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## MIHEN HALANI & ASSOCIATES

### *Practicing Company Secretaries*

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### SCRUTINIZER'S REPORT

To,  
The Chairman of 33<sup>rd</sup> Annual General Meeting (“33<sup>rd</sup> AGM / the meeting”)  
HUBTOWN LIMITED (“the Company”)

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014**

**Ref: 33<sup>rd</sup> Annual General Meeting (“33<sup>rd</sup> AGM / the meeting”) of the members of Hubtown Limited (“the Company”) held on Wednesday, September 29, 2021, at 10.30 A.M. IST through Video Conferencing (“VC”).**

We, M/s. Mihen Halani & Associates, Practicing Company Secretaries appointed by the Board of Directors of the Company as Scrutinizer to scrutinize the remote e-voting process and e-voting process during the AGM in accordance with section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for 33<sup>rd</sup> AGM of the Company held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021, respectively issued by the Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 including any amendments / clarifications thereto (hereinafter collectively referred to as “the Circulars”).

We hereby submit our report as under;

1. On account of COVID-19 pandemic and considering the relaxations granted by the MCA and SEBI, the notice of 33<sup>rd</sup> AGM dated June 29, 2021, was sent through electronic mode to those members whose email addresses were registered with the Registrar and Share Transfer Agent of the Company / Depository Participant(s).
2. The members of the Company as on cut-off date i.e. Wednesday, September 22, 2021 were entitled to vote on the resolutions (as set out in the notice of 33<sup>rd</sup> AGM of the Company).

3. The Company has availed the e-voting facility provided by Link Intime India Private Limited (LIPL), Registrar and Share Transfer Agents. The remote e-voting period commenced on Sunday, September 26, 2021 (9.00 AM) and ended on Tuesday, September 28, 2021 (5.00 PM) (“remote e-voting period”).
4. The Company has also availed e-voting facility provided by Link Intime India Private Limited (LIPL) to the shareholders present at the AGM through VC and who had not cast their vote during the said remote e-voting period.
5. Post conclusion of the meeting the votes cast through remote e-voting and during the meeting were unblocked in the presence of two witnesses, Ms. Saloni Mehta and Ms. Divya Padhiyar who are not in the employment of the company and counted thereafter. They have signed below in confirmation of the votes being unblocked in their presence.

Name : Ms. Saloni Mehta  
Sd/-  
Signature

Name: Ms. Divya Padhiyar  
Sd/-  
Signature

6. On the basis of the votes exercised by the members of the Company by way of remote e-voting and e-voting at the AGM, we have issued the Combined / consolidated Scrutiniser’s Report dated September 30, 2021.
7. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or DP ID / Client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company. Hence there is no requirement of maintaining the list of shares with differential voting rights.
8. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules read with MCA and SEBI circulars relating to voting through electronic means on the resolutions contained in the Notice 33<sup>rd</sup> AGM of the Company. Our responsibility as the scrutinizer for the remote e-voting / e-voting process is restricted to make a scrutinizer report of the vote cast in favour / against the resolutions stated above, based on the reports generated from the e-voting system provided by the Link Intime India Private Limited (LIPL), the authorised agency engaged by the Company to provide e-voting facilities.
9. The details containing, *inter alia*, list of equity shareholders, who voted “For” or “Against” each of the resolutions put to vote, were generated from the e-voting website of Link Intime India Private Limited (LIPL) i.e. <https://instavote.linkintime.co.in> and based on such reports generated, the result of the combined / consolidated e-voting is as under;

Sr. No.	Resolution No. as given in the Notice of 33 <sup>rd</sup> AGM	Particulars of Votes Cast				Result Declared
		Members Voting				
		No. of members voted	No. of votes Cast by them	% of total no. of votes cast		
<b>ORDINARY BUSINESS</b>						
1.	To receive, consider and adopt and adopt Audited Standalone Financial Statements for the year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements and the Report of the Auditors thereon for the year ended March 31, 2021	Votes Cast in favour	87	38166852	99.99	The resolution passed as an <b>Ordinary Resolution</b>
		Votes Cast against	3	2178	0.01	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>90</b>	<b>38169030</b>	<b>100%</b>	
2.	To appoint a Director in place of Mr. Vyomesh M. Shah (DIN: 00009596), who retires by rotation and being eligible, offers himself for reappointment.	Votes Cast in favour	83	38166228	99.99	The resolution passed as an <b>Ordinary Resolution</b>
		Votes Cast against	7	2802	0.01	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>90</b>	<b>38169030</b>	<b>100%</b>	
<b>SPECIAL BUSINESS</b>						
3.	Reappointment of Mr. Hemant M. Shah as Wholetime Director designated as an executive chairman of the company.	Votes Cast in favour	83	38166328	99.99	The resolution passed as a <b>Special Resolution</b>
		Votes Cast against	7	2702	0.01	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>90</b>	<b>38169030</b>	<b>100%</b>	
4.	Reappointment of Mr. Vyomesh M. Shah as a Managing Director of the company.	Votes Cast in favour	82	38166128	99.99	The resolution passed as an <b>Special Resolution</b>
		Votes Cast against	8	2902	0.01	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>90</b>	<b>38169030</b>	<b>100%</b>	



5.	Payment of commission to Non-Executive directors.	Votes Cast in favour	84	38166428	99.99	The resolution passed as an <b>Ordinary Resolution</b>
		Votes Cast against	6	2602	0.01	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>90</b>	<b>38169030</b>	<b>100%</b>	
6.	Ratification of remuneration payable to the cost auditor of the company for the financial year 2021-2022.	Votes Cast in favour	84	38166428	99.99	The resolution passed as an Ordinary Resolution
		Votes Cast against	6	2602	0.01	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>90</b>	<b>38169030</b>	<b>100%</b>	
7.	Issuance of Redeemable Non-Convertible Debentures on a Private Placement Basis.	Votes Cast in favour	84	38166428	99.99	The resolution passed as a Special Resolution
		Votes Cast against	6	2602	0.01	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>90</b>	<b>38169030</b>	<b>100%</b>	

**Notes:**

1. If any promoter shareholders / directors / key-managerial personnel's / related party (ies) / other shareholders are interested and have cast their votes in said resolutions, the same has not been counted in the above results.
2. Number of shareholders is not grouped on the basis of PAN.

For Mihen Halani & Associates  
(Practicing Company Secretaries)

Date: September 30, 2021  
Place: Mumbai  
UDIN: F009926C001042936

Mihen Halani  
(Proprietor)  
FCS No: 9926  
CP No: 12015