

November 14, 2025

To,

BSE Limited

The Corporate Relationship Department
1st Floor, P.J. Towers, Dalal Street
Fort, Mumbai – 400 001
Maharashtra, India.

National Stock Exchange of India Limited

The Listing Department
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 400 051
Maharashtra, India.

Scrip Code: 532799

Symbol: HUBTOWN

Dear Sir/Madam,

Subject: Disclosure under Regulation 30 of the SEBI (LODR) Regulations, 2015 (“Listing Regulations”) regarding receipt of Observation Letter from BSE Limited in relation to the proposed Scheme of Arrangement between Hubtown Limited (“Transferee Company”) and Saicharan Consultancy Private Limited (“Transferor Company”) and their respective shareholders and creditors

This is in continuation to our earlier intimation dated June 30, 2025, wherein the Board of Directors had approved the Scheme of Arrangement between Hubtown Limited (“**Transferee Company**”) and 25 West Realty Private Limited (“**Transferor Company**”) and their respective shareholders and creditors under sections 230 to 232 of the Companies Act, 2013 read with applicable rules made thereunder (“**Scheme**”), subject to receipt of regulatory and other approvals.

In this regard, we would like to inform you that BSE Limited, vide their letter dated November 12, 2025 and National Stock Exchange of India Limited, vide their letter dated November 14, 2025, has issued its Observation Letter with ‘No adverse observations’ remark, to the proposed Scheme, as required under Regulation 37 of the Listing Regulations.

We hereby also enclose the copy of the said Observation Letters for reference and records.

This is for your information and record.

Thanking You,

Yours faithfully,

For Hubtown Limited

Shivil Kapoor
Company Secretary
M.No.: F11865

“Revised Letter”

DCS/AMAL/RG/R37/3894/2025-26

November 14, 2025

To,
The Company Secretary,
Hubtown Limited
Hubtown Seasons, CTS NO. 469 - A, Opp.
Jain Temple, R. K. Chemburkar Marg,
Chembur (East), Mumbai-400071

Sub: Scheme of Arrangement amongst 25 West Realty Private Limited and Hubtown Limited and their Respective Shareholders and Creditors.

We refer to your application for Scheme of Arrangement amongst **25 West Realty Private Limited (WRPL/Transferor Company)** and **Hubtown Limited (HL/Transferee Company)** and their Respective Shareholders and Creditors under section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013 and rules made thereunder filed with the Exchange under Regulation 37 of SEBI LODR Regulations, 2015, read with SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, and Reg. 94(2) of SEBI LODR Regulations, 2015.

In this regard, SEBI vide its Letter dated November 12, 2025, has inter alia given the following comment(s) on the said draft scheme of Arrangement:

1. “The Entity shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the listed entity, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme.”
2. “The Entity shall ensure that additional information, if any, submitted by the listed entity after filing the scheme with the stock exchange, from the date of receipt of this letter, is displayed on the websites of the listed company and the stock exchanges.”
3. “The entity shall duly compliance with the SEBI circulars issued from time to time.
4. The entities involved in the Scheme shall duly comply with various provisions of the Master Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company.”
5. “The entity is advised that the information pertaining to all the Unlisted Companies, if any, involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.”
6. “The Entity shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.”
7. “The entity is advised that the details of the proposed scheme under consideration as provided by the listed entity to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.”

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8. "The entity is advised that the proposed equity shares, if any, to be issued in terms of the "Scheme" shall mandatorily be in demat form only."
9. "The entity is advised that the "Scheme" shall be acted upon subject to the listed entity complying with the relevant clauses mentioned in the scheme document."
10. "No changes to the draft scheme except those mandated by the regulators/authorities/tribunals shall be made without specific written consent of SEBI."
11. "The entity is advised that the observations of SEBI/Stock exchanges shall be incorporated in the petition to be filed before NCLT, and the company is obliged to bring the observations to the notice of NCLT."
12. "The entity is advised to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."
13. "The entity is advised to ensure that the following additional disclosure to the public shareholders as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, to enable them to take an informed decision: -
 - i. Need for the amalgamation, rationale of the scheme, synergies of business of the entities involved in the scheme, impact of the scheme on the shareholders and cost benefit analysis of the scheme.
 - ii. Details of Registered Valuer issuing Valuation Report and Merchant Banker issuing Fairness opinion, Summary of methods considered for arriving at the Share-Swap Ratio and Rationale for using above methods.
 - iii. Basis for arriving at the share swap ratio.
 - iv. Pre and Post scheme shareholding of HL and WRPL as on the date of notice of Shareholders meeting along with rationale for changes, if any, occurred between filing of Draft Scheme to Notice to shareholders.
 - v. Capital built-up of HL and WRPL for the last 3 years.
 - vi. Details of Revenue, PAT and EBIDTA of HL and WRPL for the last 3 years.
 - vii. Value of Assets and liabilities of HL that are being transferred to WRPL and post-merger balance sheet of WRPL.
 - viii. Details of potential benefits and risks associated with the amalgamation.
 - ix. Financial implication of amalgamation on Promoters, Public Shareholders and the companies involved in the scheme along with future growth prospects of HL and WRPL pursuant to merger.
 - x. Disclose all pending actions against the entities involved in the scheme its promoters/directors/KMPs and possible impact of the same on the WRPL and on the public shareholders.
 - xi. Entity shall ensure that applicable additional information, if any to be submitted to SEBI along with draft scheme of arrangement as advised by email dated November 12, 2025, shall form part of disclosures to the shareholders.
 - xii. Value of assets and liabilities of WRPL that are being transferred to HL and post-merger balance sheet of HL.
 - xiii. Financial implication of amalgamation on promoters, public shareholders and the companies involved in the scheme along with future growth prospects of HL pursuant to merger.

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xiv. **Disclose all pending actions against the entities involved in the scheme, its promoters/directors/KMPs and possible impact of the same on the HL and its public shareholders.**

14. **“It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.”**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- i. To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- ii. To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- iii. To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Please note that the submission of documents/information, in accordance with the circular to SEBI/Exchange should not any way be deemed or construed that the same has been cleared or approved by SEBI/Exchange. SEBI/Exchange does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the document submitted.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.

Kindly note that as required under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete/incorrect/misleading/false or for any contravention of Rules, Byelaws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

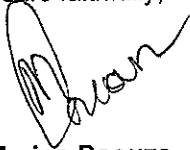
In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

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Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019, issued to the company.

For BSE Limited,

Yours faithfully,



Marian Dsouza
Assistant Vice President



Raghav Garg
Deputy Manager

Ref: NSE/LIST/49841

November 14, 2025

The Company Secretary,
Hubtown Limited

Dear Sir/Madam,

Sub: Observation Letter for draft Scheme of Arrangement between 25 West Realty Private Limited (“Transferor Company”) with Hubtown Limited (“Transferee Company”) and their respective shareholders and creditors under Sections 230 to 232 other applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

We are in receipt of the captioned draft scheme filed by Hubtown Limited.

Based on our letter reference no. NSE/LIST/49841 dated September 23, 2025, submitted to SEBI pursuant to SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 read with Regulation 94(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI vide its letter dated November 12, 2025 has inter alia given the following comment(s) on the draft scheme of arrangement:

- a) *The Company shall ensure to disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*
- b) *The Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchange, from the date of receipt of this letter, is displayed on the websites of the Listed Company and the Stock Exchanges.*
- c) *The Company shall ensure compliance with the SEBI circulars issued from time to time.*
- d) *The entities involved in the Scheme shall duly comply with various provisions of the SEBI Master Circular and also ensure that all the liabilities of the Transferor Company shall stand transferred to and vested in and be deemed to be transferred to and vested in the Transferee Company.*
- e) *The Company shall ensure that all the information pertaining to all the Unlisted Companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
- f) *The Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*
- g) *The Company shall ensure that the details of proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the shareholders.*

Ref: NSE/LIST/49841

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- h) The Companies shall ensure to disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013:*
- i. Need for the amalgamation, rationale of the scheme, synergies of business of the entities involved in the scheme, impact of the scheme on the shareholders and cost benefit analysis of the scheme.*
 - ii. Details of Registered Valuer issuing Valuation Report and Merchant Banker issuing Fairness opinion, Summary of methods considered for arriving at the Share-Swap Ratio and Rationale for using above methods.*
 - iii. Basis for arriving at the share swap ratio.*
 - iv. Pre and Post scheme shareholding of Hubtown Limited (HL) and 25 West Realty Private Limited (WRPL) as on the date of notice of Shareholders meeting along with rationale for changes, if any, occurred between filing of Draft Scheme to Notice to shareholders.*
 - v. Capital built-up of HL and WRPL for the last 3 years.*
 - vi. Details of Revenue, PAT and EBIDTA of HL and WRPL for the last 3 years.*
 - vii. Value of Assets and liabilities of WRPL that are being transferred to HL and post-merger balance sheet of HL.*
 - viii. Details of potential benefits and risks associated with the amalgamation.*
 - ix. Financial implication of amalgamation on Promoters, Public Shareholders and the companies involved in the scheme along with future growth prospects of HL pursuant to merger.*
 - x. The company shall disclose all pending actions against the entities involved in the scheme, its promoters/directors/KMPs and possible impact of the same on the HL and its public shareholders.*
- i) The company shall ensure that the applicable additional information, if any, shall form part of the disclosures to shareholders, which was submitted by the company to the stock exchange as per Annexure M of Exchange checklist.*
- j) The Company shall ensure that the proposed equity shares to be issued in terms of the “Scheme” shall mandatorily be in demat form only.*
- k) The Company shall ensure that the “Scheme” shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.*
- l) The Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities/ tribunals shall be made without specific written consent of SEBI.*
- m) The Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT, and the Company is obliged to bring the observations to the notice of NCLT.*

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- n) *The Company shall ensure to comply with all the applicable provisions of Companies Act, 2013 rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.*
- o) *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.*
- p) *The Listed entities involved in the proposed Scheme shall disclose the No-Objection Letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Please note that the submission of documents/information, in accordance with the Circular to SEBI and National Stock Exchange of India (NSE), should not in any way be deemed or construed that the same has been cleared or approved by SEBI and NSE. SEBI and NSE does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 37 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from November 14, 2025, within which the Scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

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The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37 of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Khyati Vidwans
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL: <https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>