

**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]

**For HUBTOWN LIMITED**

*Chetan S. Mody*  
**CHETAN S. MODY**  
**COMPANY SECRETARY**

To,  
The Chairman,  
Annual General Meeting of the Members  
Of Hubtown Limited held on 30<sup>th</sup> October, 2017 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 30<sup>th</sup> October, 2017 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.

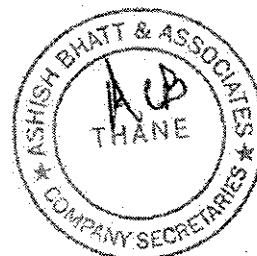
We submit our report as under:

1. The remote e-voting period remained open from Friday 27<sup>th</sup> October, 2017 (09.00 a.m.) to Sunday 29<sup>th</sup> October, 2017 (5.00 p.m.) both days inclusive.
2. The shareholders holding shares as on the "cut off" date 23<sup>rd</sup> October, 2017 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.

For HUBTOWN LIMITED

*CSM*  
**CHETAN S. MODY**  
**COMPANY SECRETARY**

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5. The votes were unblocked in the presence of two witnesses Mr. Mayur K. Rathod, residing at 9/ Shanti Niwas, Carter Road No.5. Borivali (E) Mumbai 400 066 and Miss. Ketki G. Gupte residing at B/26, Durga Nagar, Near Sambhaji Chowk Ulhasnagar-421004 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

m.k. Rathod

Name: Mayur Rathod

Ketki G. Gupte

Name: Ketki G. Gupte

6. I found NIL ballot papers invalid.

7. After conclusion of voting at the Annual General Meeting the votes were unblocked in the presence of two witnesses Mr. Mayur K. Rathod, residing at 9/ Shanti Niwas, Carter Road No.5. Borivali (E) Mumbai 400 066 and Miss. Ketki G. Gupte residing at B/26, Durga Nagar, Near Sambhaji Chowk Ulhasnagar-421004 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

m.k. Rathod

Name: Mayur Rathod

Ketki G. Gupte

Name: Ketki G. Gupte

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](http://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) 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, 2017**

(i) Voted in favour of the resolution:

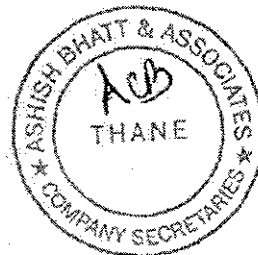
| Type of Voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|----------------|--|------------------------------|---------------------------------------|
| E-voting       | 5  | 22                           | 0                                     |
| Postal Ballot  | 0  | 0                            | 0                                     |
| Ballot         | 61   | 54096665                     | 100                                   |
| Total          | 66   | 54096687                     | 97.84                                 |

(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       | 14   | 1189581                      | 100                                   |
| Postal Ballot  | 0  | 0                            | 0                                     |
| Ballot         | 0  | 0                            | 0                                     |
| Total          | 14   | 1189581                      | 2.16                                  |

(iii) Invalid votes:

| 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       | 0  | 0                                  |
| Postal Ballot  | 0  | 0                                  |
| Ballot         | 0  | 0                                  |



**(b) Resolution 2 - Re-appointment of Mr. Priti K. Shah (DIN 01880436) as a Director, who retires by rotation.**

(i) Voted in favour of the resolution:

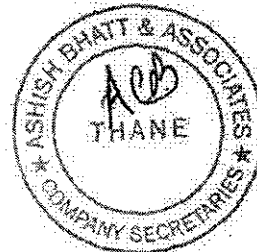
| Type of Voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|----------------|--|------------------------------|---------------------------------------|
| E-voting       | 11   | 207169                       | 13.09                                 |
| Postal Ballot  | 0  | 0                            | 0                                     |
| Ballot         | 61   | 54096665                     | 100                                   |
| Total          | 72   | 54303834                     | 97.53                                 |

(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       | 13   | 1375695                      | 86.91                                 |
| Postal Ballot  | 0  | 0                            | 0                                     |
| Ballot         | 0  | 0                            | 0                                     |
| Total          | 13   | 1375695                      | 2.47                                  |

(iii) Invalid votes:

| 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       | 0  | 0                                  |
| Postal Ballot  | 0  | 0                                  |
| Ballot         | 0  | 0                                  |



(c) **Resolution 3 - Appointment of M/s M. H. Dalal & Associates, Chartered Accountants, as Auditor of the company to hold the office for a period of 5 year from the conclusion of this AGM till the conclusion of 34<sup>th</sup> AGM.**

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

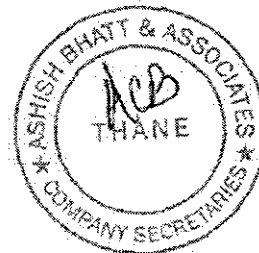
| Type of Voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|----------------|--|------------------------------|---------------------------------------|
| E-voting       | 19   | 1229248                      | 77.66                                 |
| Postal Ballot  | 0  | 0                            | 0                                     |
| Ballot         | 61   | 54096665                     | 100                                   |
| Total          | 80   | 55325913                     | 99.36                                 |

(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       | 5  | 353616                       | 22.34                                 |
| Postal Ballot  | 0  | 0                            | 0                                     |
| Ballot         | 0  | 0                            | 0                                     |
| Total          | 5  | 353616                       | 0.64                                  |

(iii) **Invalid** votes:

| 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       | 0  | 0                                  |
| Postal Ballot  | 0  | 0                                  |
| Ballot         | 0  | 0                                  |



**(d) Resolution 4 – Ratification of Remuneration Payable to the Cost Auditor of the Company for the Financial Year 2017-2018.**

(i) Voted in favour of the resolution:

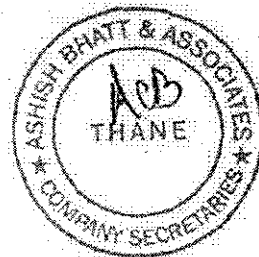
| Type of Voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|----------------|--|------------------------------|---------------------------------------|
| E-voting       | 21   | 1538918                      | 95.55                                 |
| Postal Ballot  | 0  | 0                            | 0                                     |
| Ballot         | 61   | 54096665                     | 100                                   |
| Total          | 82   | 55635583                     | 99.87                                 |

(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       | 4  | 71722                        | 4.45                                  |
| Postal Ballot  | 0  | 0                            | 0                                     |
| Ballot         | 0  | 0                            | 0                                     |
| Total          | 4  | 71722                        | 0.13                                  |

(iii) Invalid votes:

| 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       | 0  | 0                                  |
| Postal Ballot  | 0  | 0                                  |
| Ballot         | 0  | 0                                  |



**(e) Resolution 5 - Issuance of Redeemable Non-Convertible Debenture on a Private Place Basis.**

(i) Voted in favour of the resolution:

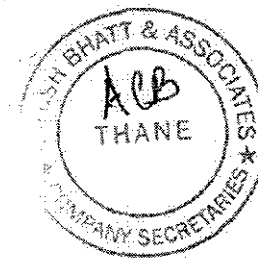
| Type of Voting | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|----------------|--|------------------------------|---------------------------------------|
| E-voting       | 11   | 207169                       | 12.86                                 |
| Postal Ballot  | 0  | 0                            | 0                                     |
| Ballot         | 61   | 54096665                     | 100                                   |
| <b>Total</b>   | <b>72</b>  | <b>54303834</b>              | <b>97.48</b>                          |

(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       | 14   | 1403471                      | 87.14                                 |
| Postal Ballot  | 0  | 0                            | 0                                     |
| Ballot         | 0  | 0                            | 0                                     |
| <b>Total</b>   | <b>14</b>  | <b>1403471</b>               | <b>2.52</b>                           |

(iii) Invalid votes:

| 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       | 0  | 0                                  |
| Postal Ballot  | 0  | 0                                  |
| Ballot         | 0  | 0                                  |



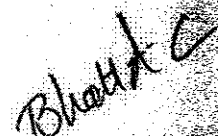
10. A Compact Disc (CD)/ excel sheet containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
11. The register, all the papers and relevant records relating to remote voting as well as Ballots voting shall remain in 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: October 30, 2017

Yours faithfully,



Ashish C. Bhatt  
Ashish Bhatt & Associates  
Company Secretaries





ANNEXURE A

**Ballot Details**

FOR VOTE TO BE REGISTERED BY THE VOTER, THE VOTER SHOULD BE LOGGED IN TO THE VOTING PORTAL USING HIS/HER CDSL ID AND PASSWORD.

**CVSN**

ISSUANCE BY: ASHISH BHATT & ASSOCIATES LIMITED (FORMERLY ASHISH CITY LIMITED)  
 A PUBLIC COMPANY LIMITED  
 REGISTERED OFFICE: KALBURGI, MUMBAI - 400 097

| Sl. No. | CVSN | Shareholder Name | Shares | Percentage         | Percentage (%) |
|---------|------|------------------|--------|--------------------|----------------|
| 1       | 5    | 22,00,000        | 14     | 14.000000000000000 | 14.000000      |
| 2       | 13   | 207,00,000       | 13     | 13.000000000000000 | 13.000000      |
| 3       | 12   | 12,32,00,000     | 6      | 6.000000000000000  | 6.000000       |
| 4       | 21   | 1,00,00,000      | 4      | 4.000000000000000  | 4.000000       |
| 5       | 11   | 20,70,00,000     | 14     | 14.000000000000000 | 14.000000      |

Download CSV

For **ASHISH BHATT & ASSOCIATES**  
COMPANY SECRETARIES

*Bhatt KC*  
ASHISH C. BHATT

