

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Dear Members,

**Notice** is hereby given that the Extra-Ordinary General Meeting (“**EGM/Meeting**”) of the Members of Hubtown Limited (“**the Company**”) will be held on Friday, June 27, 2025 at 11:30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business, with or without modifications. The venue of the Meeting shall be deemed to be the registered office address of the Company at Hubtown Seasons, CTS No 469-A, Opp. Jain Temple, R. K. Chemburkar Marg, Chembur (East), Mumbai - 400071, Maharashtra, India.

**SPECIAL BUSINESS:**

**1. TO INCREASE THE BORROWING LIMITS UNDER SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** in supersession of all the earlier resolutions passed by the members of the Company in this regard, consent of the members of the Company be and is hereby accorded in terms of Sections 180 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules, regulations and guidelines thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “**Companies Act**”) and enabling provisions of the memorandum of association and the articles of association of the Company, to the board of directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include any committee(s) thereof or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) for borrowing from time to time for the purposes of the business of the Company, from banks, financial institutions, non-banking finance companies, firms, bodies corporates, investment institutions, mutual funds or other legally acceptable sources, any sum of moneys whether by way of advances, deposits, loans, issue of non-convertible debentures or bonds or otherwise, whether secured or unsecured, notwithstanding that the money to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, security premium and free reserves (reserves not set apart for any specific purpose) of the Company, provided that the total amount upto which moneys may be borrowed by the Board shall not exceed the aggregate of the paid-up share capital, security premium and free reserves of the Company by more than a sum of Rs. 6,000 Crores (Rupees Six Thousand Crores only) at any one time;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate the terms of the borrowings with the lender(s) and to finalise and execute the documents and deeds as may be applicable for creating the appropriate mortgages and/or charges on the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board may in its absolute discretion deem necessary or desirable and its decision shall be final and binding including filing of requisite e-forms in terms of the Companies Act with the relevant registrar of companies of appropriate jurisdiction.”

**2. TO CREATE CHARGES / MORTGAGES ON OR SELL OR OTHERWISE DISPOSE OF THE MOVEABLE AND IMMOVEABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS UPTO RS. 6,000 CRORES:**

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

**“RESOLVED THAT** in supersession of all the earlier resolutions passed by the members of the Company in this regard the consent of the members of the Company be and is hereby accorded in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 read with rules, regulations and guidelines thereunder (including any statutory modification or re-enactment thereof, for the time being in force) (the **“Companies Act”**), Regulation 37A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and enabling provisions of the memorandum of association and the articles of association of the Company to the board of directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to include any committee(s) thereof or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) to create charge by way of mortgage, hypothecation, pledge, sell or otherwise dispose, encumber, in addition to the existing mortgages, hypothecations, pledges, charges or encumbrances already created, in such form and manner and with such ranking, whether exclusive, *pari passu*, subservient or otherwise, and at such time and on such terms as the Board may in its absolute discretion deem fit, on all or any of the movable and immovable properties of the Company, both present and future and/or the whole or substantially the whole of the undertaking(s) of the Company wherever situated, together with the power to take-over the management of the Company in case of event(s) of default(s), in favour of any of the banks, financial institutions, non-banking financial companies, state financial institutions/ bodies corporates, investment institutions, mutual funds, agent(s) and trustee(s) and other entity(ies), and person(s) for securing the borrowings or fund based and/or non-fund based facilities including term loans and working capital facilities and advances obtained or that may hereinafter be obtained from any of the lender(s) and/or to secure any issue of debentures/bonds (secured or unsecured and convertible or non-convertible or other instruments that may hereinafter be issued by the Company, and/or its subsidiary(ies), affiliate(s), associate(s), joint venture companies, partnership firms and any other company(ies) / person(s), from time to time up to an amount not exceeding the aggregate of the paid-up share capital and free reserves of the Company by more than a sum of Rs. 6,000 Crores (Rupees Six Thousand Crores Only) together with interest, additional/compound interest, liquidated damages, commitment charges, premium on prepayment, remuneration of agent(s) and trustee(s), premium on redemption and all other costs, charges, expenses and monies payable by the Company in terms of the respective loan agreement(s), hypothecation agreements, / debenture trust deed(s) or other documents entered into / to be entered into by the Company with the lender(s), agent(s) and trustees in respect of the said loans/borrowings/securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board or committee(s) thereof and the lender(s) / trustee(s) / agent(s), as the case may be;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / declarations / undertaking / agreements as may be required and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient and to resolve any question, difficulty or doubt which may arise in regard to the creation of charge / mortgages as aforesaid.”

**3. APPROVAL TO ADVANCE ANY LOAN / GIVE GUARANTEE / PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with rules, regulations and guidelines thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the **“Companies Act”**) and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and enabling provisions of the memorandum of association and the articles of association of the Company, consent of the members of the Company by way of special resolution be and is hereby accorded to the board of directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to include any committee(s) thereof or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) for giving loan(s) in 1 (one) or more tranches including loan represented by way of book debt (the **“Loan”**) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a subsidiary or associate or group entity of the Company in which any of the director of the Company is interested or deemed to be interested, up to a sum not exceeding Rs. 6,000 Crores (Rupees Six Thousand Crores Only) at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company;

**RESOLVED FURTHER THAT** the powers be delegated to any of the Board and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds / documents / undertakings/ agreements/ papers /writings for giving effect to this resolution.”

**4. APPROVAL FOR SALE, DISPOSAL AND LEASING OF ASSETS EXCEEDING 20% OF THE ASSETS OF MATERIAL SUBSIDIARIES OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 24(6) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to applicable provisions of the Companies Act, 2013 (the **“Companies Act”**), if any, and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the memorandum and articles of association of the Company and subject to requisite statutory/ regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to the board of directors of the Company (hereinafter referred to as **“Board”**, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute) and/or the Board of the respective material subsidiaries of the Company to divest, from time to time, by way of sale, transfer, lease, assignment or hiving off or dispose of including by way of pledge (and disposal upon invocation of pledge), creation of security or any other encumbrance (and disposal upon enforcement of such security or other encumbrance), and/or by way of slump sale, asset sale or through any other contractual arrangements, more than 20% of the assets of the material subsidiaries, present or future, including as set out in the ‘explanatory statement’ attached herewith, by the respective material subsidiaries, during a financial year, in favour of potential investors / lenders / buyers/ security agents / trustees through various modes including by way of creation and/or enforcement of pledge, charge, mortgage, hypothecation or any other encumbrance or through other contractual arrangements, for any purpose in connection with the business activities of the Company and/or its subsidiaries, including but not limited to the borrowing availed / proposed to be availed by the Company and/or its subsidiaries, in one or more tranches, on such terms and conditions (including timing, manner and extent of pledge/creation of lien or encumbrance) as the Board and / or the board of the respective material subsidiaries of the Company may in its absolute discretion decide or deem fit in the best interest of the Company and / or its subsidiaries;

**RESOLVED FURTHER THAT** the Board and/or the boards of the respective material subsidiaries of the Company, be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called and to do all acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the concerned material subsidiary (as the board of such material subsidiary may determine), or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in respect of the aforesaid resolution be and are hereby approved, ratified and confirmed in all respect."

**5. APPROVAL FOR PLEDGE OF SHARES BY THE COMPANY IN ITS MATERIAL SUBSIDIARIES:**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 24(5) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the **"Companies Act"**), if any, the memorandum and articles of association of the Company and subject to requisite statutory/ regulatory and other appropriate approvals, if any, as may be required, consent of the members be and is hereby accorded to the board of directors of the Company (hereinafter referred to as **"Board"**, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute) and/or the boards of directors of the respective material subsidiaries of the Company to take any action pursuant to exercise of rights by any lenders of the Company or lenders of any of the subsidiaries (including material subsidiaries) of the Company in respect of pledge or any other security or encumbrance over the shareholding of the Company in its material subsidiaries including by way of enforcement of any such security and consequent sale, transfer, alienation, appropriation, exchange and/or disposal of Company's shareholding in its material subsidiaries, whether or not such action results in reduction of the Company's shareholding (either on its own or together with other subsidiaries) to less than 50% (fifty percent) or ceasing the exercise of control by the Company over such material subsidiaries pursuant to the terms and conditions set out in any financing document and in which case, neither the members nor the Board shall be required to provide any further consent in relation to such action.

**RESOLVED FURTHER THAT** the Board and the subsidiaries (including material subsidiaries) be and are hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto, and to settle, approve, ratify and finalise all issues that may arise in this regard, without further referring to and/or requiring any further consent from the members of the Company, including without limitation, finalising and executing any agreements, writings, papers, memoranda, deed(s) of assignment/ conveyance, undertaking and/ or such other document(s) as may be necessary or expedient in their own discretion, and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and to do all necessary and incidental acts to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in respect of the aforesaid resolution be and are hereby approved, ratified and confirmed in all respect."

**6. RE-APPOINTMENT OF MR. KARTIK RUPAREL (DIN: 08865104) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), as amended from time to time, Mr. Kartik Ruparel (DIN: 08865104), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from September 15, 2020 upto September 14, 2025 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from September 15, 2025 upto September 14, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**7. APPROVAL OF MATERIAL TRANSACTIONS WITH RELATED PARTIES UNDER THE COMPANIES ACT, 2013 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

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

**“RESOLVED THAT** pursuant to the provisions of sections 2(76), 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Companies Act”**) read with rules, regulations and guidelines framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulations 2(1)(zc), 23(4) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), as amended from time to time, and any other applicable provisions including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by central government or any governmental or statutory authorities, the memorandum of association and articles of association of the Company and subject to such approval(s), consent(s) and/or permission(s), as may be required, including such conditions and modification as may be prescribed or imposed while granting such approvals, consents, permissions, the Company’s policy on related party transactions and pursuant to the approval of the Audit and Compliance Committee and the Board (hereinafter referred to as the **“Board”**, which term shall be deemed to include any committee(s) constituted / to be constituted by the Board), the approval of the members of the Company be and is hereby accorded to the Board to enter / continue to enter into material related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) (as set out in the ‘explanatory statement’ attached herewith) including material modifications thereof, with entities falling within the definition of ‘Related Parties’ under section 2(76) of the Companies Act and Regulation 2(1)(zb) of the Listing Regulations from the financial year 2025-2026 and onwards for each financial year upto the maximum amount per annum as

per details provided in the 'explanatory statement' to this resolution, on an arms' length basis , on such terms and conditions as may be mutually agreed upon between the Company and the related party(ies):

**MAXIMUM VALUE PER EACH TYPE OF CONTRACT/TRANSACTION/ARRANGEMENT INTER-CHANGEABLE PER ANNUM W.E.F. APRIL 1, 2025**

<b>Transactions as defined under the Companies Act, 2013 / the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</b>		
<b>Name of the Related Parties</b>	<b>Nature of Transactions</b>	<b>Amount (₹ in Crores)</b>
<b>A. SUBSIDIARIES</b>		
Akruti Safeguard Systems Private Limited	1) Making investment in securities / capital contribution;	25
Citywood Builders Private Limited	2) Making loans / business advances / inter-corporate deposits;	50
Twenty Five Estates Development Limited (formerly known as Citygold Education Research Limited)	3) Providing corporate guarantees / securities / collaterals for funds/loans availed;	300
Twenty Five Estates Realty Private Limited (formerly known as Diviniti Projects Private Limited)	4) Leasing of property of any kind;	25
Gujarat Akruti-TCG Biotech Limited	5) Availing / rendering of services;	
Joyneest Premises Private Limited	6) Sale/Purchase/Supply of goods and material;	50
Vishal Techno Commerce Limited	7) Selling of otherwise disposing of or buying property of any kind including floor space index (FSI) / transferable development rights (TDRs); and	500
Yantti Buildcon Private Limited		100
Rubix Trading Private Limited		50
Vama Housing Limited	8) Any other transfer of resources / services or obligations	250
Vega Developers Private Limited		25
Vinca Developers Private Limited		100
Rare Townships Private Limited		100
		600
<b>B. ASSOCIATES</b>		
Giraffe Developers Private Limited		50
Hubtown Bus Terminal (Adajan) Private Limited		100
Hubtown Bus Terminal (Ahmedabad) Private Limited		100
Hubtown Bus Terminal (Mehsana) Private Limited		100
Hubtown Bus Terminal (Vadodara) Private Limited		100
Twenty Five Downtown Realty Limited (Formerly known as Joyous Housing Limited)		1500
Sunstream City Private Limited		950
Shubhsiddhi Builders Private Limited		50
<b>C. JOINT VENTURES</b>		
Akruti GM Joint Venture		250
<b>D. OTHERS</b>		
Twenty Five South Realty Limited		1500
25 West Realty Private Limited		300
Rising Glory Developers		300
Wellgroomed Venture		50
Mr. Rushank V. Shah		50
Buildbyte. Com. (India) Private Limited		50
Citygold Management Services Private		50

Limited	
Powersoft IT Private Limited	50
Akruti Star Maintenance Private Limited	25
Akruti Nirman Private Limited	100
Diviniti Realty Private Limited	100
Saicharan Consultancy Private Limited	300
Helictite Residency Private Limited	50
Amazia Developers Private Limited	100

**RESOLVED FURTHER THAT** the Board (including the Audit and Compliance Committee of the Company and /or any constituted / to be constituted committee of directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized on behalf of the Company to do all such acts, deeds, things, and matters, including sub-delegation of all, or any of these powers, as may be required or are necessary to give effect to these resolutions or as otherwise considered by the Board (including any committee(s) thereof) to be in the best interest of the Company and its members, including any negotiations, finalizations, amendments, supplements or modifications to the agreements, deeds, letters, undertakings and any other documents in relation to the above transactions, as applicable or appropriate, to carry out and complete the above contracts / arrangements / transactions, and in relation to the above transactions, to sign, execute, amend, deliver and terminate any agreements, memorandum, documents, letters, deeds or instruments as may be required in this regard, as well as any amendments, modifications, supplements or terminations to documents, including to appoint any advisers, valuers, experts or other persons and to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as it may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as it may deem fit from time to time, to decide and to accept and give effect to such modifications, adjustments, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any committee(s) or to any director or any other officer(s) of the Company as it may consider appropriate in order to give effect to this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in respect of the aforesaid resolution be and are hereby approved, ratified and confirmed in all respect."

**8. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) TO WHICH THE SUBSIDIARY(IES) OF THE COMPANY IS A PARTY BUT THE COMPANY IS NOT PARTY, AS REQUIRED UNDER REGULATIONS 23(2) AND 23(4) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

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

**"RESOLVED THAT** pursuant to the provisions 23(2) and 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time, and any other applicable provisions of the Listing Regulations including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by central government or any governmental or statutory authorities, the memorandum of association and articles of association of the Company and subject to such

approval(s), consent(s) and/or permission(s), as may be required, including such conditions and modification as may be prescribed or imposed while granting such approvals, consents, permissions, the Company's policy on related party transactions and pursuant to the approval of the Audit and Compliance Committee and the Board (hereinafter referred to as the **"Board"**, which term shall be deemed to include any committee(s) constituted / to be constituted by the Board), the approval of the members of the Company be and is hereby accorded to the following subsidiaries of the Company to enter / continue to enter into material related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise and which term includes material modification to the already entered related party transactions) with any other related parties of subsidiary(ies) and/ or with the related party(ies) of the Company and/ or with any other party whereby the purpose and effect of the transaction benefits the related party of the Company or any of the subsidiary(ies) falling within the definition of 'Related Parties' under Regulation 2(1)(zb) of the Listing Regulations, to which the following subsidiary(ies) of the Company is a party but the Company is not a party to that transaction(s) from the financial year 2025-2026 and onwards for each financial year upto the maximum amount per annum (which maximum amount excludes any specific approval granted under Regulation 23(2) of the Listing Regulations) as per details provided in the 'explanatory statement' to this resolution, on such terms and conditions as may be mutually agreed upon between the related party(ies):

<b>Transactions as defined under the Companies Act, 2013 / the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</b>		
<b>Name of the Subsidiaries</b>	<b>Nature of Transactions</b>	<b>Amount (₹ in Crores)</b>
Ackruti Safeguard Systems Private Limited	1) Making investment in securities / capital contribution;	25
Citywood Builders Private Limited	2) Making loans / business advances / inter-corporate deposits;	50
Twenty Five Estates Development Limited (formerly known as Citygold Education Research Limited)	3) Providing corporate guarantees / securities / collaterals for funds/loans availed;	300
Twenty Five Estates Realty Private Limited (formerly known as Diviniti Projects Private Limited)	4) Leasing of property of any kind;	
	5) Availing / rendering of services;	
	6) Sale/Purchase/Supply of goods and material;	
	7) Selling of otherwise disposing of or buying property of any kind including floor space index (FSI) / transferable development rights (TDRs); and	25
	8) Any other transfer of resources / services or obligations	
Gujarat Akruiti-TCG Biotech Limited		50
Joynest Premises Private Limited		500
Vishal Techno Commerce Limited		100
Yantti Buildcon Private Limited		50
Rubix Trading Private Limited		250
Vama Housing Limited		25
Vega Developers Private Limited		100
Vinca Developers Private Limited		100
Rare Townships Private Limited		600

**RESOLVED FURTHER THAT** the Board (including the Audit and Compliance Committee of the Company and /or any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized on behalf of the Company to do all such acts, deeds, things, and matters, including sub-delegation of all, or any of these powers, as may be required or are necessary to give effect to these resolutions or as otherwise considered by the Board (including any committee(s) thereof) to be in the best interest of the Company and its members and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters



and things and to decide, accept and give effect to such modifications, adjustments, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any director or any other officer(s) of the Company as it may consider appropriate in order to give effect to this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in respect of the aforesaid resolution be and are hereby approved, ratified and confirmed in all respect."

**9. APPROVAL FOR CANCELLATION OF UNSUBSCRIBED 1,59,574 ISSUED EQUITY SHARE CAPITAL OF THE COMPANY:**

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

**"RESOLVED THAT** in accordance with the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder, enabling provisions of the Articles of Association of the Company and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory authority and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents approval of Shareholders be and is hereby accorded to cancel the 1,59,574 (One Lakh Fifty Nine Thousand Five Hundred Seventy Four) equity shares of Rs. 10/- (Rupees Ten only) each which have not been taken by person to whom so offered from Issued Equity share Capital of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion they may think necessary, expedient or desirable including of filing forms with the Registrar of Companies or any other regulatory authority to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments as may be required in this regard.

**RESOLVED FURTHER THAT** any of the director or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to take requisite actions including carrying out Corporate Action in this regard."

<b>Registered Office:</b> Hubtown Seasons, CTS No. 469-A, Opp. Jain Temple, R. K. Chemburkar Marg, Chembur – East, Mumbai – 400071  <b>Place:</b> Mumbai <b>Date:</b> May 22, 2025	<b>By Order of the Board For Hubtown Limited</b>   <b>Sd/- Shivil Kapoor Company Secretary</b>
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## NOTES:

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1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COIVD-19", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding Extra-Ordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the EGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EGM of the Company is being held through VC/OAVM and consequently no attendance slip is enclosed with this notice. The registered office of the Company shall be deemed to be the venue for the EGM.
2. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/OAVM on **Friday, June 27, 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 No. 1 to 9 of the Notice of the meeting is annexed hereto. Also, relevant details in respect of the Directors seeking re-appointment/appointment at the EGM, in terms of Regulations 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard – 2 on General Meetings are also annexed to this Notice.
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) to its Registrar and Transfer Agent (RTA) at [enotices@in.mpms.mufig.com](mailto:enotices@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. **Friday, June 27, 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 (MI IPL), on all resolutions set forth in this Notice.
14. **Information and other instructions relating to e-voting are as under:**
  - i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations (as amended), MCA Circulars and SEBI Circulars, the Company is pleased to provide the members, the facility to exercise their right to vote at the EGM by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by MUFG Intime India Private Limited (MI IPL).

The facility for e-voting shall also be made available at the EGM and the members attending the EGM who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through e-voting.
  - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. **Thursday, June 19, 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. **Thursday, June 19, 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 **Monday, June 23, 2025 (9.00 a.m. IST)** and ends on **Thursday, June 26, 2025 (5.00 p.m. IST)**. Remote e-voting shall be disabled by MUFG Intime India Private Limited at 5:00 p.m. on **Thursday, June 26, 2025** 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. **Thursday, June 19, 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.
- a) 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.
- b) 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.mufig.com](mailto:enotices@in.mpms.mufig.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.mufg.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.mufg.com](mailto:instameet@in.mpms.mufg.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).

## **ANNEXURE TO THE NOTICE**

### **STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT')**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), given hereunder sets out all material facts relating to the special business mentioned at the said Item of the accompanying Notice dated May 20, 2025 and necessary information:

#### **ITEM NO. 1 & 2 – SPECIAL RESOLUTION**

#### **TO INCREASE THE BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 AND TO CREATE CHARGES / MORTGAGES ON OR SELL OR OTHERWISE DISPOSE OF THE MOVEABLE AND IMMOVEABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS UPTO RS. 6,000 CRORES**

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Note that, Section 180(1)(a) of the Companies Act, 2013 (the “**Companies Act**”) and regulation 37A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), mandate that the board of directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the company by way of a special resolution. Note that in terms of Regulation 37 A of Listing Regulations, (i) such special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution; and (ii) no public shareholder shall vote on the resolution if he is a party, directly or indirectly, to such sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the company.

In accordance with the provisions of Sections 180(1)(a) of the Companies Act read with 37A of the Listing Regulations and 180(1)(c) of the Companies Act, the following powers can be exercised by the board of directors of the Company (“the **Board**”) with the consent of the members of the Company by a Special Resolution:

1. To create charges / mortgages on or sell or otherwise dispose of the moveable and immoveable properties of the Company, both present and future, in respect of borrowings;
2. To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

The members of the Board are of the view that in order for the purpose of expansion of the business activities of the Company and for meeting the expenses for capital expenditure, the Company including its subsidiaries, associates or group entities may be required to borrow money, either secured or unsecured, from the banks / financial institutions / other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board proposes to increase the limits to borrow money upto Rs. 6,000 Crores (Rupees Six Thousand Crores) and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to Rs. 6,000 Crores (Rupees Six Thousand Crores). It is, therefore, required to obtain approval of members by Special Resolution under Sections 180(1)(a) read with 37A of Listing Regulations and 180(1)(c) of the Companies Act, to enable the Board to borrow money in excess of the aggregate of the paid-up share capital, security premium and free reserves of the Company and to create charge on the assets over the Company under the Companies Act.

None of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.

The Board recommends the Special Resolution set out at Item No. 1 & 2 of the Notice for approval by the members.

### **ITEM NO. 3 – SPECIAL RESOLUTION**

#### **APPROVAL TO ADVANCE ANY LOAN / GIVE GUARANTEE / PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

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Pursuant to Section 185 of the Companies Act, 2013 (the “**Companies Act**”), a company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity said entity(ies) covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, after passing a Special Resolution in the general meeting.

The consent of the members of the Company by way of a Special Resolution pursuant to Section 185 of the Companies Act for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the subsidiary or associate or group entity of the Company in which any of the directors of the Company is interested or deemed to be interested for the expenditure of the projects and/or working capital requirements including purchase of assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The members may note that the Board would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board recommend the resolution set forth in Item no. 3 of the notice for your approval as a Special Resolution.

Except the Promoter Directors and their relatives (to the extent of their shareholding in the Company), and the Key Managerial Personnel, no other directors or the relatives of the directors or key managerial personnel are concerned or interested, financially or otherwise in the said resolution.

### **ITEM NO. 4 & 5 – SPECIAL RESOLUTION**

**a) APPROVAL FOR SALE, DISPOSAL AND LEASING OF ASSETS EXCEEDING 20% OF THE ASSETS OF MATERIAL SUBSIDIARIES OF THE COMPANY; AND**

**b) APPROVAL FOR PLEDGE OF SHARES BY THE COMPANY IN ITS MATERIAL SUBSIDIARIES:**

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#### **i. Introduction and transaction structure:**

It has been thought prudent by the management of the Company, to create pledge/security on 100% (one hundred percent) of the equity shares (held by the Company) and assets of Joynest Premises Private Limited (“**Joynest**”), a material subsidiary of the Company, as may be agreed between Joynest and the lenders/agent(s)/trustees(s), which (in the event of enforcement) may lead to divestment of such shares and assets.

#### **ii. Rationale of the Proposed Transaction**

Joynest, a material subsidiary of the Company proposes to avail credit facility/borrowing from b(s) or financial institutions or any other lender(s), of an amount of upto Rs. 500 crores and for such credit facility/borrowing the Company may be required to give security by way of pledge and create charge or other encumbrance on assets of the Company and/or its material subsidiaries upon approval from the Members. The said credit facility/borrowing will be used to meet the future business requirements of the Company and its subsidiaries. It has, therefore, been thought prudent by the management of the Company to create pledge/security on the equity shares (held by the Company) and assets of Joynest, on the terms and conditions as may be agreed between Joynest and the lenders/agent(s)/trustee(s).

### **iii. Regulatory Requirement**

Regulation 24(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Regulations) 2015 ("**Listing Regulations**") provides that a listed entity shall not dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than or equal to 50% (fifty percent) or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a court/tribunal or under a resolution plan duly approved under Section 31 of the Insolvency and Bankruptcy Code, 2016 and such an event is disclosed to the recognized stock exchanges within 1 (one) day of the resolution plan being approved. Material subsidiary for the purpose of Regulation 24 of the Listing Regulations shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. Further, Regulation 24(6) of the Listing Regulations provides that no company shall sell, dispose and lease of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year without passing a special resolution in its general meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a court/tribunal or under a resolution plan duly approved under section 31 of the Insolvency and Bankruptcy Code, 2016 and such an event is disclosed to the recognized stock exchanges within 1 (one) day of the resolution plan being approved. Joynest is material subsidiary of the Company, hence the proposed transaction will require members' approval by way of special resolution in terms of Regulation 24 of the said Listing Regulations.

### **iv. Recommendation of the Board**

The Board of Directors recommends the special resolutions as stated in Item No. 4&5 of the accompanying Notice for the approval of the members of the Company.

Except the Promoter Directors and their relatives (to the extent of their shareholding in the Company), and the Key Managerial Personnel, no other directors or the relatives of the directors or key managerial personnel are concerned or interested, financially or otherwise in the said resolution.

### **ITEM NO. 6 - SPECIAL RESOLUTION**

#### **RE-APPOINTMENT OF MR. KARTIK RUPAREL (DIN: 08865104) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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As per provisions of Section 149(4), every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further as per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 of the Companies Act, 2013 read with Schedule IV and any other applicable provisions of

the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kartik Ruparel, being eligible for re-appointment as an Independent Director and offering himself for re- appointment, is proposed to be re-appointed as Independent Directors for another term of five consecutive years from September 15, 2025 upto September 14, 2030.

He has submitted his declaration of independence as required under the provisions of Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI Listing Regulations, 2015 and is not disqualified to be appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. Kartik Ruparel is interested in the resolution set out at Item No. 6 of the Notice with regard to his reappointment.

Relatives of Mr. Kartik Ruparel may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

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

This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations.

Copy of the draft letter for appointment of Mr. Kartik Ruparel, Independent Director setting out terms and conditions is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, up to and including the date of EGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company.

Accordingly, the Board recommends the re-appointment of Mr. Kartik Ruparel as Independent Directors for a second term of five consecutive years for approval of the shareholders of the Company by Special Resolution.

Brief resume of Mr. Kartik Ruparel, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Committee of the Board, etc. as stipulated under Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standards – SS 2 on General Meetings is provided in **Annexure – I** to this Notice.

#### **ITEM NO. 7 – ORDINARY RESOLUTION**

#### **APPROVAL OF MATERIAL TRANSACTIONS WITH RELATED PARTIES UNDER THE COMPANIES ACT, 2013 AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Section 188 of the Companies Act, 2013 (the “**Companies Act**”) read with Rules 15 and 16 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (“the **Rules**”) prescribe the procedure for approval of related party transaction(s).

Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) provides that all material related party transactions and subsequent material modifications as defined by the Audit and Compliance Committee under sub-regulation (2) shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in ordinary course of business and at arm’s length basis. Further, the Explanation to Regulation 23 (1) of the Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds Rs. 1,000 Crores or exceeds 10% (ten percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.



The proviso to Section 188 (1) of the Companies Act also states that nothing in Section 188 (1) of the Companies Act will apply to any transaction entered into with a related party by the Company in its ordinary course of business and on arm's length basis.

Based on the provisions of Section 188 of the Companies Act and the Rules and Regulation 23 of the Listing Regulations, the Audit and Compliance Committee and the Board of the Company have approved the proposed transactions detailed in the resolution at Item No. 7 of the accompanying notice.

The maximum value of the transactions as mentioned in the table at Item No. 7 is for each type of transaction specified therein, which limits are inter- changeable, for each financial year commencing from financial year 2025-2026 and onwards.

The above transactions were approved by the Audit and Compliance Committee and the Board, as the same are in the interest of the Company.

The relevant information pertaining to transactions as required under Rule 15 of the Rules and SEBI circular vide SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is provided below:

Sr. No.	Particulars	Information
1	Summary of information provided by the Management to the Audit and Compliance Committee for approval of the proposed related party transactions ("RPTs").	
	a) Type, material terms and particulars of the proposed transaction	<p>1. The Company may be required to grant business advance / loan and/or make investment in the securities and/or capital contribution in the entities mentioned in the resolution as a part of strategic business decision, to the extent necessary to support the business operations of the said entities.</p> <p>2. Additionally, the Company may also be required to provide security by way of mortgage / hypothecation / pledge of securities held and/or charge on any of its movable/immovable properties to the extent of the fund/loan that may be availed by the said entities from lenders.</p> <p>3. The Company may also be required to provide corporate guarantee as collateral security to the extent of the fund/loan that may be availed by the said entities from lenders. The corporate guarantee shall be provided for the entire duration of the loan/fund availed.</p> <p>4. The Company may also enter into transactions for purchase/sale/lease of immovable properties including floor space index (FSI) / transferable development rights (TDRs) with the said entities.</p> <p>5. As a condition for loans/funds that may be availed by the Company from term lenders the promoters / promoter group may be required to provide security for such borrowings by way of pledge of the shares of the Company held by them in favour of the respective lenders. Such shares shall continue to remain pledged for the entire duration of the loan.</p>
	b) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Nature of Concern or Interest is Financial.</p> <p>Relationship as mentioned in resolution at Item No. 7 and under other entities in which promoters or their relatives are interested.</p>
	c) Tenure of proposed transaction	Approval is sought for material RPTs proposed to be undertaken during the Financial 2025-26 and onwards.

	d) Value of the proposed transaction	To the extent as mentioned in resolution at Item No. 7
2	Details of transactions related to any loans, inter-corporate deposits, advances or investment made or given by the Company or its subsidiaries:	
	a) Details of the source of funds in connection with the proposed transaction.	Own share capital / internal accruals / any other arrangement and liquidity of the Company.
	b) Whether any financial indebtedness is incurred to take or give loans, inter-corporate deposits, advances or investments: — Nature of Indebtedness; — Cost of funds; and — Tenure	Not applicable
	c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security	Tenure: repayable on demand Repayment Schedule: Not Applicable Nature of Security: Unsecured
	d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet working capital requirements / any other corporate purpose / other financial assistance to cater liquidity requirements
3	Justification as to why the RPT is in the interest of the listed entity	These transactions with the aforesaid parties are normal business operations and are envisaged commercially prudent and in the best interest of the parties. The proposed transactions are necessitated because of the nature of business of the Company and its subsidiaries are engaged in.  In the ordinary course of business, the Company enters into RPTs pertaining to leasing / management services / building management services / reimbursement of overheads / business advances, etc., to have optimum utilization of resources within the group. These transactions are carried out on arm's length basis or cost-plus mark-up as applicable to third party.
4	A copy of the valuation or other external party report, if any such report has been relied upon	Valuation report from Independent Valuer or other external consultant in relation to the above RPTs, will be taken, whenever applicable and will be placed before the Audit and Compliance Committee / Board, as the case may be. The RPTs will be undertaken at arm's length terms.
5	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of proposed transaction,	
	<b>Name of the Parties:</b>	<b>% of Annual Consolidated Turnover</b>
	Akruti Safeguard Systems Pvt Ltd	97.00
	Citywood Builders Private Limited	194.00
	Twenty Five Estates Development Limited (formerly known as Citygold Education Research Limited)	1,164.02
	Twenty Five Estates Realty Private Limited (formerly known as Diviniti Projects Private Limited)	97.00
	Gujarat Akruti-TCG Biotech Limited	194.00
	Joynest Premises Private Limited	1940.04
	Vishal Techno Commerce Limited	388.01
	Yantti Buildcon Private Limited	194.00

	Rubix Trading Private Limited	970.02
	Vama Housing Limited	97.00
	Vega Developers Private Limited	388.01
	Vinca Developers Private Limited	388.01
	Rare Townships Private Limited	2,328.04
	Giraffe Developers Private Limited	194.00
	Hubtown Bus Terminal (Adajan) Private Limited	388.01
	Hubtown Bus Terminal (Ahmedabad) Private Limited	388.01
	Hubtown Bus Terminal (Mehsana) Private Limited	388.01
	Hubtown Bus Terminal (Vadodara) Private Limited	388.01
	Twenty Five Downtown Realty Limited (Formerly known as Joyous Housing Limited)	5,820.11
	Sunstream City Private Limited	3,686.07
	Shubhsiddhi Builders Private Limited	194.00
	Twenty Five South Realty Limited	5820.11
	25 West Realty Private Limited	1,164.02
	Rising Glory Developers	1,164.02
	Wellgroomed Venture	194.00
	Mr. Rushank V. Shah	194.00
	Buildbyte. Com. (India) Private Limited	194.00
	Citygold Management Services Private Limited	194.00
	Powersoft IT Private Limited	194.00
	Akruti Star Maintenance Private Limited	97.00
	Akruti Nirman Private Limited	388.01
	Diviniti Realty Private Limited	388.01
	Saicharan Consultancy Private Limited	1,164.02
	Helictite Residency Private Limited	194.00
	Amazia Developers Private Limited	388.01
6	Name of the Directors or Key Managerial Personnel ("KMPs") who is related, if any	Mr. Hemant M. Shah, Executive Chairman and Mr. Vyomesh M. Shah, Managing Director of Hubtown Limited Mr. Sunil Mago, Chief Financial Officer and Mr. Shivil Kapoor, Company Secretary are KMPs of the Company
7	Any other information that may be relevant	The proposed material RPTs are envisaged as an enabling approval from the shareholders of the Company

The Board is of the opinion that these transactions are based on business requirements and are necessary for the smooth and efficient functioning of your Company. Further, all related party transactions of the Company are at arms-length and in the ordinary course of business as required under relevant regulations. The Company has implemented a policy on RPTs, and it undertakes related party transactions are in accordance with such policy.

The aggregate value of the transactions and other amounts in the resolution and the explanatory statement are estimates based on currently available information and may change based on factors including general economic and political conditions in India and globally, inflation, deflation, volatility in interest rates and/or exchange rates, tax rates, changes in our industry, natural calamities, epidemics, pandemics and/or force majeure events, that are outside our control.

The Board recommends the ordinary resolution as set out in Item No. 7 of the accompanying Notice for approval

by unrelated shareholders of the Company in terms of Section 188 (3) of the Companies Act and Regulation 23 of the Listing Regulations.

Except the Promoter Directors and their relatives (to the extent of their shareholding in the Company), and the Key Managerial Personnel, no other directors or the relatives of the directors or key managerial personnel are concerned or interested, financially or otherwise in the said resolution.

The Members may note that in terms of the provisions of the Listing Regulations, no 'related party' shall vote to approve the Ordinary Resolution set forth at Item No. 7 of the Notice, whether the entity is a related party to the particular transaction or not.

#### **ITEM NO. 8 - ORDINARY RESOLUTION**

#### **APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) TO WHICH THE SUBSIDIARY(IES) OF THE COMPANY IS A PARTY BUT THE COMPANY IS NOT PARTY, AS REQUIRED UNDER REGULATIONS 23(2) AND 23(4) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Pursuant to the provisions of Regulation 23(2)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") a related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transaction during a financial year exceed 10 (ten) per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary.

Regulation 23 (4) of the Listing Regulations provides that all material related party transactions and subsequent material modifications as defined by the audit committee under sub-regulation (2) shall require prior approval of the shareholders by means of an Ordinary Resolution.

In view of the aforesaid requirement the Company has obtained the approval of Audit and Compliance Committee and the Board for the proposed transactions between the following subsidiaries of the Company with its other related parties pursuant to the provisions of Regulation 23(2)(c) of Listing Regulations from the Financial Year 2025-2026 and onwards for each Financial Year upto the maximum amount per annum (which maximum amount excludes any specific approval granted under Regulation 23(2) of the Listing Regulations) as per details provided hereunder, on such terms and conditions as may be mutually agreed upon between the related party(ies):

Transactions as defined under the Companies Act, 2013 / the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
Name of the Subsidiaries	Nature of Transactions	Amount (₹ in Crores)
Ackruti Safeguard Systems Private Limited	1) Making investment in securities / capital contribution;	25
Citywood Builders Private Limited	2) Making loans / business advances / inter-corporate deposits;	50
	3) Providing corporate guarantees / securities / collaterals for loans/funds availed;	
Twenty Five Estates Development Limited (formerly known as Citygold Education Research Limited)	4) Leasing of property of any kind;	300
	5) Availing / rendering of services;	
	6) Sale/Purchase/Supply of goods and material;	
Twenty Five Estates Realty Private Limited (formerly known as Diviniti Projects Private Limited)	7) Selling of otherwise disposing of or buying property of any kind including floor space index (FSI) / transferable development rights (TDRs); and	25
	8) Any other transfer of resources / services or obligations	

Gujarat Limited	Akruti-TCG	Biotech		50
Joynest Limited	Premises	Private		500
Vishal Limited	Techno	Commerce		100
Yantti Buildcon Private Limited				50
Rubix Trading Private Limited				250
Vama Housing Limited				25
Vega Developers Private Limited				100
Vinca Developers Private Limited				100
Rare Townships Private Limited				600

The relevant information pertaining to transactions as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular vide SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is provided below:

Sr. No.	Particulars	Information
1	Summary of information provided by the Management to the Audit and Compliance Committee for approval of the proposed related party transactions (“RPTs”).	
	a) Type, material terms and particulars of the proposed transaction	<p>1. The subsidiaries of the Company may be required to grant business advance / loan and/or make investment in the securities and/or capital contribution in other entities as a part of strategic business decision, to the extent necessary to support the business operations of the said entities.</p> <p>2. Additionally, the subsidiaries of the Company may also be required to provide security by way of mortgage / hypothecation / pledge of securities held and/or charge on any of its movable/immovable properties to the extent of the fund/loan that may be availed by the said entities from lenders.</p> <p>3. The subsidiaries of the Company may also be required to provide corporate guarantee as collateral security to the extent of the fund/loan that may be availed by the said entities from term lenders. The corporate guarantee shall be provided for the entire duration of the loan/fund availed.</p> <p>4. The subsidiaries of the Company may also enter into transaction for purchase/sale/lease of immovable properties including floor space index (FSI) / transferable development rights (TDRs) with the other entities.</p>

		<p>5. As a condition for loans/funds that may be availed by the subsidiaries / related parties of the subsidiaries or the related party of the Company from term lenders the subsidiaries may be required to provide security for such borrowings by way of pledge of the shares held by them in favour of the respective lenders. Such shares shall continue to remain pledged for the entire duration of the loan.</p> <p>6. The particulars of Transactions covered under point 1 to 5 entered into by the subsidiary(ies) with other party whereby the purpose and effect of the transaction being to benefit the related party of the Company or any of the subsidiary(ies)</p>
	b) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Nature of Concern or Interest is Financial Relationship as mentioned in resolution at Item No. 8
	c) Tenure of Proposed transaction	Approval is sought for material RPTs proposed to be undertaken during the Financial 2025-26 and onwards.
	d) Value of the proposed transaction	To the extent as mentioned in resolution at Item No. 8
2	Details of transactions related to any loans, inter-corporate deposits, advances or investment made or given by the Company or its subsidiaries:	
	a) Details of the source of funds in connection with the proposed transaction.	Own share capital / internal accruals / any other arrangement and liquidity of the Subsidiaries.
	b) Whether any financial, indebtedness is incurred to take or give loans, inter-corporate deposits, advances or investments: — Nature of Indebtedness — Cost of funds and — Tenure	Not applicable
	c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security	Tenure : repayable on demand Repayment Schedule : Not Applicable Nature of Security: Unsecured
	d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet working capital requirements / any other corporate purpose / other financial assistance to cater liquidity requirements
3	Justification as to why the RPT is in the interest of the listed entity	Not Applicable
4	A copy of the valuation or other external party report, if any such report has been relied upon	Valuation report from Independent Valuer or other external consultant in relation to the above RPTs, will be taken, whenever applicable. The RPTs will be undertaken as arm's length terms.
5	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of proposed transaction,	
	<b>Name of the Parties:</b>	<b>% of Annual Consolidated Turnover</b>
	Ackruti Safeguard Systems Private Limited	97.00
	Citywood Builders Private Limited	194.00
	Twenty Five Estates Development Limited (formerly	1,164.02

	known as Citygold Education Research Limited)	
	Twenty Five Estates Realty Private Limited (formerly known as Diviniti Projects Private Limited)	97.00
	Gujarat Akruti-TCG Biotech Limited	194.00
	Joynest Premises Private Limited	1,940.04
	Vishal Techno Commerce Limited	388.01
	Yantti Buildcon Private Limited	194.00
	Rubix Trading Private Limited	970.02
	Vama Housing Limited	97.00
	Vega Developers Private Limited	388.01
	Vinca Developers Private Limited	388.01
	Rare Townships Private Limited	2,328.04
6	Name of the Directors or Key Managerial Personnel who is related, if any	Not Applicable
7	Any other information that may be relevant	The proposed material RPTs are envisaged as an enabling approval from the shareholders of the Company

The Board is of the opinion that this transaction is based on business requirements and is necessary for the smooth and efficient functioning of the subsidiary of the Company. Further, all related party transactions are at arms-length and in the ordinary course of business as required under relevant regulations.

The aggregate value of the transactions and other amounts in the resolution and the explanatory statement are estimates based on currently available information and may change based on factors including general economic and political conditions in India and globally, inflation, deflation, volatility in interest rates and/or exchange rates, tax rates, changes in our industry, natural calamities, epidemics, pandemics and/or force majeure events, that are outside our control.

The Board recommends the ordinary resolution as set out at Item No. 8 of the accompanying Notice for approval by unrelated shareholders of the Company in terms Regulation 23 of the Listing Regulations.

Except the Promoter Directors and their relatives (to the extent of their shareholding in the Company), and the Key Managerial Personnel, no other directors or the relatives of the directors or key managerial personnel are concerned or interested, financially or otherwise in the said resolution.

The members of the Company may note that in terms of the provisions of the Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 8 of the Notice, whether the entity is a related party to the particular transaction or not.

#### **ITEM NO. 9 ORDINARY RESOLUTION**

#### **APPROVAL FOR CANCELLATION OF UNSUBSCRIBED 1,59,574 ISSUED EQUITY SHARE CAPITAL OF THE COMPANY:**

Pursuant to the approval accorded by the Members of the Company vide resolution passed at the EGM held on August 24, 2024, the Company had undertaken preferential offer of issue of Equity Shares whereby it sought to allot equity shares (then bearing face value of 10/- each) to the proposed allottees as therein the EGM Notice dated July 30, 2024 and corrigendum to EGM Notice dated August 16, 2024, of the Company at a price of Rs. 188/- per Equity shares. However, one of such shareholders did not subscribe to the shares in the manner as stated below:

<b>Name of the Shareholder</b>	<b>No. of Equity Shares</b>
SI Investments and Broking Private Limited	1,59,574

The company seeks approval from its shareholders pursuant to applicable provisions of Companies Act, 2013 and the existing Articles of Association of the Company, to cancel aforesaid unsubscribed part of issued share capital of the company i.e. 1,59,574 (One Lakh Fifty Nine Thousand Five Hundred Seventy Four only) Equity shares of Rs. 10/- (Rupees Ten only) each.

Post cancellation of the aforesaid unsubscribed part, the Issued Share Capital of the Company will be Rs. 135,60,06,570/- (Rupees One Thirty Five Crores Sixty Lakhs Six Thousand Five Hundred and Seventy only) consisting of 13,56,00,657 (Thirteen Crores Fifty Six Lakhs Six Hundred Fifty Seven) equity shares of Rs. 10/- (Ten) each.

None of the Promoters, Directors, key managerial personnel and their relatives, if any, are deemed to be concerned or interested, financial or otherwise in the proposed special resolution.

The Board of Directors of the Company recommends passing of the resolution as set out at item no. 9 of the Notice.

<b>Registered Office:</b> Hubtown Seasons, CTS No. 469-A, Opp. Jain Temple, R. K. Chemburkar Marg, Chembur – East, Mumbai – 400071  <b>Place:</b> Mumbai <b>Date:</b> May 22, 2025	<b>By Order of the Board For Hubtown Limited</b>   <b>Sd/- Shivil Kapoor Company Secretary</b>
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## ANNEXURE – I

**Details of Director seeking reappointment in the ensuing EGM pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of Secretarial Standard SS- 2 on General Meetings**

<b>Name of the Directors →</b>	Mr. Kartik Ruparel
<b>Particulars ↓ DIN →</b>	08865104
Date of Birth	October 3, 1988
Age	37 years
Qualification	Commerce Graduate
Date of first appointment	September 15, 2020
No. of shares held	Nil
Expertise in specific functional areas.	Over 12 years of experience of business development, management & administration, and strategic planning in family business.
Terms and conditions of appointment / reappointment	Re-Appointed as Independent Director for a term of 5 (Five) consecutive years from September 15, 2025 to September 14, 2030. Not liable to retire by rotation. Entitled to payment of sitting fees for attending meetings of the Board / Committees of which he is a member and commission as may be decided by the Board.
Remuneration last drawn	Nil
No. of Board Meetings attended during the year FY 2024-25	8
Relationship with other Directors, Manager and Key Managerial Personnel	None
Directorships held in other companies	N.A.
Membership/Chairmanship of committees of the Company	Member of Audit and Compliance Committee
Membership/Chairmanship of committees of other companies	None