## **ASHISH BHATT & ASSOCIATE\$**

Company Secretaries

227, 2nd Floor, Devashree Commercial Complex, Devashree Garden, R.W. Sawant Marg, Near Rutu Park, Majiwada, Thane (W) - 400 601.

Tel.: 2172 3134 Telefax: 2172 3302 E-mail: csashishbhatt@gmail.com / amisi99.ashish@gmail.com

#### FORM No. MGT-13 Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

Annual General Meeting of the Members

Of Hubtown Limited held on 25<sup>th</sup> September, 2019 at 10.00 a.m.

At Walchand Hirachand Hall, 4<sup>th</sup> Floor, Indian Merchants Chamber Building, Indian Merchants Chamber Marg, Churchgate, Mumbai- 400020, Maharashtra.

Dear Sir,

I, Ashish C. Bhatt, Proprietor of Ashish Bhatt & Associates, Company Secretaries having its office at 227, Devashree Commercial Complex, Majiwada, Thane (W) 400601 have been appointed as Scrutinizer for the purpose of remote e-voting, Postal Ballots as well as the voting to be conducted at the Annual General Meeting of the Members of Hubtown Limited held on 25<sup>th</sup> September, 2019 at 10.00 a.m. at Walchand Hirachand Hall, 4<sup>th</sup> Floor, Indian Merchants Chamber Building, Indian Merchants Chamber Marg, Churchgate, Mumbai- 400020, Maharashtra.

We submit our report as under:

- 1. The remote e-voting period remained open from Sunday 22<sup>nd</sup> September, 2019 (09.00 a.m.) to Tuesday 24<sup>th</sup> September, 2019 (5.00 p.m.) both days inclusive.
- 2. The shareholders holding shares as on the "cut off", date 19<sup>th</sup> September, 2019 were entitled to vote on the proposed resolutions.
- 3. At the Annual General Meeting after declaration of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 4. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/S Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

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5. The polling Box was opened in the presence of Mr. Rohit Boda, residing at Laxmi store, Near Masjid, G.G.S. Road, Amar Nagar, Mulund Colony, Mulund West, Mumbai 400082 and Mr. R Vasanth Kumar, residing at Kattathilla House, Salethur Post, Bantwal Taluk, Dakshina Kannada, Karnataka State, 574323 as witnesses after the voting process is over.

Rohit Boda

Vasante

R. Vasanth kumar

- 6. I found NIL poll paper invalid.
- 7. After conclusion of voting at the Annual General Meeting the votes were unblocked in the presence of two witnesses Mr. Rohit Boda, residing at Laxmi store, Near Masjid, G.G.S. Road, Amar Nagar, Mulund Colony, Mulund West, Mumbai 400082 and Mr. R Vasanth Kumar, residing at Kattathilla House, Salethur Post, Bantwal Taluk, Dakshina Kannada, Karnataka State, 574323 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Rohit Boda

R. Vasanth Kumar

Vasaulto

- 8. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com). Annexure A
- 9. The consolidated results of remote e-voting as well as of the Ballot held at the aforesaid Annual General Meeting is as under



(a) Ordinary Resolution 1 - Adoption of the Audited Financial Statements and Consolidated Financial Statements of the Company together with Directors' Report and also Auditors' Report for the year ended March 31, 2019

## (i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	14	5688	99.91
Ballot	74	40645987	100
Postal Ballot	0	0	0
Total	88	40651675	100

#### (ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	5	0.09
Ballot	2	17	0
Postal Ballot	0	0	0
Total	. 3	22	0

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	NA	NA
Ballot	0	0
Postal Ballot	0	0



## (b) Ordinary Resolution 2 - Re-appointment of Mrs. Priti K. Shah (DIN: 01880436) as a Director, who retires by rotation.

## (i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	13	5678	99.74
Ballot	76	40646004	100
Postal Ballot	0	0	0
Total	89	40651682	100

## (ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	15	0.26
Ballot	0	0	0
Postal Ballot	0	0	0
Total	2	15	0

Type of Voting	Total numbers of members (person or by proxy) who votes were declared invalid	in Total number of votes cast by them
E-voting	NA	NA
Ballot	0	0
Postal Ballot	0	0



## (c) Ordinary Resolution 3 - Appointment of Mr. Mahesh A. Kuvadia (DIN:07195042) as an Independent Director of the Company.

## (i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	13	5678	99.74
Ballot	76	40646004	100
Postal Ballot	0	0	0
Total	89	40651682	100

## (ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	15	0.26
Ballot	0	0	0
Postal Ballot	0	0	0
Total	2	15	0

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	NA	NA
Ballot	0	0
Postal Ballot	0	0



# (d) Special Resolution 4 – Reappointment of Mr. Abhijit Datta (DIN: 00790029) as an Independent Director of the Company.

## (i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	13	5678	99.74
Ballot	76	40646004	100
Postal Ballot	0	0	0
Total	89	40651682	100

## (ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	15	0.26
Ballot	0	0	0
Postal Ballot	0	0	0
Total	2	15	0

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	NA	NA
Ballot	0	0
Postal Ballot	0	0



## (e) Special Resolution 5 – Reappointment of Mr. Sunil C. Shah (DIN: 06947244) as an Independent Director of the Company.

## (i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	13	5678	99.74
Ballot	76	40646004	100
Postal Ballot	0	0	0
Total	89	40651682	100

## (ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	15	0.26
Ballot	0	0	0
Postal Ballot	0	0	0
Total	2	15	0

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	
E-voting	NA	NA
Ballot	0	0
Postal Ballot	0	0



(f) Special Resolution 6 – Payment of remuneration to Mr. Hemant M. Shah (DIN:00009659) as Executive Chairman of the Company in terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

## (i) Voted in favour of the resolution:

Type of Voting	present and voting (in	Number of votes cast by them	% of total number of valid votes cast
	person or by proxy)		
E-voting	13	5678	99.74
Ballot	74	40645987	100
Postal Ballot	0	0	0
Total	87	40651665	100

## (ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	15	0.26
Ballot	0	0	0
Postal Ballot	0	0	0
Total	2	15	0

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	NA	NA
Ballot	0	0
Postal Ballot	0	0



(g) Special Resolution 7 – Payment of remuneration to Mr. Vyomesh M. Shah (DIN:00009596) as Managing Director of the Company in terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

## (i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	13	5678	99.74
Ballot	74	40645987	100
Postal Ballot	0	0	0
Total	87	40651665	100

#### (ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	person of by proxy)	15	0.26
Ballot	0	0	0
Postal Ballot	0	0	0
Total	2	15	0

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	
E-voting	NA	NA
Ballot	0	0
Postal Ballot	0	0



# (h) Ordinary Resolution 8 – Ratification of Remuneration payable to the cost auditor of the Company for Financial Year 2019-2020

## (i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	13	5678	99.74
Ballot	74	40645987	100
Postal Ballot	0	0	0
Total	87	40651665	100

## (ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	valid votes cast
E-voting	2	15	0.26
Ballot	0	0	. 0
Postal Ballot	0	0 .	0
Total	2	15	0

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	
E-voting	NA	NA
Ballot	0	0
Postal Ballot	0	0



## (i) Special Resolution 9 – Issuance of Redeemable Non-Convertible Debentures on Private Placement Basis

## (i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	13	5678	99.74
Ballot	74	40645987	100
Postal Ballot	0	0	0
Total	87	40651665	100

## (ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	15	0.26
Ballot	0	0	0
Postal Ballot	0	0	0
Total	2	15	0

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	NA	NA
Ballot	0	0
Postal Ballot	0	0



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- 10. A Compact Disc (CD)/ excel sheet containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
- 11. The register, all the papers and relevant records relating to remote voting as well as Ballots voting shall remain in our safe custody until the Chairman consider, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Place: Mumbai

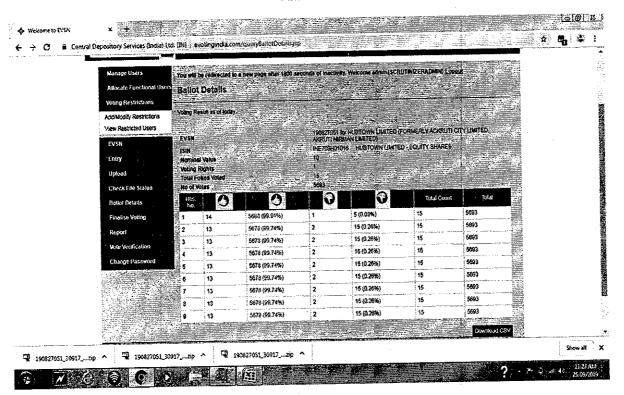
Dated: September 25, 2019

Yours faithfully,

Ashish C. Bhatt Ashish Bhatt & Associates Company Secretaries



#### Annexure A



For ASHISH BHATT & ASSOCIATES COMPANY SECRETARIES

Bhoth Ashish C. BHATT

