

### SCRUTINIZER'S REPORT

To,  
The Chairman,  
Board of Directors,  
Hubtown Limited,  
Ackuti Center Point, 6<sup>th</sup> Floor,  
Central Road, Marol MIDC,  
Andheri (East)-400093.

Dear Sir,

1. The Board of Directors of the Company at its meeting held on May 29, 2014 has appointed me as a Scrutinizer for conducting the postal ballot voting process.
2. I submit my report as under:
  - 2.1 The Company has completed on June 19, 2014 the dispatch of postal ballot forms (with e-voting password) along with postage prepaid business reply envelope to its Members whose name(s) appeared in the Register of Members/list of beneficiaries as on May 30, 2014. The company has also made arrangement for e-voting with NSDL.
  - 2.2 Particulars of all the postal ballot and e-voting forms received from the Members have been entered in a register separately maintained for the purpose.
  - 2.3 The postal ballot forms were kept under, my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
  - 2.4 The ballot boxes were opened on 26/06/2014, 01/07/2014, 04/07/2014, 09/07/2014, 10/07/2014, 13/07/2014, 17/07/2014 and 19/07/2014 in my presence.
  - 2.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries as on May 30, 2014.
  - 2.6 All postal ballot forms received up to the close of working hours on July 19, 2014, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
  - 2.7 Envelopes containing postal ballot forms received after July 19, 2014 were not considered for my scrutiny.



2.8 Envelopes containing postal ballot forms returned undelivered aggregated to Nil .

2.9 I did not find any defaced or mutilated ballot paper.

3. A summary of the postal ballot forms received is given below:

**1. Special Resolution :**

Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing in excess of the paid-up share capital and free reserves of the Company.

Sr. No.	Particulars	No. of ballot forms	No. of shares	% of total paid- up equity capital	% of total vote casted
(a)	Total postal ballot forms received	242	24658617	33.90	-
(b)	Total E-ballot forms received	56	8302	00.01	-
(c)	<b>Total ballots received</b>	<b>298</b>	<b>24666919</b>	<b>33.91</b>	-
(d)	Less: Invalid postal ballot forms (as per register)	8	664	0	-
(e)	Less: Invalid postal ballot forms (as per E - Voting)	0	0	0	-
(f)	<b>Net invalid ballots</b>	<b>8</b>	<b>664</b>	<b>0</b>	-
(g)	<b>Net Valid ballots</b>	<b>290</b>	<b>24666255</b>	<b>33.91</b>	-
(h)	Net valid postal ballot forms(as per register)	234	24657953	33.90	-
(i)	Net valid E-ballot forms(as per register)	56	8302	00.01	-
(j)	<b>Total valid ballots</b>	<b>290</b>	<b>24666255</b>	<b>33.91</b>	-
(k)	Postal ballot forms with assent for the resolution (as per register)	214	24657375	33.90	99.960
(l)	E- ballot forms with assent for the resolution (as per register)	36	7714	00.01	00.030
(m)	<b>Total ballots with assent for the resolution.</b>	<b>250</b>	<b>24665089</b>	<b>33.91</b>	<b>99.990</b>
(n)	Postal ballot forms with dissent for the resolution (as per register)	20	578	0	00.005
(o)	E-ballot forms with dissent for the resolution (as per register)	20	588	0	00.005
(p)	<b>Total ballot forms with dissent for the resolution</b>	<b>40</b>	<b>1166</b>	<b>0</b>	<b>00.010</b>



**2. Special Resolution :**

Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges on movable and immovable properties of the Company.

Sr. No.	Particulars	No. of ballot forms	No. of shares	% of total paid- up equity capital	% of total vote casted
(a)	Total postal ballot forms received	237	24658355	33.90	-
(b)	Total E-ballot forms received	56	8334	00.01	-
(c)	<b>Total ballots received</b>	<b>293</b>	<b>24666689</b>	<b>33.91</b>	-
(d)	Less: Invalid postal ballot forms (as per register)	8	664	0	-
(e)	Less: Invalid postal ballot forms (as per E - Voting)	0	0	0	-
(f)	<b>Net invalid ballots</b>	<b>8</b>	<b>664</b>	<b>0</b>	-
(g)	<b>Net Valid ballots</b>	<b>285</b>	<b>24666025</b>	<b>33.91</b>	-
(h)	Net valid postal ballot forms(as per register)	229	24657691	33.90	-
(i)	Net valid E-ballot forms(as per register)	56	8334	00.01	-
(j)	<b>Total valid ballots</b>	<b>285</b>	<b>24666025</b>	<b>33.91</b>	-
(k)	Postal ballot forms with assent for the resolution (as per register)	211	24657253	33.90	99.960
(l)	E- ballot forms with assent for the resolution (as per register)	39	7808	00.01	00.030
(m)	<b>Total ballots with assent for the resolution.</b>	<b>250</b>	<b>24665061</b>	<b>33.91</b>	<b>99.990</b>
(n)	Postal ballot forms with dissent for the resolution (as per register)	18	438	0	00.005
(o)	E-ballot forms with dissent for the resolution (as per register)	17	526	0	00.005
(p)	<b>Total ballot forms with dissent for the resolution</b>	<b>35</b>	<b>964</b>	<b>0</b>	<b>00.010</b>



**3. Special Resolution :**

Special Resolution under Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

Sr. No.	Particulars	No. of ballot forms	No. of shares	% of total paid-up equity capital	% of total vote casted
(a)	Total postal ballot forms received	238	24658405	33.90	-
(b)	Total E-ballot forms received	56	8302	00.01	-
(c)	<b>Total ballots received</b>	<b>294</b>	<b>24666707</b>	<b>33.91</b>	-
(d)	Less: Invalid postal ballot forms (as per register)	8	664	0	-
(e)	Less: Invalid postal ballot forms (as per E - Voting)	0	0	0	-
(f)	<b>Net invalid ballots</b>	<b>8</b>	<b>664</b>	<b>0</b>	-
(g)	<b>Net Valid ballots</b>	<b>286</b>	<b>24666043</b>	<b>33.91</b>	-
(h)	Net valid postal ballot forms(as per register)	230	24657741	33.90	-
(i)	Net valid E-ballot forms(as per register)	56	8302	00.01	-
(j)	<b>Total valid ballots</b>	<b>286</b>	<b>24666043</b>	<b>33.91</b>	-
(k)	Postal ballot forms with assent for the resolution (as per register)	217	24657362	33.90	99.960
(l)	E- ballot forms with assent for the resolution (as per register)	39	7742	00.01	00.030
(m)	<b>Total ballots with assent for the resolution.</b>	<b>256</b>	<b>24665104</b>	<b>33.91</b>	<b>99.990</b>
(n)	Postal ballot forms with dissent for the resolution (as per register)	13	379	0	00.005
(o)	E-ballot forms with dissent for the resolution (as per register)	17	560	0	00.005
(p)	<b>Total ballot forms with dissent for the resolution</b>	<b>30</b>	<b>939</b>	<b>0</b>	<b>00.010</b>



**4. Special Resolution :**

Special Resolution under Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014.

Sr. No.	Particulars	No. of ballot forms	No. of shares	% of total paid-up equity capital	% of total vote casted
(a)	Total postal ballot forms received	238	24658405	33.90	-
(b)	Total E-ballot forms received	56	8302	00.01	-
(c)	<b>Total ballots received</b>	<b>294</b>	<b>24666707</b>	<b>33.91</b>	-
(d)	Less: Invalid postal ballot forms (as per register)	8	664	0	-
(e)	Less: Invalid postal ballot forms (as per E - Voting)	0	0	0	-
(f)	<b>Net invalid ballots</b>	<b>8</b>	<b>664</b>	<b>0</b>	-
(g)	<b>Net Valid ballots</b>	<b>286</b>	<b>24666043</b>	<b>33.91</b>	-
(h)	Net valid postal ballot forms(as per register)	230	24657741	33.90	-
(i)	Net valid E-ballot forms(as per register)	56	8302	00.01	-
(j)	<b>Total valid ballots</b>	<b>286</b>	<b>24666043</b>	<b>33.91</b>	-
(k)	Postal ballot forms with assent for the resolution (as per register)	213	24657202	33.90	99.960
(l)	E- ballot forms with assent for the resolution (as per register)	40	7775	00.01	00.030
(m)	<b>Total ballots with assent for the resolution.</b>	<b>253</b>	<b>24664977</b>	<b>33.91</b>	<b>99.990</b>
(n)	Postal ballot forms with dissent for the resolution (as per register)	17	539	0	00.005
(o)	E-ballot forms with dissent for the resolution (as per register)	16	527	0	00.005
(p)	<b>Total ballot forms with dissent for the resolution</b>	<b>33</b>	<b>1066</b>	<b>0</b>	<b>00.010</b>



**5. Ordinary Resolution :**

Ordinary Resolution under Section 196 (4) of the Companies Act, 2013 for amendment of the terms of appointment of Mr. Vyomesh Shah, Managing Director of the Company.

Sr. No.	Particulars	No. of ballot forms	No. of shares	% of total paid- up equity capital	% of total vote casted
(a)	Total postal ballot forms received	238	24658405	33.90	-
(b)	Total E-ballot forms received	55	8286	00.01	-
(c)	<b>Total ballots received</b>	<b>293</b>	<b>24666691</b>	<b>33.91</b>	-
(d)	Less: Invalid postal ballot forms (as per register)	8	664	0	-
(e)	Less: Invalid postal ballot forms (as per E - Voting)	0	0	0	-
(f)	<b>Net invalid ballots</b>	<b>8</b>	<b>664</b>	<b>0</b>	-
(g)	<b>Net Valid ballots</b>	<b>285</b>	<b>24666027</b>	<b>33.91</b>	-
(h)	Net valid postal ballot forms(as per register)	230	24657741	33.90	-
(i)	Net valid E-ballot forms(as per register)	55	8286	00.01	-
(j)	<b>Total valid ballots</b>	<b>285</b>	<b>24666027</b>	<b>33.91</b>	-
(k)	Postal ballot forms with assent for the resolution (as per register)	215	24657328	33.90	99.960
(l)	E- ballot forms with assent for the resolution (as per register)	39	7896	00.01	00.030
(m)	<b>Total ballots with assent for the resolution.</b>	<b>254</b>	<b>24665224</b>	<b>33.91</b>	<b>99.990</b>
(n)	Postal ballot forms with dissent for the resolution (as per register)	15	413	0	00.005
(o)	E-ballot forms with dissent for the resolution (as per register)	16	390	0	00.005
(p)	<b>Total ballot forms with dissent for the resolution</b>	<b>31</b>	<b>803</b>	<b>0</b>	<b>00.010</b>



4. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to the Company Secretary/ Director authorised by the Board to supervise the postal ballot process.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

*Bhattach*

Ashish Bhatt  
Scrutinizer

Place: Thane  
Date: July 21, 2014

