

## HUBTOWN LIMITED

[CIN : L45200MH1989PLC050688]

Registered Office : Ackruti Center Point, 6<sup>th</sup> floor, Central Road, Marol MIDC,  
Andheri (East), Mumbai 400093; Phone: + 91 22 67037400; Fax: + 91 22 67037403  
E-mail : [investorcell@hubtown.co.in](mailto:investorcell@hubtown.co.in); Website : [www.hubtown.co.in](http://www.hubtown.co.in)

### POSTAL BALLOT NOTICE PURSUANT TO SECTION 110 (2) OF THE COMPANIES ACT, 2013

**Dear Members,**

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") (including any statutory modification(s) or re-enactment for the time being in force) that the special resolution for making investment in the securities of other companies being subsidiaries, associates, joint ventures and related parties in excess of the limits prescribed under Section 186 of the Act is proposed to be passed by way of Postal Ballot / e-Voting.

The Company is seeking your consent for the aforesaid proposal by way of a special resolution in compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the above resolution setting out the material facts and the reasons thereof is annexed hereto alongwith a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Ashish Bhatt, a Company Secretary in Practice as Scrutinizer for conducting the Postal Ballot (physical and e-voting) process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules made thereunder.

The Board has appointed Mr. Chetan S. Mody, Secretary and Ms. Madhavi Degaonkar as the persons responsible for the entire poll process.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities to the members of the Company. It may be noted that e-voting is optional. However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. The members can opt for only one mode of voting, i.e. either by Physical Ballot or e-voting. If a member is opting for e-voting, then he/she/it is not required to send the Physical Ballot and vice-versa. If a member casts his/her/its vote by Physical Ballot and e-voting both, then voting done through Physical Ballot shall be considered valid and the votes cast by e-voting shall be treated as invalid. The shareholders who wish to vote by Postal Ballot Form (instead of e-voting), can download the Postal Ballot Form from the websites: [www.evotingindia.co.in](http://www.evotingindia.co.in) or [www.hubtown.co.in](http://www.hubtown.co.in).

In the event, the proposed resolution as set out herein below is assented to by not less than three times the number of the votes cast against the resolution by the members by means of Postal Ballot and/or e-voting, it shall be deemed to be passed by way of special resolution.

The detailed procedure for e-voting is given in the notes to the Notice.

You are requested to peruse the proposed resolution along with the explanatory statement and thereafter mark your assent or dissent by filling the necessary details and put your signature at the marked place in the Postal Ballot Form and return the same in the enclosed postage pre-paid self-addressed business reply envelope, so as to reach the Scrutinizer **on or before 5.00 p.m. on Wednesday, July 27, 2016**. In respect of the shareholders opting for e-voting mode as above, they should cast their vote online from 9.00 a.m. on Tuesday, June 28, 2016 till 5.00 p.m. on Wednesday, July 27, 2016 as per the instructions given in the notes to the Notice. Your assent/dissent received after 5.00 p.m. on Wednesday, July 27, 2016 would be strictly treated as if a reply from you has not been received. Upon completion of scrutiny of the Postal Ballot Forms, the Scrutinizer shall submit his report to the Chairman, or in his absence to the Managing Director or the Secretary of the Company.

The results of the Postal Ballot will be announced on **Friday, July 29, 2016** by the Chairman or the Managing Director or by any person authorised by the Board of Directors of the Company at the Registered Office of the Company at 'Ackruti Center Point', 6<sup>th</sup> floor, Central Road, Marol MIDC, Andheri (East), Mumbai 400093, besides being communicated to Stock Exchanges where the Company's shares are listed.

The results will be subsequently published in at least one English and one Marathi newspaper circulating in Mumbai and will be displayed on the website of the Company ([www.hubtown.co.in](http://www.hubtown.co.in)).

## RESOLUTION :

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution :

### Item No. 1:

#### **TO MAKE INVESTMENTS IN SECURITIES OF OTHER COMPANIES IN EXCESS OF THE LIMITS PRESCRIBED UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any amendment thereto or re-enactment thereof for the time being in force) read with Rule 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time, and subject to such approvals, consents, sanctions and permissions, as may be necessary and all other provisions of applicable laws and in addition to the amounts already invested, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) to acquire by way of subscription, purchase or otherwise, the securities of other companies including but not limited to subsidiary(ies), associates, joint ventures and related parties upto an aggregate amount not exceeding ₹ 2,000 crores (Rupees Two Thousand Crores), notwithstanding that the aggregate of the investments made / securities acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 (2) of the Act;

**RESOLVED FURTHER THAT** in case of divestment of any investment in securities so made, the Directors of the Company or any person(s) authorised by the Board be and is hereby authorised to sign the necessary applications, papers, forms, documents, etc. for effective implementation of the decision of divestment taken by the Company from time to time;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for making such investments and to execute such documents, deeds, writings, papers and/agreements as may be required to be done and to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

By Order of the Board  
For Hubtown Limited

Sd/-  
Chetan S. Mody  
Company Secretary

Place: Mumbai  
Date: June 11, 2016

## NOTES :

The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of the business specified herein above is annexed hereto.

1. The Notice of the Postal Ballot is being sent by permitted mode alongwith a postage pre-paid self-addressed Business Reply Envelope to all the members, whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, June 10, 2016. Those members who have registered their e-mail IDs for receipt of documents in electronic mode are being sent the Notice of Postal Ballot by e-mail. Those members who have not so registered their e-mail IDs will receive the Notice of the Postal Ballot and the Postal Ballot Form by post/courier. The voting rights shall be reckoned on the paid-up value of the shares registered in the names of the shareholders as on the cut-off date i.e. Friday, June 10, 2016. Shareholders can also download the Postal Ballot Form from the websites: [www.evotingindia.co.in](http://www.evotingindia.co.in) or [www.hubtown.co.in](http://www.hubtown.co.in) or seek duplicate Postal Ballot Form from Registrar and Transfer Agent, M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Marg, Bhandup (West), Mumbai 400078.
2. In accordance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulations, the Company is also offering e-voting option to all the shareholders. For this purpose, the Company has signed an agreement with CDSL for facilitating e-voting and is pleased to offer e-voting facility as an alternate, to its shareholders to enable them to cast their votes electronically instead of exercising their votes by physical Postal Ballot Forms. The instructions for e-voting are annexed to this Notice.
3. The members can opt for only one mode of voting i.e. either by Physical Ballot or e-voting. In case, members cast their votes through both the modes, voting done by Physical Ballot shall be considered valid and the votes cast through e-voting shall be considered as invalid.

## INSTRUCTIONS FOR E-VOTING:

The voting period commences from 9.00 a.m. on Tuesday, June 28, 2016 and ends at 5.00 p.m. on Wednesday, July 27, 2016. During this period, members of the Company holding shares, either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, June 10, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.

### A. In case of members receiving e-mail :

- i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on Shareholders.
- iii. Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Hubtown Limited> on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xviii. Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B. In case of members receiving the physical copy:**

1. User ID and Initial Password as provided in the Postal Ballot Form.
2. Please follow all steps from Sr. No. (i) to Sr. No. (xix) above to cast vote.

**Kindly note that the shareholders can opt for only one mode of voting i.e. either physical postal ballot or e-voting. If the shareholders are opting for e-voting, then do not vote by physical ballot and vice-versa. However, in case shareholders cast their votes simultaneously by physical ballot and e-voting, then voting done through valid physical ballot only shall be considered valid and voting done by e-voting will be treated as invalid.**

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO THE AFORESAID SPECIAL RESOLUTION**

**Item No. 1**

The Company executes many of its projects through subsidiaries, associates and joint ventures and would, therefore, be required to provide financial support by way of giving loan(s) / guarantee(s) / providing security (ies) / making investment in securities of these subsidiaries, associates and joint ventures and other companies.

Pursuant to the provisions of sub-section (2) of Section 186 of the Act, the Board of Directors of a company inter-alia engaged in providing infrastructure facilities including housing can make investment in securities of any other company beyond the prescribed ceiling of:

- i. sixty percent of its paid-up share capital and free reserves and securities premium account;  
or
- ii. hundred percent of its free reserves and securities premium account, whichever is more, if a special resolution is passed by the members of the company.

For a company engaged in providing infrastructural facilities, the above ceiling is not applicable in making loan(s), giving guarantee(s) or providing security(ies) for loans availed by other companies. The ceiling is applicable only to the extent of investments made by such infrastructure company in the securities of other companies.

As a measure of achieving greater financial flexibility and to facilitate optimal financing structure, the approval of the members is being sought by a special resolution under Section 186 of the Act to authorise the Board or any duly constituted committee of the Board for making further investment(s) for an amount not exceeding ₹ 2,000 crores (Rupees Two Thousand Crores) in addition to the investments already made notwithstanding that the aggregate of the investments made/ securities acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186(2) of the Act.

The new investment(s) will be made out of own funds/internal accruals/any other source including borrowings, if necessary, in order to achieve long term strategic and business objectives.

The special resolution at Item No.1 of the accompanying Notice is being proposed in furtherance of and supplemental to the existing limit for making investments.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members of the Company.

By Order of the Board  
For Hubtown Limited

Sd/-  
Chetan S. Mody  
Company Secretary

Place: Mumbai  
Date: June 11, 2016