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**MIHEN HALANI & ASSOCIATES**

***Practicing Company Secretaries***

312, Kalpataru Avenue CHS LTD, Opp. Employees State Insurance Scheme Hospital, Akurli Road,  
Kandivali (East), Tel No.: 022 4516 5109 Email: [mihenhalani@mha-cs.com](mailto:mihenhalani@mha-cs.com)

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**CONSOLIDATED SCRUTINIZER'S REPORT**

To,  
The Chairman,  
HUBTOWN LIMITED ("the Company")

36<sup>th</sup> Annual General Meeting ("36<sup>th</sup> AGM / the meeting") of the members of Hubtown Limited ("the Company") held on Monday, 30<sup>th</sup> September, 2024 at 11:00 a.m. through Video Conferencing ("VC") or any Other Audio Visual Means (OAVM).

Dear Sir,

**Sub: Combined 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 for 36<sup>th</sup> AGM of the Company held through Video Conferencing / OAVM.**

We, M/s. Mihen Halani & Associates, Practicing Company Secretaries appointed by the Board of Directors of the Company as Scrutinizer to scrutinize the e-voting process in accordance with section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and all other relevant circulars and notifications issued thereunder (MCA Circulars and SEBI Circulars), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), for 36<sup>th</sup> AGM of the Company held through Video Conferencing ("VC").

1. As confirmed by the Company, the notice of 36<sup>th</sup> AGM, 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. **Friday, 20<sup>th</sup> September 2024** were entitled to vote on the resolutions (as set out in the notice of 36<sup>th</sup> AGM of the Company).
3. The Company had availed the e-voting facility provided by Link Intime India Private Limited, Registrar and Transfer Agents ("RTA"). The remote e-voting period commenced on Tuesday, September 24, 2024 (9.00 a.m.) and ended on Sunday, September 29, 2024 (5.00 p.m.) (both days inclusive) ("remote e-voting period").
4. The Company had also availed e-voting facility provided by the RTA to the members 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 during the remote e-voting period and during the meeting were unblocked in the presence of two witnesses, Mr Bhavya Shah. and Ms. Janhavi Kulkarni 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 : Bhavya Shah  
SD/-  
Signature

Name: Janhavi Kulkarni  
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 Scrutiniser's Report dated October 01, 2024.
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 members, 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 for ensuring the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of the 36<sup>th</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 RTA, the authorized agency to provide e-voting facilities, engaged by the Company for the purpose.
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 RTA 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.	Particulars of Resolution as given in the Notice of 36 <sup>th</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	
ORDINARY BUSINESS						
1.	(a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 together with Reports of the Board of	Votes Cast in favour	107	4,53,83,525	99.02	The resolution passed as an Ordinary Resolution
		Votes Cast against	6	4,47,975	0.98	

	Directors and Auditors thereon. (b) To receive, consider and adopt Audited consolidated Financial Statements of the Company as at 31st March, 2024, together with the Reports of the Auditors thereon.	Votes Cast invalid	-	-	-	
		Total	113	4,58,31,500	100	
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	104	4,53,83,289	99.02	The resolution passed as an Ordinary Resolution
		Votes Cast against	9	4,48,211	0.98	
		Votes Cast invalid	-	-	-	
		Total	113	4,58,31,500	100	
SPECIAL BUSINESS						
3.	To consider ratification of remuneration payable to the cost auditor of the company for the financial year 2024-25	Votes Cast in favour	105	4,54,00,225	99.06	The resolution passed as an Ordinary Resolution
		Votes Cast against	8	4,31,275	0.84	
		Votes Cast invalid	-	-	-	
		Total	113	4,58,31,500	100	
4	To consider re-appointment of Mr. Hemant M. Shah as a Whole-time director designated as an executive chairman of the company and approval for remuneration payable to him	Votes Cast in favour	80	81,12,795	94.76	The resolution passed as a Special Resolution
		Votes Cast against	9	4,48,211	5.24	
		Votes Cast invalid	-	-	-	
		Total	89	85,61,006	100	
5	To consider re-Appointment of Mr. Vyomesh Shah as a Managing Director of the company and approval for Remuneration payable to him	Votes Cast in favour	80	81,12,795	94.76	The resolution passed as a Special Resolution
		Votes Cast against	9	4,48,211	5.24	
		Votes Cast invalid	-	-	-	
		Total	89	85,61,006	100	
6	To consider payment of Commission to Non-Executive Directors	Votes Cast in favour	104	4,54,00,025	99.06	The resolution passed as an Ordinary Resolution
		Votes Cast against	9	4,31,475	0.94	
		Votes Cast invalid	-	-	-	
		Total	113	4,58,31,500	100	
7	To approve material	Votes Cast	81	81,12,875	94.76	The



	transactions with related parties under the companies act, 2013 and the SEBI (Listing obligations and disclosure requirements) regulations, 2015	in favour				resolution passed as an <b>Ordinary Resolution</b>
		Votes Cast against	9	4,48,211	5.24	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>90</b>	<b>85,61,086</b>	<b>100</b>	
8	To approve 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:	Votes Cast in favour	81	81,12,875	94.76	The resolution passed as an <b>Ordinary Resolution</b>
		Votes Cast against	9	4,48,211	5.24	
		Votes Cast invalid	-	-	-	
		<b>Total</b>	<b>90</b>	<b>85,61,086</b>	<b>100</b>	

*Based on the above results of both remote e-voting and e-voting during the meeting, we hereby report that all the above eight (8) resolutions have been duly passed by the members of the Company with the requisite majority.*

**Notes:**

1. Vote casted by related parties on aforesaid resolutions are not considered in the above results.
2. No. of votes cast does not include no. of votes abstained & invalid votes.
3. Number of shareholders are not grouped on the basis of PAN.
4. The percentages are rounded off to the nearest decimals.

For Mihen Halani & Associates  
(Practicing Company Secretaries)

Date: October 01, 2024

Place: Mumbai

UDIN: **F009926F001396520**

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