,46,80,249 (One Crore Forty Six Lakhs Eighty Thousand Two Hundred Forty Nine) 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 341/- (Indian Rupees Three Hundred Forty One Only) each ("**Equity Issue Price**") aggregating up to 5,00,59,64,909/- (Indian Rupees Five Hundred Crore Fifty Nine Lakhs Sixty Four Thousand Nine Hundred Nine Only) ("**Equity 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 Equity 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 Equity Issue**”).

Equity shares are allotted to the following Proposed Equity Investors:

<b>Sr. No.</b>	<b>Name of the Proposed Investors – Equity</b>	<b>Maximum No of Equity Shares (upto nos.)</b>	<b>Maximum Amount / Upto (INR)</b>
1	Altius Global Finance Private Limited	2346041	799999981
2	Aryabhata Global Assets Funds ICAV- Aryabhata India	733137	249999717
3	Rathod Fintrade Private Limited	733137	249999717
4	Johnsom and Andrew Properties Private Limited	733137	249999717
5	Sharad Mittal	586510	199999910
6	Roshni Bhatia	486803	165999823
7	Swyom India Alpha Fund	439882	149999762
8	Abakkus Diversified Alpha Fund	366568	124999688
9	Abakkus Diversified Alpha fund -2	366568	124999688
10	S R Investment (Rakesh Shaymlal Chandak and Santosh Mohanlal Rathi)	293255	99999955
11	Sameer Madhukar Chandurkar	293255	99999955
12	Madhuben Vinod Parekh	293255	99999955
13	Dulari Kirtikumar Boradia	234604	79999964
14	Purvi Hiren Boradia	234604	79999964
15	Amisha Mitesh Boradia	234604	79999964
16	Fortune Bright Trading LLP	205278	69999798
17	Blumuslin Services Private Limited	180000	61380000
18	Sanjeev Chirania HUF	234604	79999964
19	Kaushik Surendra Shah	200000	68200000
20	Stellar Trading & Investment (Vipul Ajitkumar Dave)	147800	50399800
21	Reema Anand Damani	146627	49999807
22	Surendra Fiscal Services Private Limited	146627	49999807
23	Rajiv Mehta HUF	146627	49999807
24	Veloce Fintech Private Limited	146627	49999807
25	Veloce AIF- Veloce Opportunities Fund	146627	49999807
26	NHP Construction LLP	146627	49999807
27	NBU Bearings Private Limited	146627	49999807
28	Manoj Mulji Chheda	146627	49999807
29	Vibhor Kumar Talreja	146627	49999807
30	Nimit K Parikh HUF	146627	49999807
31	Sanjay Namdeo Salunkhe	146627	49999807
32	Paresh V Merchant	146627	49999807
33	Nikhil Vasant Merchant	146627	49999807

34	Leisure Enterprises LLP	146627	49999807
35	Y & M Cement India Private Limited	146627	49999807
36	Domnic Savio Romell	146627	49999807
37	Rakesh Laroia	102639	34999899
38	Bhakti Vipul Shah	102639	34999899
39	PL Wealth Private Limited	100000	34100000
40	Makhan Lal Agarwal HUF	100000	34100000
41	Jyoti Praful Desai	100000	34100000
42	Jyoti Rajkumar Lulla	87976	29999816
43	Guardian Castings Private Limited	87976	29999816
44	Sunil Krishanlal Abbott	87976	29999816
45	Alpha Uno Private Limited	87976	29999816
46	Anahaita Nalin Shah	87976	29999816
47	Cullinan Oprrts Fund VCC-Cullinan Opportunities Incorporated VCC Sub Fund 1	87976	29999816
48	Miloni Meet Shah	73313	24999733
49	Shri Bajrang Commodity LLP	73313	24999733
50	Pinky Jignesh Shah	58651	19999991
51	I-Tech Worx Private Limited	58651	19999991
52	SR Solitaire LLP	58651	19999991
53	Alphacap Advisors Private Limited	58651	19999991
54	Kanti Patel	58651	19999991
55	Aver Software Technologies Limited	58651	19999991
56	Meena Shailesh Javeri	58651	19999991
57	Rina Piyush Shah	58651	19999991
58	SRI Professionals Private Limited	50000	17050000
59	SLV Finvest Ltd	50000	17050000
60	Jagdish Prashad Gupta	48387	16499967
61	Hitesh Mafatlal Shah	43988	14999908
62	Abbott Hotel Private Limited	43988	14999908
63	Neelam Wasudeo Chorey	43988	14999908
64	S Jogani Exports Private Limited	43988	14999908
65	Rina Jain	43988	14999908
66	Shyam Lal Khetan	38123	12999943
67	Rishabh Ketan Shah	36656	12499696
68	Navin C Nagda HUF	36656	12499696
69	Rahul Talakshi Nagda	36656	12499696
70	Centrio Lifespaces Limited	32258	10999978
71	Vansh Bansal	31085	10599985
72	Deepak Vashdev Hemnani	29325	9999825
73	Kashyap Jayant Desai	29325	9999825
74	Sunbeam Monochem Private Limited	29325	9999825
75	Lata Girish Bheda	29325	9999825
76	Nitin Hariprasad Jani	29325	9999825

77	Sanjay Lalit Hirani	29325	9999825
78	Shreya Samir Parikh	29325	9999825
79	Pinky Sailesh Sanghavi	29325	9999825
80	Gayatri N Banka	29325	9999825
81	Siddha Vanijya Private Limited	29325	9999825
82	Dhaval Jitendra Morakhiya	29325	9999825
83	Suchita Yogesh Parikh	29325	9999825
84	Amar S Gandhi	29325	9999825
85	Niranjan Ratanshi sachade	29325	9999825
86	Piyush Jadavji Vora	29325	9999825
87	Pragna Ashok shah	29325	9999825
88	Shagun Sameer Barabde	29325	9999825
89	Harsha Deepak Patel	29325	9999825
90	Jay Ketan Shroff	29325	9999825
91	Heena Ramesh Chheda	29325	9999825
92	Shilpa Mahendra Chedda	29325	9999825
93	Jesal Nalin Shah	29325	9999825
94	Arti Sanjit Gohil	14662	4999742
95	Rajesh V Vatanani	14662	4999742
96	Seema Ramesh Nebhanani	14662	4999742
97	Dimple Rishabh Jain	14662	4999742
98	Falak Rayed Merchant	14662	4999742
99	Nikita Divya Jain	14662	4999742
100	Manit Rajesh Vatnani	14662	4999742
101	Manav Surinder Malhotra	14662	4999742
<b>Total</b>		<b>14680249</b>	<b>5,00,59,64,909</b>

**RESOLVED FURTHER THAT** the ‘relevant date’ for the purpose of determination of the floor price for issue of the Investor Equity Shares under the Investors Equity Issue, as above, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is Friday, August 22 , 2025 (“**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 Equity Issue.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Investors Equity Shares under the Investors Equity 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 - Equity 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 Equity 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 Equity 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** 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 Equity 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 Equity Investors in Form PAS-5 and the Company be and is hereby authorized to make an offer to the Proposed Equity 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 Equity 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 under the Investors Equity 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 to be allotted to the Proposed Equity 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, (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, (g) listing of Investors Equity 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, 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.”

**Registered Office:**

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

**Place:** Mumbai

**Date:** August 30, 2025

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

**Sd/-  
Shivil Kapoor  
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 COVID-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 Tuesday, September 23, 2025 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](http://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 MUFG 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 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](mailto:investorcell@hubtown.co.in) and to its Registrar and Transfer Agent (RTA) at [instameet@in.mpms.mufig.com](mailto:instameet@in.mpms.mufig.com).
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. Tuesday, September 23, 2025. Members seeking to inspect such documents can send an e-mail to [investorcell@hubtown.co.in](mailto: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](mailto: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](mailto: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 MUFG 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 MUFG Intime India Private Limited, 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 MUFG Intime India Private Limited.

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. **Wednesday, September 17, 2025**, 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. **Wednesday, September 17,**



2025, 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 **Friday, September 19, 2025 (9.00 a.m. IST)** and ends on **Monday, September 22, 2025 (5.00 p.m. IST)**. Remote e-voting shall be disabled by MUFG Intime at 5:00 p.m. on **Monday, September 22, 2025 (5.00 p.m. IST)** 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. **Wednesday, September 17, 2025**.
- 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 MUFG Intime India Private Limited, Registrar and Share Transfer Agents (RTA) of the Company as the agency to provide e-voting facility.

#### **REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

#### **Individual Shareholders holding securities in demat mode with NSDL**

##### **METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

##### **Shareholders 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. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for NSDL 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 successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders 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 will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL**

**METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

**Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- 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 username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## **METHOD 2 - Individual Shareholders 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 “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with Depository Participant**

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, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

### **Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

#### **A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

#### **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 **NSDL form**, shall provide 'D' above*

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

❖ Enter Image Verification (CAPTCHA) Code

❖ Click "Submit" (You have now registered on InstaVote).

#### **Shareholders who have registered for INSTAVOTE facility:**

c) Click on "**Login**" under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

d) Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. 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).

E. 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 ("Custodian / Corporate Body/ Mutual Fund")**

##### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

a) Visit URL: <https://instavote.linkintime.co.in>

b) Click on "**Sign Up**" under "Custodian / Corporate Body/ 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). 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](mailto:insta.vote@linkintime.co.in).

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

##### **STEP 2 – Investor Mapping**

a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

b) Click on "**Investor Mapping**" tab under the Menu Section

c) Map the Investor with the following details:

- A. 'Investor ID' –
  - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e., IN00000012345678*
  - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
- B. 'Investor's Name - Enter Investor's Name as updated with DP.
- C. 'Investor PAN' - Enter your 10-digit PAN.
- 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 or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

### **STEP 3 – Voting through remote e-voting**

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Votes Entry"** tab under the Menu section.
- c) Enter the **"Event No."** for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- 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'.  
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.

**OR**

#### **METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select **"View"** icon for **"Company's Name / Event number"**.
- d) E-voting page will appear.
- e) Download sample vote file from **"Download Sample Vote File"** tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.
- g) 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:**

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding**

### securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.muvg.com](mailto:enotices@in.mpms.muvg.com) or contact on: - Tel: 022 – 4918 6000.

### 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Forgot Password:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. 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.*

#### User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

**INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS**

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

**Login method for shareholders to attend the General Meeting through InstaMeet:**

a) Visit URL: <https://instameet.in.mpms.muvg.com> & click on “Login”.

b) Select the “Company” and ‘Event Date’ and register with your following details:

**E. Demat Account No. or Folio No:**

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.

Shareholders holding shares in physical form – shall provide Folio Number.

**F. 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.

**G. Mobile No:** Enter your Mobile No.

**H. Email ID:** Enter your email Id as recorded with your DP/ Company.

- c) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

**Instructions for shareholders to Speak during the General Meeting through InstaMeet:**

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

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

**Instructions for Shareholders to Vote during the General Meeting through InstaMeet:**

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

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) 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
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) 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’.
- f) 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. 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.*

**Helpdesk:**

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.muvg.com](mailto:instameet@in.mpms.muvg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

**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](http://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](http://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](http://www.bseindia.com) and also National Stock Exchange of India Ltd. at [www.nseindia.com](http://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 in the accompanying Notice:**

**Item 1: Issuance of equity shares to private investors by way of preferential issue:**

The Company intends to raise funds from the Proposed Equity Investors by issuance of the Investors Equity Shares for the purpose of repayment of loan and working capital requirement, etc. Therefore, the Board, in its meeting held on August 30, 2025, has approved the proposal for issuance of the Investors Equity Shares to the Proposed Equity Investors under the Investors Equity 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 August 30, 2025, has approved the proposal for the creation, offer, issuance and allotment of up to 1,46,80,249 (One Crore Forty Six Lakhs Eighty Thousand Two Hundred Forty Nine) 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 341/- (Indian Rupees Three Hundred Forty One Only) each ("**Equity Issue Price**") aggregating up to 5,00,59,64,909/- (Indian Rupees Five Hundred Crore Fifty Nine Lakhs Sixty Four Thousand Nine Hundred Nine Only) ("**Equity 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 Equity 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 Investors Equity Issue ("**Issue Proceeds**") towards the following objects:

1. Repayment/Prepayment of the aggregate outstanding borrowings of the Company, its subsidiaries and its associates Companies
2. Working Capital Requirements of the Company, its subsidiaries, its associates Companies and its Joint Ventures. (for project expenses including but not limited to payment towards construction cost, FSI premium, approval cost, statutory payments etc.).
3. General Corporate Purposes of the Company and any of its subsidiaries, its associates Companies and its Joint Ventures
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 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 herein below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Total estimated amount to be utilised for each of the Objects (INR In Crores)</b>	<b>Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds</b>
1	Repayment/Prepayment of the aggregate outstanding borrowings of the Company, its subsidiaries and its associates Companies.	150.00	within 9 to 12 months
2	Working Capital Requirements of the Company, its subsidiaries, its associates Companies and its Joint Ventures. (for project expenses including but not limited to payment towards construction cost, FSI premium, approval cost, statutory payments etc.).	310.60	within 9 to 12 months
3	General Corporate Purposes of the Company and any of its subsidiaries, its associates Companies and its Joint Ventures	25.00	within 9 to 12 months
4	Issue related expenses.	15.00	within 9 to 12 months
	<b>Total</b>	<b>500.60</b>	

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 9 (Nine) to 12 (Twelve) months from the date of receipt of funds for the Investors Equity Shares (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 INR 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 1,46,80,249 (One Crore Forty Six Lakhs Eighty Thousand Two Hundred Forty Nine) 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 341/- (Indian Rupees Three Hundred Forty One Only) each ("**Equity Issue Price**") aggregating up to 5,00,59,64,909/- (Indian Rupees Five Hundred Crore Fifty Nine Lakhs Sixty Four Thousand Nine Hundred Nine Only) ("**Equity Issue Size**"); which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations.

**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 can be issued is INR 341/- (Indian Rupees Three Hundred Forty One only) respectively, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Investors Equity 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. INR 268.31/- 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. INR 340.21 /- 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 Investors Equity 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 Investors Equity Shares are proposed to be issued at an issue price of INR 341/- (Indian Rupees Three Hundred Forty One only) per equity share.

**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 under the Investors Preferential Issue - Equity, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is August 22, 2025 ("**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 Equity 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 Proposed Equity Investors as detailed herein below:

<b>Sr. No.</b>	<b>Name of the Proposed Equity Investors</b>	<b>Maximum No of Equity Shares (upto nos.)</b>	<b>Maximum Amount / Upto (INR)</b>
1	Altius Global Finance Private Limited	2346041	799999981
2	Aryabhata Global Assets Funds ICAV- Aryabhata India	733137	249999717
3	Rathod Fintrade Private Limited	733137	249999717
4	Johnsom and Andrew Properties Private Limited	733137	249999717
5	Sharad Mittal	586510	199999910
6	Roshni Bhatia	486803	165999823
7	Swyom India Alpha Fund	439882	149999762
8	Abakkus Diversified Alpha Fund	366568	124999688
9	Abakkus Diversified Alpha fund -2	366568	124999688
10	S R Investment (Rakesh Shaymlal Chandak and Santosh Mohanlal Rathi)	293255	99999955
11	Sameer Madhukar Chandurkar	293255	99999955
12	Madhuben Vinod Parekh	293255	99999955
13	Dulari Kirtikumar Boradia	234604	79999964
14	Purvi Hiren Boradia	234604	79999964
15	Amisha Mitesh Boradia	234604	79999964
16	Fortune Bright Trading LLP	205278	69999798
17	Blumuslin Services Private Limited	180000	61380000
18	Sanjeev Chirania HUF	234604	79999964
19	Kaushik Surendra Shah	200000	68200000
20	Stellar Trading & Investment (Vipul Ajit Kumar Dave)	147800	50399800
21	Reema Anand Damani	146627	49999807
22	Surendra Fiscal Services Private Limited	146627	49999807
23	Rajiv Mehta HUF	146627	49999807
24	Veloce Fintech Private Limited	146627	49999807
25	Veloce AIF- Veloce Opportunities Fund	146627	49999807
26	NHP Construction LLP	146627	49999807
27	NBU Bearings Private Limited	146627	49999807
28	Manoj Mulji Chheda	146627	49999807
29	Vibhor Kumar Talreja	146627	49999807
30	Nimit K Parikh HUF	146627	49999807
31	Sanjay Namdeo Salunkhe	146627	49999807
32	Paresh V Merchant	146627	49999807
33	Nikhil Vasant Merchant	146627	49999807
34	Leisure Enterprises LLP	146627	49999807
35	Y & M Cement India Private Limited	146627	49999807

36	Domnic Savio Romell	146627	49999807
37	Rakesh Laroia	102639	34999899
38	Bhakti Vipul Shah	102639	34999899
39	PL Wealth Private Limited	100000	34100000
40	Makhan Lal Agarwal HUF	100000	34100000
41	Jyoti Praful Desai	100000	34100000
42	Jyoti Rajkumar Lulla	87976	29999816
43	Guardian Castings Private Limited	87976	29999816
44	Sunil Krishanlal Abbott	87976	29999816
45	Alpha Uno Private Limited	87976	29999816
46	Anahaita Nalin Shah	87976	29999816
47	Cullinan Opports Fund VCC-Cullinan Opportunities Incorporated VCC Sub Fund 1	87976	29999816
48	Miloni Meet Shah	73313	24999733
49	Shri Bajrang Commodity LLP	73313	24999733
50	Pinky Jignesh Shah	58651	19999991
51	I-Tech Worx Private Limited	58651	19999991
52	SR Solitaire LLP	58651	19999991
53	Alphacap Advisors Private Limited	58651	19999991
54	Kanti Patel	58651	19999991
55	Aver Software Technologies Limited	58651	19999991
56	Meena Shailesh Javeri	58651	19999991
57	Rina Piyush Shah	58651	19999991
58	SRI Professionals Private Limited	50000	17050000
59	SLV Finvest Ltd	50000	17050000
60	Jagdish Prashad Gupta	48387	16499967
61	Hitesh Mafatlal Shah	43988	14999908
62	Abbott Hotel Private Limited	43988	14999908
63	Neelam Wasudeo Chorey	43988	14999908
64	S Jogani Exports Private Limited	43988	14999908
65	Rina Jain	43988	14999908
66	Shyam Lal Khetan	38123	12999943
67	Rishabh Ketan Shah	36656	12499696
68	Navin C Nagda HUF	36656	12499696
69	Rahul Talakshi Nagda	36656	12499696
70	Centrio Lifespace Limited	32258	10999978
71	Vansh Bansal	31085	10599985
72	Deepak Vashdev Hemnani	29325	9999825
73	Kashyap Jayant Desai	29325	9999825
74	Sunbeam Monochem Private Limited	29325	9999825
75	Lata Girish Bheda	29325	9999825
76	Nitin Hariprasad Jani	29325	9999825
77	Sanjay Lalit Hirani	29325	9999825

78	Shreya Samir Parikh	29325	9999825
79	Pinky Sailesh Sanghavi	29325	9999825
80	Gayatri N Banka	29325	9999825
81	Siddha Vanijya Private Limited	29325	9999825
82	Dhaval Jitendra Morakhiya	29325	9999825
83	Suchita Yogesh Parikh	29325	9999825
84	Amar S Gandhi	29325	9999825
85	Niranjan Ratanshi sachade	29325	9999825
86	Piyush Jadavji Vora	29325	9999825
87	Pragna Ashok shah	29325	9999825
88	Shagun Sameer Barabde	29325	9999825
89	Harsha Deepak Patel	29325	9999825
90	Jay Ketan Shroff	29325	9999825
91	Heena Ramesh Chheda	29325	9999825
92	Shilpa Mahendra Chedda	29325	9999825
93	Jesal Nalin Shah	29325	9999825
94	Arti Sanjit Gohil	14662	4999742
95	Rajesh V Vatani	14662	4999742
96	Seema Ramesh Nebhanani	14662	4999742
97	Dimple Rishabh Jain	14662	4999742
98	Falak Rayed Merchant	14662	4999742
99	Nikita Divya Jain	14662	4999742
100	Manit Rajesh Vatnani	14662	4999742
101	Manav Surinder Malhotra	14662	4999742
<b>Total</b>		<b>14680249</b>	<b>5,00,59,64,909</b>

**I. 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 intent to participate in the Investors Equity Issue.

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

The Investors Equity Shares shall be allotted by the Company to the Proposed Equity 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.

**n. The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the Investors Equity Shares 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 % <sup>#@</sup>
1	Altius Global Finance Private Limited	Pawan Kumar Bansal	799999981	0.00	1.50
2	Aryabhata Global Assets Funds ICAV- Aryabhata India	Sunil Singhanian	249999717	0.00	0.47
3	Rathod Fintrade Private Limited	Saajan Rathod Mayank Rathod	249999717	0.00	0.47
4	Johnsom and Andrew Properties Private Limited	Subhash Rathod Mangala Rathod	249999717	0.00	0.47
5	Sharad Mittal		199999910	0.27	0.61
6	Roshni Bhatia		165999823	0.00	0.31
7	Swyom India Alpha Fund	Sweta Agarwal Radha Raman Agarwal	149999762	0.00	0.28
8	Abakkus Diversified Alpha Fund	Sunil Singhanian	124999688	0.00	0.23
9	Abakkus Diversified Alpha fund - 2	Sunil Singhanian	124999688	0.00	0.23
10	S R Investment (Santosh Mohanlal Rathi)	Rakesh Chanda	99999955	0.00	0.19
11	Sameer Madhukar Chandurkar		99999955	0.00	0.19
12	Madhuben Vinod Parekh		99999955	0.00	0.19
13	Dulari Kirtikumar Boradia		79999964	0.00	0.15
14	Purvi Hiren Boradia		79999964	0.00	0.15
15	Amisha Mitesh Boradia		79999964	0.00	0.15
16	Fortune Bright Trading LLP	Gyanchand S Mehta	69999798	0.00	0.13
17	Blumuslin Services Private Limited	Sudha Agarwal	61380000	0.00	0.11
18	Sanjeev Chirania HUF		79999964	0.00	0.15
19	Kaushik Surendra Shah		68200000	0.00	0.13
20	Stellar Trading & Investment (Vipul Ajit Kumar Dave)	Vipul Ajitkumar Dave	50399800	0.00	0.09
21	Rima Anand Damani		49999807	0.01	0.10
22	Surendra Fiscal Services Private Limited	Akansha Agarwal	49999807	0.00	0.09
23	Rajiv Mehta HUF		49999807	0.00	0.09
24	Veloce Fintech Private Limited	Nirav Dineshchandra	49999807	0.00	0.09
25	Veloce AIF- Veloce Opportunities Fund	Nirav Dineshchandra	49999807	0.01	0.10
26	NHP Construction LLP	Nitin Trambaklal Sanghavi	49999807	0.15	0.23
27	NBU Bearings Private Limited	Nitin Trambaklal Sanghavi	49999807	0.00	0.09
28	Manoj Mulji Chheda		49999807	0.13	0.21
29	Vibhor Kumar Talreja		49999807	0.00	0.09

30	Nimit K Parikh HUF		49999807	0.29	0.35
31	Sanjay Namdeo Salunkhe		49999807	0.00	0.09
32	Paresh V Merchant		49999807	0.00	0.09
33	Nikhil Merchant		49999807	0.00	0.09
34	Leisure Enterprises LLP	Neha Bagaria Anand Jaikumar Jain	49999807	0.00	0.09
35	Y & M Cement India Private Limited	Jignesh Guvant Gopani	49999807	0.00	0.09
36	Domnic Savio Romell		49999807	0.00	0.10
37	Rakesh Laroia		34999899	0.000	0.07
38	Bhakti Vipul Shah		34999899	0.00	0.07
39	PL Wealth Private Limited	Amisha Niraj Vora	34100000	0.00	0.06
40	Makhan Lal Agarwal HUF		34100000	0.00	0.06
41	Jyoti Praful Desai		34100000	0.00	0.06
42	Jyoti Rajkumar Lulla		29999816	0.011	0.07
43	Guardian Castings Private Limited	Shravan Ravinder Aggarwal Anjana Ravinder Aggarwal Ravinder Chimanlal Aggarwal	29999816	0.00	0.06
44	Sunil Krishanlal Abbott		29999816	0.005	0.06
45	Alpha Uno Private Limited	Sudha Agarwal	29999816	0.00	0.06
46	Anahaita Nalin Shah		29999816	0.00	0.06
47	Cullinan Oppts Fund VCC- Cullinan Opportunities Incorporated VCC Sub Fund 1	Soovydhee Mohanpersad	29999816	0.00	0.06
48	Miloni Meet Shah		24999733	0.00	0.05
49	Shri Bajrang Commodity LLP	Anand Goel	24999733	0.00	0.05
50	Pinky Jignesh Shah		19999991	0.00	0.04
51	I-Tech Worx Private Limited	Sushil Kumar Gupta	19999991	0.00	0.04
52	SR Solitaire LLP	Jitendra Dalpatlal Shah	19999991	0.00	0.04
53	Alphacap Advisors Private Limited	Kunawar Rizwan	19999991	0.00	0.04
54	Kanti Patel		19999991	0.00	0.04
55	Aver Software Technologies Limited	Kanti Patel	19999991	0.00	0.04
56	Meena Shailesh Javeri		19999991	0.00	0.04
57	Rina Piyush Shah		19999991	0.00	0.04
58	SRI Professionals Private Limited	Mohit Goyal	17050000	0.00	0.03
59	SLV Finvest Ltd	Sachin Jain	17050000	0.00	0.03
60	Jagdish Prashad Gupta		16499967	0.00	0.03
61	Hitesh Mafatlal Shah		14999908	0.00	0.03
62	Abbott Hotel Private Limited	Sunil Krisiiani	14999908	0.00	0.03

63	Neelam Wasudeo Chorey		14999908	0.00	0.03
64	S Jogani Exports Private Limited	Shailesh Jivalal Jogani	14999908	0.00	0.03
65	Rina Jain		14999908	0.00	0.03
66	Shyam Lal Khetan		12999943	0.00	0.02
67	Rishabh Ketan Shah		12499696	0.00	0.02
68	Navin C Nagda HUF		12499696	0.00	0.02
69	Rahul Talakshi Nagda		12499696	0.00	0.02
70	Centriolifespaces Limited	Mayank Jashwantlal Shah	10999978	0.02	0.03
71	Vansh Bansal		10599985	0.00	0.02
72	Deepak Vashdev Hemnani		9999825	0.00	0.02
73	Kashyap Jayant Desai		9999825	0.01	0.03
74	Sunbeam Monochem Private Limited	Rajiv Nagindas Sheth Roopa Rajiv Sheth	9999825	0.00	0.02
75	Lata Girish Bheda		9999825	0.00	0.02
76	Nitin Hariprasad Jani		9999825	0.01	0.02
77	Sanjay Lalit Hirani		9999825	0.00	0.02
78	Shreya Samir Parikh		9999825	0.00	0.02
79	Pinky Sailesh Sanghavi		9999825	0.00	0.02
80	Gayatri N Banka		9999825	0.00	0.02
81	Siddha Vanijya Private Limited	Ruchir Mundra	9999825	0.03	0.05
82	Dhaval Jitendra Morakhiya		9999825	0.00	0.02
83	Suchita Yogesh Parikh		9999825	0.00	0.02
84	Amar S Gandhi		9999825	0.11	0.12
85	Niranjan Ratanshi sachade		9999825	0.00	0.02
86	Piyush Jadavji Vora		9999825	0.00	0.02
87	Pragna Ashok shah		9999825	0.00	0.02
88	Shagun Sameer Barabde		9999825	0.00	0.02
89	Harsha Deepak Patel		9999825	0.00	0.02
90	Jay Ketan Shroff		9999825	0.00	0.02
91	Heena Ramesh Chheda		9999825	0.00	0.02
92	Shilpa Mahendra Chedda		9999825	0.00	0.02
93	Jesal Nalin Shah		9999825	0.00	0.02
94	Arti Sanjit Gohil		4999742	0.00	0.01
95	Rajesh V Vatanani		4999742	0.00	0.01
96	Seema Ramesh Nebhanani		4999742	0.00	0.01
97	Dimple Rishabh Jain		4999742	0.00	0.01
98	Palak Rayed Merchant		4999742	0.00	0.01
99	Nikita Divya Jain		4999742	0.00	0.01
100	Manit Rajesh Vatnani		4999742	0.00	0.01
101	Manav Surinder Malhotra		4999742	0.00	0.01
<b>Total</b>			<b>5,00,59,64,909</b>	1.06	10.31

# Assuming completion of the preferential allotment to Proposed Equity Investors (as set out in Resolution No. 1).

@ The post preferential percentage of shareholding has been calculated assuming that all the previously allotted (i) Warrants; and (ii) Compulsory and Mandatorily Convertible Debentures (“CCDs”) 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 Equity 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. 2025-2026, the Company has made allotment of 41,18,064 equity shares of Rs. 10/- each to following persons:

S.No.	Name of the Allottees	No. of Shares	Date of Allotment
1.	Kunjal Hemant Shah	9,54,570	02-07-2025
2.	Falguni Vyomesh Shah	15,81,747	07-07-2025
3.	Khilen Vyomesh Shah	15,81,747	25-07-2025
	<b>Total</b>	<b>41,18,064</b>	

- 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 Equity 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 herein below:

Sr. No.	Category	Pre-Issue		Post Issue # @	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
<b>A.</b>	<b>Promoter and Promoter Group Shareholders</b>				
1.	Indian				
a)	Individuals / HUF	4,70,38,478	33.67	4,91,70,414	31.36
b)	Bodies Corporate	6,00,000	0.43	6,00,000	0.38
c)	Others				
	<b>Sub-total (A1)</b>	<b>4,76,38,478</b>	<b>34.10</b>	<b>4,97,70,414</b>	<b>31.75</b>
2.	Foreign				
a)	Bodies Corporate	-	-	-	-
	<b>Sub-total (A2)</b>				
	<b>Total Promoters and Promoters Group (A = A1 +</b>	<b>4,76,38,478</b>	<b>34.10</b>	<b>4,97,70,414</b>	<b>31.75</b>

	<b>A2)</b>				
<b>B.</b>	<b>Non-Promoter / Public Shareholders</b>				
1.	Institutional Investors	30,25,187	2.17	54,15,945	3.45
2.	Non-institution				
a)	Bodies corporate	3,2433,463	23.21	3,77,43,075	24.07
b)	Directors and relatives	-	-	-	-
c)	Indian public	4,49,74,321	32.19	5,08,94,528	32.46
d)	Others (including NRIs)	1,16,47,272	8.34	1,29,56,944	8.26
	<b>Total Non-Promoter / Public Shareholders (B)</b>	<b>9,20,80,243</b>	<b>65.90</b>	<b>10,70,10,492</b>	<b>68.25</b>
	<b>Grand Total (A+B)</b>	<b>13,97,18,721</b>	<b>100</b>	<b>15,67,80,906</b>	<b>100</b>

# Assuming completion of the preferential allotment to Proposed Equity Investors (as set out in Resolution No. 1).

@ The post preferential percentage of shareholding has been calculated assuming that all the previous issues Warrants allotted and Compulsory Convertible Debentures (“CCD”) 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 Equity Investors who are holding equity shares in the Company are classified under the ‘public shareholders’ category.

**t. Lock-in Period:**

The Investors Equity Shares proposed to be issued to the Investors under the Investors Equity 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 Equity Investors under the Investors Preferential Issue – Equity 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 - Equity 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](http://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 Proposed Investors - Equity 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 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. 1 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:** August 30, 2025

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

**Sd/-  
Shivil Kapoor  
Company Secretary**