HUBTOWN LIMITED

Registered Office : Hubtown Solaris, 2nd floor, N. S. Phadke Marg, Opp. Telli Gully,
Near Hotel Regency, Andheri (East), Mumbai 400 069 Phone: + 91 22 61238200 ; Fax: + 91 22 61238333
E-mail : investorcell@hubtown.co.in Website : www.hubtown.co.in

POSTAL BALLOT FORM

(Please read the instructions carefully before completing the Form)

CERTIFIED TRUE COPY

For HUBTOWN LIMITED

Chetan S. Mody.

CHETAN S. MODY
COMPANY SECRETARY

(1) Name(s) of Member(s) (including Joint-holders, if any) :

(2) Registered Address of the Sole / first named member :

(3) Registered Folio No. / DP ID No. / Client ID No.* (*applicable to investors holding shares in dematerialized form) :

(4) No. of shares held :

(5) I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated November 14, 2013 by conveying my/our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate boxes below :

Sr. No.	Description	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	**Item No.1 of the Notice** Special Resolution under Section 314 (1B) of the Companies Act, 1956 for Mr. Rushank V. Shah holding an office or place of profit under the Company.			
2	**Item No.2 of the Notice** Special Resolution under Section 314 (1B) of the Companies Act, 1956 for Mr. Khilen V. Shah holding an office or place of profit under the Company.			
3	**Item No. 3 of the Notice** Special Resolution under Section 31 of the Companies Act, 1956 for alteration of Articles of Association of the Company.			

Place :

Date :

(Signature of the Member/ Beneficial Owner)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

Note : (i) Kindly read the instructions printed overleaf before exercising your vote.
(ii) Last date for receipt of Postal Ballot Forms by the Scrutinizer is Saturday, December 28, 2013 upto 6.30 p.m.

INSTRUCTIONS

1. A member desiring to exercise his/her/its vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy is permitted to be used for the purpose) and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots if deposited in person or if sent by courier at the expense of the member shall also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot Form should be completed and signed by the member. In case of jointholding, this Form should be completed and signed by the first named member and in his/her absence, by the next named member as per the specimen signature registered with the Company / Depository Participants.
4. Unsigned, incomplete, defaced, mutilated and incorrectly ticked Postal Ballot Forms shall be rejected.
5. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding on the members.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority Letter / Power of Attorney together with attested specimen signature(s) of the authorised signatory(ies).
7. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint members.
8. The right of voting by Postal Ballot shall not be exercised by a Proxy.
9. A member need not use all his/her/its votes nor he/she/it needs to cast all his/her/its votes in the same way. If the member desires to cast only part of his/her/its votes or cast part of them in favour and part of them against the resolution(s), the number of shares in respect of which votes are cast should be mentioned in the respective columns, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the member.
10. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than the close of working hours (6.30 p.m.) on Saturday, December 28, 2013. Postal Ballot Forms received after this date will be treated as if no reply from the member has been received.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members / beneficial owners as on Friday, November 15, 2013.
12. The Scrutinizer will submit his final report as soon as possible after the last date of receipt for Postal Ballot but not later than Tuesday, December 31, 2013.
13. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self addressed postage pre-paid envelopes addressed to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal ballot Form should reach the Scrutinizer not later than the date specified at serial no. 10 above.
15. The results of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Notice. The results will thereafter be published in newspaper(s), and posted on the Company's website for the information of the members.
16. The Company is pleased to offer e-voting facility as an alternate for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is outlined in the Notes to the Postal Ballot Notice.

HUBTOWN

HUBTOWN LIMITED

Registered Office : Hubtown Solaris, 2nd floor, N. S. Phadke Marg, Opp. Telli Gully,
Near Hotel Regency, Andheri (East), Mumbai 400 069 Phone: + 91 22 61238200 ; Fax: + 91 22 61238333
E-mail : investorcell@hubtown.co.in Website : www.hubtown.co.in

POSTAL BALLOT

NOTICE PURSUANT TO SECTION 192A (2) OF THE COMPANIES ACT, 1956

Dear Members,

NOTICE is hereby given to the members of Hubtown Limited for seeking their approval to the appointment of certain persons to an office or place of profit under the Company and for effecting alterations in the Articles of Association of the Company by passing the below mentioned resolutions as special resolutions through voting by Postal Ballot and e-voting in accordance with the provisions of Section 192A of the Companies Act, 1956 (the 'Act') read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (the 'Rules") (including any statutory modification or re-enactment thereof for the time being in force).

Accordingly, the said special resolutions alongwith the Explanatory Statement setting out the material facts are being sent to you alongwith the Postal Ballot Form for your consideration.

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Company with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on which the equity shares of the Company are listed, and the provisions of Section 192A of the Act read with the Rules, the Company is pleased to provide electronic voting ("e-voting") facility as an alternative to its shareholders to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged National Securities Depository Limited ("NSDL") to provide e-voting facilities to the shareholders of the Company. It may be noted that e-voting is optional. The shareholders can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If a shareholder is opting for e-voting, then he/she/it is not required to send the Physical Ballot and vice-versa. If a shareholder 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 Scrutinizer will submit his report to the Chairman, or in his absence to the Managing Director of the Company, after completion of the scrutiny. The results of the Postal Ballot will be announced on **Tuesday, December 31, 2013 at 5.00 p.m.** by the Chairman or the Managing Director or by any person authorised by the Director of the Company at the registered office of the Company at 'Hubtown Solaris', 2nd floor, N. S. Phadke Marg, Opp. Telli Gully, Andheri (East), Mumbai 400069, besides being communicated to Stock Exchanges where the Company's shares are listed. The results will be subsequently published in atleast one English and one Marathi newspaper circulating in Mumbai and will be displayed on the website of the Company (www.hubtown.co.in). The date of declaration of the result of the Postal Ballot shall be taken to be the date of passing of the special resolutions.

Special Business :

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions :

1. **Appointment of Mr. Rushank V. Shah to an Office or Place of Profit under the Company**

"RESOLVED THAT pursuant to the provisions of Section 314 (1B) and other applicable provisions, if any, of the Companies Act, 1956 (the 'Act'), read with Directors' Relatives (Office or Place of Profit) Rules, 2011 (the 'Rules'), (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the appointment of Mr. Rushank V. Shah, son of Mr. Vyomesh M. Shah, Managing Director and a relative of Mr. Hemant M. Shah, Executive Chairman of the Company, to hold and continue to hold an office or place of profit under the Company as 'AVP – International Operations' (or any other designation and the role which the Board/Committee of the Board may decide from time to time) on such terms and conditions and remuneration as set out in the Explanatory Statement annexed hereto;

RESOLVED FURTHER THAT the aforesaid appointment shall be upto the retirement age as per the policy of the Company with effect from November 1, 2013 ;

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation or re-enactment by the Central Government (Ministry of Corporate Affairs) to Section 314 of the Act or the Rules, the Board of Director of the Company (the 'Board') be and is hereby authorised to vary or increase the remuneration including the salary, perquisites, allowances, etc., within such prescribed limit or ceiling without any further reference to the Company in general meeting;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to delegate all or any of the powers herein conferred to any Committee of Directors to give effect to the above resolution."

CHETAN S. MODY
COMPANY SECRETARY

The proposed appointment is in the best interest of the Company and accordingly, the Directors commend the resolution at Item No. 1 of the accompanying Notice for the approval of the members.

Mr. Vyomesh M. Shah and Mr. Hemant M. Shah, who are relatives of Mr. Rushank V. Shah, may be deemed to be concerned or interested in the said resolution. No other Director of the Company is concerned or interested in the said resolution.

Item No. 2

Considering the current market scenario and the challenges faced by the real estate sector, the complexity involved in formulating and planning the execution, development and marketing of real estate projects and with a view to closely monitor the progress and implementation of various on-going projects at multi-locations, the Board of Directors of the Company at its meeting held on November 14, 2013 appointed Mr. Khilen V. Shah as 'AVP – Operations and Sales' (or any other designation and role as the Board / Committee of the Board may decide from time to time) with effect from November 1, 2013.

Mr. Khilen V. Shah aged 24 years possesses International Baccalaureate Diploma from Ecole Mondiale World School, Mumbai and Bachelor of Science degree with Honours in Finance and Management from Leonard N. Stern School of Business, New York University, USA.

Mr. Khilen V. Shah is the son of Mr. Vyomesh M. Shah, Managing Director of the Company, and is also related to Mr. Hemant M. Shah, Executive Chairman and thus falls within the definition of 'Relative' under the Act. As Mr. Khilen V. Shah is a relative of the Managing Director and the Executive Chairman of the Company, his appointment amounts to holding an office or place of profit under the Company and, therefore, requires the approval of the members of the Company by a special resolution in terms of Section 314 (1B) of the Companies Act, 1956 (the 'Act') read with Director's Relative (Office or Place of Profit) Rules, 2011 (the 'Rules').

The broad terms of appointment and remuneration structure of Mr. Khilen V. Shah are :

Date and period of appointment	From November 1, 2013 upto the date of retirement as per the Company's policy.
Notice period	The employment may be terminated by giving three month's notice on either side.
Remuneration (salary and perquisites)	Rs.2,25,000 per month.

Approval of the Central Government shall not be required for the appointment of Mr. Khilen V. Shah under Section 314 (1B) of the Act read with the Rules as the monthly remuneration payable to him does not exceed Rs.2,50,000/- (Rupees Two Lacs Fifty Thousand only).

Accordingly, approval of the members by a special resolution is sought under Section 314 (1B) and other applicable provisions, if any, of the Act for the appointment of Mr. Khilen V. Shah to hold an office or place of profit as 'AVP – Operations and Sales' with effect from November 1, 2013.

The proposed appointment is in the best interest of the Company and accordingly, the Directors commend the resolution at Item No. 2 of the accompanying Notice for the approval of the members.

Mr. Vyomesh M. Shah and Mr. Hemant M. Shah, who are relatives of Mr. Khilen V. Shah, may be deemed to be concerned or interested in the resolution. No other Director of the Company is concerned or interested in the said resolution.

Item No. 3

In order to facilitate the members to waive/forego their right to receive dividend (interim or final) for any financial year so to enable the Company to conserve funds for its long term requirements, it is proposed to amend the Articles of Association of the Company in the manner as set out at Item No.3 of the accompanying Notice.

Pursuant to the provisions of Section 31 of the Companies Act, 1956, any amendment to the Articles of Association requires the approval of the members by a special resolution.

The Directors commend the resolution at Item No.3 for the approval of the members.

No Director of the Company is in any way concerned or interested in the said resolution.

By Order of the Board
For **Hubtown Limited**

Dated: November 14, 2013
Place : Mumbai

Chetan S. Mody
Company Secretary

2. **Appointment of Mr. Khilen V. Shah to an Office or Place of Profit under the Company**

"RESOLVED THAT pursuant to the provisions of Section 314 (1B) and other applicable provisions, if any, of the Companies Act, 1956 (the 'Act'), read with Directors' Relatives (Office or Place of Profit) Rules, 2011 (the 'Rules'), (including any statutory modification or re-enactment thereof, for the time being in force), and subject to the approval of the Central Government, if so required, the consent of the company be and is hereby accorded to the appointment of Mr. Khilen V. Shah, son of Mr. Vyomesh M. Shah, Managing Director and a relative of Mr. Hemant M. Shah, Executive Chairman of the Company, to hold and continue to hold an office or place of profit under the Company as 'AVP – Operations and Sales' (or any other designation and the role which the Board/Committee of the Board may decide from time to time) on such terms and conditions and remuneration as set out in the Explanatory Statement annexed hereto;

RESOLVED FURTHER THAT the aforesaid appointment shall be upto the retirement age as per the policy of the Company with effect from November 1, 2013;

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation or re-enactment by the Central Government (Ministry of Corporate Affairs) to Section 314 of the Act or the Rules, the Board of Director of the Company (the 'Board') be and is hereby authorised to vary or increase the remuneration including the salary, perquisites, allowances, etc., within such prescribed limit or ceiling without any further reference to the Company in general meeting;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to delegate all or any of the powers herein conferred to any Committee of Directors to give effect to the above resolution."

3. **Alteration of Articles of Association of the Company**

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be and are hereby altered/amended in the manner as set out hereunder :

(i) Delete the existing Article 198 and substitute the following new Article 198 in place and stead thereof :

198. 'Declaration of dividend in General Meeting'

'The Company may in general meeting, declare a dividend to be paid to the members, other than the members who have waived/foregone their right of receiving any dividend (including any interim dividend) declared / to be declared by the Company for any financial year in accordance with the Rules as may be framed by the Board and as amended from time to time, according to their respective rights and interests in the profits and subject to the provisions of the Act, may fix time for payment of the same.'

(ii) Insert the following new Article 198A after the existing Article 198 as hereunder :

198A. 'Right of members to waive/forgo his/her/its right to receive the dividend'

'Notwithstanding anything contained in Articles 196 to 212 of the Articles of Association of the Company but subject to provisions of the Act and all other applicable statutory rules and regulations in that behalf and also subject to the rules framed by the Board of Directors of the Company in this behalf and as amended from time to time by the Board, it shall be open for the members of the Company who hold equity shares in the Company to waive/forego his/her/its right to receive the dividend (interim or final) by him/her/it for any financial year which may be declared or recommended respectively by the Board of Directors of the Company. The waiver/forgoing by the members of his/her/its right to receive the dividend (interim or final) under this Article shall be irrevocable immediately after the 'Record Date' / 'Book Closure Date' fixed for determining the names of members entitled to the dividend. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such members who have waived/forgone his/her its right to receive the dividend (interim or final) by him/her/it under this Article.

(iii) Delete the existing Article 201 and substitute the following new Article 201 in place and stead thereof :

201. 'Dividend in proportion to amounts paid-up'

'The Company may pay dividend to members, other than the members who have waived/foregone their right of receiving dividends (interim or final) in respect of any financial year in accordance with the rules framed by the Board of Directors of the Company and as amended

8. Shareholders who have registered their e-mail IDs with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and shareholders who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form by post. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download the Postal Ballot Form from the link **www.evoting.nsdl.com** or from the 'Investors' section on the website of the Company **www.hubtown.co.in** The shareholders can also seek duplicate Postal Ballot Form from M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Marg, Bhandup (West), Mumbai 400078.

9. Shareholders desirous of exercising their vote by physical Postal Ballot are requested to carefully read the instructions printed in the attached Postal Ballot Form. Such shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. The Postal Ballot Form duly completed and signed should be returned in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer before the close of working hours (6.30 p.m.) on or before December 28, 2013. The postage will be borne by the Company. The consent or otherwise received after the said date shall be treated as if the reply from the shareholder has not been received. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the shareholder will also be accepted.

10. 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 also 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.

11. The voting period ends at 6.30 p.m. on Saturday, December 28, 2013. Thereafter, the e-voting module shall also be disabled by NSDL on the same day.

12. If a shareholder has voted differently in both physical as well as electronic modes, votes cast by way of physical Postal Ballot would be considered valid.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

ITEM NO. 1

Considering the current market scenario and the challenges faced by the real estate sector, the complexity involved in formulating and planning the execution and development of real estate projects and with a view to closely monitor the progress and implementation of various on-going projects at multi-locations, the Board of Directors of the Company at its meeting held on November 14, 2013 appointed Mr. Rushank V. Shah as 'AVP – International Operations' (or any other designation and role as the Board /Committee of the Board may decide from time to time) with effect from November 1, 2013.

Mr. Rushank V. Shah, aged 26 years, possesses International Baccalaureate Diploma from American School of Mumbai and Bachelor of Arts degree in Economics from University of Illinois at Urbana-Champaigne, USA.

Mr. Rushank V. Shah is the son of Mr. Vyomesh M. Shah, Managing Director of the Company, and is also related to Mr. Hemant M. Shah, Executive Chairman and thus falls within the definition of 'Relative' under the Act. As Mr. Rushank V. Shah is a relative of the Managing Director and the Executive Chairman of the Company, his appointment amounts to holding an office or place of profit under the Company and, therefore, requires the approval of the members of the Companyby a special resolution in terms of Section 314 (1B) of the Companies Act, 1956 (the 'Act') read with Director's Relative (Office or Place of Profit) Rules, 2011 (the 'Rules').

The broad terms of appointment and remuneration structure of Mr. Rushank V. Shah are :

Date and period of appointment	From November 1, 2013 upto the date of retirement as per the Company's policy.
Notice period	The employment may be terminated by giving three month's notice on either side.
Remuneration (salary and perquisites)	Rs.2,25,000 per month.

Approval of the Central Government shall not be required for the appointment of Mr. Rushank V. Shah under Section 314 (1B) of the Act read with Rules, as the monthly remuneration payable to him does not exceed Rs.2,50,000/- (Rupees Two Lacs Fifty Thousand only).

Accordingly, approval of the members by a special resolution is sought under Section 314 (1B) and other applicable provisions, if any, of the Act for the appointment of Mr. Rushank V. Shah to hold an office or place of profit as 'AVP- International Operations' with effect from November 1, 2013.

from time to time, in proportion to the amount paid-up or credited as paid-up on each share.'

(iv) Delete the existing Article 202 and substitute the following new Article 202 in place and stead thereof :

202. 'Interim Dividend'

'Subject to the provisions of the Act, the Directors may, from time to time, pay to the members other than the members who have waived/forgone their right of receiving any dividend declared / to be declared by the Board of Directors for any financial year, such interim dividends as in their judgment the position of the Company justifies.'

(v) Delete the existing Article 210 and substitute the following new Article 210 in place and stead thereof :

210. 'Dividend to be paid within time required by law'

The Company shall pay the dividend, or send warrant in respect thereof to the members entitled to the payment of the dividend, other than the members who have waived/forgone their right of receiving any dividend declared/to be declared by the Company for any financial year, within such time as may be required by law from time to time, from the date of the declaration of the dividend unless :-

(a) where the dividend could not be paid by reason of the operation of any law;

(b) where a shareholder has given directions regarding the payment of dividend and those directions cannot be complied with;

(c) where there is a dispute regarding the right to receive the dividend;

(d) where the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholders; and

(e) where, for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company."

By Order of the Board
For **Hubtown Limited**

Chetan S. Mody
Company Secretary

Dated: November 14, 2013
Place : Mumbai

Notes:

1. The relative Explanatory Statement pursuant to Section 173 read with Section 192A (2) of the Companies Act, 1956 setting out material facts in respect of the businesses specified hereinabove is annexed hereto.

2. The Notice of the Postal Ballot is being sent 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, November 15, 2013. The 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. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the shareholders as on Friday, November 15, 2013.

3. Shareholders can also download the Postal Ballot Form from the link www.evoting.nsdl.com or www.hubtown.co.in or seek duplicate Postal Ballot Form from M/s. Link Intime India Private Limited, Registrar and Transfer Agent, C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Marg, Bhandup (West), Mumbai 400078.

4. In accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and the Circular No. CIR/CFD/DIL/6/2012 dated July 13, 2012 issued by Securities and Exchange Board of India, the Company is also offering e-voting option to all the shareholders. For this purpose, the Company has signed an agreement with NSDL 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.

5. The Board of Directors of the Company at its meeting held on November 14, 2013 has, in accordance with Rule 6 of the Rules appointed Mr. Ashish Bhatt, a Practising Company Secretary as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules framed thereunder. The Postal Ballot Form and the self-addressed postage pre-paid envelope are enclosed for use by the shareholders.

6. All material documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the shareholders at the Registered Office of the Company during office hours on all working days except Saturdays and Sundays and intervening holidays between 11.00 a.m. and 1.00 p.m. upto the last date for receipt of the Postal Ballot specified in the accompanying Notice i.e. Saturday, December 28, 2013.

7. The Companies Act, 2013 has been enacted with effect from August 29, 2013, However, the provisions relating to passing of resolutions by Postal Ballot have not been notified as on the date of this Notice. The new Act contains similar provisions on the aforesaid matter and requires the Company to follow similar legal obligations as provided under the Companies Act, 1956.

INSTRUCTIONS FOR E-VOTING

(A) In case of shareholders receiving e-mails from NSDL

i. Open e-mail and open PDF file viz. **"Hubtown e-voting.pdf"** with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.

ii. Launch internet browser by typing the URL : https://**www.evoting.nsdl.com/.**

iii. Click on "Shareholder-Login".

iv. Put user ID and password as initial password noted in step (a) above. Click login.

v. Password change menu will appear. Change the password with new password of you choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi. Home page of "e-voting" opens. Click on "e-voting". : Active E Voting Cycles.

vii. Select E Voting Event Number (EVEN) of Hubtown Limited.

viii. Now you are ready for "e-voting" as "Cast Vote" page opens.

ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

x. Upon confirmation, the message "Vote cast successfully" will be displayed.

xi. Once you have voted on the resolution, you will not be allowed to modify your vote.

xii. Institutional shareholders and bodies corporate (i.e. other than individuals, HUF, NRIs, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote to the Scrutinizer through e-mail at **csashishbhatt@gmail.com** with a copy marked to **evoting@nsdl.co.in.**

(B) In case of shareholders receiving Postal Ballot Form by Post :

i. Initial password is provided at the bottom of the Postal Ballot Form :

ii. Please follow all steps from Sl. No. (ii) to (xii) of (A) above, to cast your vote.

(C) In case of any queries, you may refer the "Frequently Asked Questions (FAQs)" for shareholders and e-voting user manual for shareholders available at the "downloads" section of NSDL website at **www.evoting.nsdl.com.**

(D) If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.

(E) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications.