
MIHEN HALANI & ASSOCIATES***Practicing Company Secretaries***

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SCRUTINIZER'S REPORT

To,
**The Chairman/Company Secretary,
Hubtown Limited ("the Company")**
Hubtown Seasons, CTS NO. 469-A
Opp. Jain Temple, R.K. Chemburkar Marg,
Chembur (East), Mumbai - 400 071

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: Extra-Ordinary General Meeting ("the EOGM / the Meeting") of the members of Hubtown Limited ("the Company") held on Friday, June 27, 2025, at 11.30 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 a Scrutinizer to scrutinize the remote e-voting process and e-voting process during the EOGM 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 EOGM of the Company held through VC in accordance with the General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 issued by the Securities and Exchange Board of India ("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), on the resolutions contained in the Notice of EOGM of the Company read with corrigendum thereto.

We hereby submit our report as under:

1. As confirmed by the Company, the notice of EOGM, 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. Thursday, June 19, 2025, were entitled to vote on the resolution as set out in the notice of EOGM of the Company read with corrigendum thereto.
3. The Company has engaged the services of e-voting facility provided by the MUFG Intime India Private Limited ("the MUFG Intime"). The remote e-voting period commenced on Monday, June 23, 2025 from 9.00 A.M. (IST) and ended on Thursday, June 26, 2025 05:00 P.M. (IST). ("remote e-voting period").
4. The Company has also availed e-voting facility provided by the MUFG Intime to the shareholders present at the EOGM 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. Ashika Dave and Ms. Sakshi Saxena 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. Ashika Dave

Sd/-

Signature

Name: Ms. Sakshi Saxena

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 EOGM, we have issued the Combined / consolidated Scrutiniser's Report dated June 27, 2025.
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 to maintain 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 made thereunder read with MCA and SEBI circulars relating to voting through electronic means on the resolutions contained in the Notice of EOGM of the Company read with corrigendum thereto. 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 resolution stated above, based on the reports generated from the e-voting system provided by the MUFG Intime, the authorized 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 the MUFG Intime 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 EOGM	Particulars of Votes Cast				Result Declared
			Members Voting			
			No. of members voted	No. of votes Cast by them	% of total no. of votes cast	
SPECIAL BUSINESS						
1.	To increase the borrowing limits under section 180 (1)(c) of the Companies Act, 2013.	Votes Cast in favour	116	65435238	99.99	The resolution passed as a Special Resolution
		Votes Cast against	2	524	0.01	
		Votes Cast invalid	-	-	-	
		Total	118	65435762	100.00	
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	Votes Cast in favour	116	65435238	99.99	The resolution passed as a Special Resolution
		Votes Cast against	2	524	0.01	
		Votes Cast invalid	-	-	-	
		Total	118	65435762	100.00	
3.	Approval to advance any loan / give guarantee / provide security under section 185 of the Companies Act, 2013	Votes Cast in favour	87	25580592	99.00	The resolution passed as a Special Resolution
		Votes Cast against	9	259756	1.00	
		Votes Cast invalid	-	-	-	
		Total	96	25840348	100.00	
4.	Approval for sale, disposal and leasing of assets exceeding 20% of the assets of material subsidiaries of the Company	Votes Cast in favour	93	25824824	99.94	The resolution passed as a Special Resolution
		Votes Cast against	3	15524	0.06	
		Votes Cast invalid	-	-	-	
		Total	96	25840348	100.00	
5.	Approval of the pledge of shares by the company in its material subsidiaries	Votes Cast favour	93	25824824	99.94	The resolution passed as a Special Resolution
		Votes Cast against	3	15524	0.06	
		Votes Cast invalid	-	-	-	
		Total	96	25840348	100.00	
6.	Re-appointment of Mr. Kartik Ruparel (DIN: 08865104) as an Independent Director of the Company	Votes Cast in favour	108	65175806	99.60	The resolution passed as a Special Resolution
		Votes Cast against	10	259956	0.40	
		Votes Cast invalid	-	-	-	
		Total	118	65435762	100.00	



7.	Approval of material transactions with related parties under The Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Votes Cast favour	86	25565592	98.94	The resolution passed as an Ordinary Resolution
		Votes Cast against	10	274756	1.06	
		Votes Cast invalid	-	-	-	
		Total	96	25840348	100.00	
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	Votes Cast favour	86	25565592	98.94	The resolution passed as an Ordinary Resolution
		Votes Cast against	10	274756	1.06	
		Votes Cast invalid	-	-	-	
		Total	96	25840348	100.00	
9.	Approval for cancellation of unsubscribed 1,59,574 issued equity share capital of the Company	Votes Cast favour	116	65435238	99.99	The resolution passed as an Ordinary Resolution
		Votes Cast against	2	524	0.01	
		Votes Cast invalid	-	-	-	
		Total	118	65435762	100.00	

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

Notes:

1. Votes Casted by related parties, promoters and promoter group are not counted in resolution item no. 3,4,5,7 & 8.
2. No. of votes cast does not include no. of votes abstained & invalid votes.
3. No. of shareholders are not grouped based on PAN.
4. The percentages are rounded off to the nearest decimals.

**For Mihen Halani & Associates
(Practicing Company Secretaries)**

Date : June 27, 2025
Place : Mumbai
UDIN : F009926G000674128

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

**Counter Signed by:
For Hubtown Limited**

Chairman / Company Secretary & Compliance Officer