HUBTOWN

Regd. Office: Ackruti Center Point, 6th Floor, Central Road, Marol MIDC, Andheri (E), Mumbai 400093. INDIA
Tel. : +91-22-6703 7400 • Fax : +91-22-6703 7403 • www.hubtown.co.in • CIN: L45200MH1989PLC050688

September 26, 2014

Department of Corporate Services
Bombay Stock Exchange Limited
P. J. Towers, Dalal Street
Fort, Mumbai 400 001

Dear Sir,

Sub : Disclosures pertaining to the 26th Annual General Meeting of the Company

Ref. : Clause 35A of the Listing Agreement

We are pleased to enclose the disclosures pertaining to the proceedings of the 26th Annual General Meeting of the Company held on **Thursday, September 25, 2014 at 10.00 a.m.** at Walchand Hirachand Hall, 4th floor, IMC Building, Churchgate, Mumbai 400020, in the format prescribed under Clause 35A of the Listing Agreement as amended.

In this connection we annex hereto the report of Mr. Ashish Bhatt, of M/s. Ashish Bhatt & Associates, practising company secretary, scrutinizer for the e-voting process.

You are requested to kindly take note of the same and bring it on your record.

Thanking you,

Yours faithfully,
For **Hubtown Limited**

Chetan S. Mody

Chetan S. Mody
Company Secretary

HUBTOWN LIMITED

Encl : a/a

Cc : National Stock Exchange of India Limited

HUBTOWN LIMITED

[CIN : L45200MH1989PLC050688]
Registered Office : Ackruti Center Point, 6th floor, Central Road, Marol MIDC, Andheri (East), Mumbai 400093
Phone: + 91 22 67037400; Fax: + 91 22 67037403;
E-mail : investorcell@hubtown.co.in ; Website : www.hubtown.co.in

DISCLOSURE UNDER CLAUSE 35A OF THE LISTING AGREEMENT

OUTCOME OF ANNUAL GENERAL MEETING

Name of the Company	**HUBTOWN LIMITED**		
Date of the Annual General Meeting	**September 25, 2014**		
Total no. of shareholders as on 'Record Date' – September 19, 2014	**22,736**		
No. of shareholders present in the meeting either in person or through proxy			
	In Person	Proxy	
Promoters and Promoter Group	**14**	**3**	
Public	**34**	**4**	
No. of shareholders who attended the meeting through video conferencing	Promoters and Promoter Group	**Not arranged**	
	Public		

DETAILS OF AGENDA WISE RESOLUTIONS PASSED

1. The modes of voting for all resolutions were e-voting, physical ballot and poll conducted at the 26th Annual General Meeting held on September 25, 2014.
2. E-voting was conducted between September 17, 2014 to September 19, 2014.
3. Given below is the resolution wise combined result of e-voting, physical ballot and poll.

Item No. : 1

Details of the Resolution	Type of resolution (Ordinary/Special)	Mode of Voting (E-voting / Ballot / Poll)	Result of voting
Adoption of the audited Balance Sheet as March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.	Ordinary	E-voting / Ballot / Poll	resolution passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) [(2)/(1)*100]	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoters and Promoter Group	54540703	52240703	95.782	52240703	0	100	0
Public – Institutional holders	461687	0	0	0	0	0	0
Public – Others	17733481	18554	0.104	18549	5	99.973	0
Total	**72735871**	**52259257**	**71.847**	**52259252**	**5**	**99.999**	**0**

HUBTOWN LIMITED

Item No. : 2

Details of the Resolution	Type of resolution (Ordinary/Special)	Mode of Voting (E-voting / Ballot / Poll)	Result of voting
To declare a dividend on equity shares.	Ordinary	E-voting / Ballot / Poll	Resolution lost and defeated

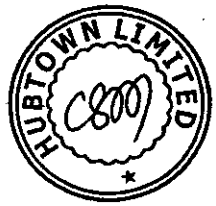
Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) [(2)/(1)*100]	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoters and Promoter Group	54540703	52240703	95.782	0	52240703 *	0	100
Public – Institutional holders	461687	0	0	0	0	0	0
Public – Others	17733481	18554	0.104	401	18153	2.161	97.838
Total	**72735871**	**52259257**	**71.847**	**401**	**52258856**	**2.161**	**99.999**

* - Due to non-receipt of consents from the lenders, the promoters / promoter group were constrained to vote against the motion for declaration of dividend.

Item No. : 3

Details of the Resolution	Type of resolution (Ordinary/Special)	Mode of Voting (E-voting / Ballot / Poll)	Result of voting
Reappointment of Mr. Vyomesh M. Shah (DIN 00009596) as a Director, who retires by rotation.	Ordinary	E-voting / Ballot / Poll	Resolution passed with requisite majority.

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) [(2)/(1)*100]	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoters and Promoter Group	54540703	52240703	95.782	52240703	0	100	0
Public – Institutional holders	461687	0	0	0	0	0	0
Public – Others	17733481	18554	0.104	18549	5	99.973	0
Total	**72735871**	**52259257**	**71.847**	**52259252**	**5**	**99.999**	**0**



Item No. : 4

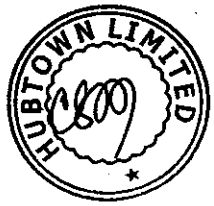
Details of the Resolution	Type of resolution (Ordinary/Special)	Mode of Voting (E-voting / Ballot / Poll)	Result of voting
Appointment of M/s. Doshi Doshi & Associates, Chartered Accountants (Firm Registration No. : 121773W), as Auditors of the Company for a period of three consecutive years.	Ordinary	E-voting / Ballot / Poll	Resolution passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) [(2)/(1)*100]	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoters and Promoter Group	54540703	52240703	95.782	52240703	0	100	0
Public – Institutional holders	461687	0	0	0	0	0	0
Public – Others	17733481	18554	0.104	18549	5	99.973	0
Total	**72735871**	**52259257**	**71.847**	**52259252**	**5**	**99.999**	**0**

Item No. : 5

Details of the Resolution	Type of resolution (Ordinary/Special)	Mode of Voting (E-voting / Ballot / Poll)	Result of voting
Appointment of Mr. Arvind Kumar Joshi (DIN : 00209992) as an Independent Director of the Company for a period of five years.	Ordinary	E-voting / Ballot / Poll	Resolution passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) [(2)/(1)*100]	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoters and Promoter Group	54540703	52240703	95.782	52240703	0	100	0
Public – Institutional holders	461687	0	0	0	0	0	0
Public – Others	17733481	18554	0.104	18549	5	99.973	0
Total	**72735871**	**52259257**	**71.847**	**52259252**	**5**	**99.999**	**0**



Item No. : 6

Details of the Resolution	Type of resolution (Ordinary/Special)	Mode of Voting (E-voting / Ballot / Poll)	Result of voting
Appointment of Mr. Abhijit Datta (DIN : 00790029) as an Independent Director of the Company for a period of five years.	Ordinary	E-voting / Ballot / Poll	Resolution passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) [(2)/(1)*100]	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoters and Promoter Group	54540703	52240703	95.782	52240703	0	100	0
Public – Institutional holders	461687	0	0	0	0	0	0
Public – Others	17733481	18554	0.104	18549	5	99.973	0
Total	**72735871**	**52259257**	**71.847**	**52259252**	**5**	**99.999**	**0**

Item No. : 7

Details of the Resolution	Type of resolution (Ordinary/Special)	Mode of Voting (E-voting / Ballot / Poll)	Result of voting
Appointment of Mr. Sunil C. Shah (DIN : 06947244) as an Independent Director of the Company for a period of five years.	Ordinary	E-voting / Ballot / Poll	Resolution passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) [(2)/(1)*100]	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoters and Promoter Group	54540703	52240703	95.782	52240703	0	100	0
Public – Institutional holders	461687	0	0	0	0	0	0
Public – Others	17733481	18554	0.104	18549	5	99.973	0
Total	**72735871**	**52259257**	**71.847**	**52259252**	**5**	**99.999**	**0**

HUBTOWN LIMITED

Item No. : 8

Details of the Resolution	Type of resolution (Ordinary/Special)	Mode of Voting (E-voting / Ballot / Poll)	Result of voting
Appointment of Mrs. Priti K. Shah (DIN : 01880436) as a Director of the Company liable to retire by rotation.	Ordinary	E-voting / Ballot / Poll	Resolution passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) [(2)/(1)*100]	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoters and Promoter Group	54540703	52240703	95.782	52240703	0	100	0
Public – Institutional holders	461687	0	0	0	0	0	0
Public – Others	17733481	18554	0.104	18549	5	99.973	0
Total	**72735871**	**52259257**	**71.847**	**52259252**	**5**	**99.999**	**0**

Item No. : 9

Details of the Resolution	Type of resolution (Ordinary/Special)	Mode of Voting (E-voting / Ballot / Poll)	Result of voting
Ratification of the remuneration by way of audit fees plus reimbursement of service tax, out-of-pocket expenses and travelling expenses payable to M/s. N. I. Mehta & Co., Cost Accountants for the year ending March 31, 2015.	Ordinary	E-voting / Ballot / Poll	Resolution passed with requisite majority

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) [(2)/(1)*100]	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoters and Promoter Group	54540703	52240703	95.782	52240703	0	100	0
Public – Institutional holders	461687	0	0	0	0	0	0
Public – Others	17733481	18554	0.104	18549	5	99.973	0
Total	**72735871**	**52259257**	**71.847**	**52259252**	**5**	**99.999**	**0**

For HUBTOWN LIMITED
Chetan S. Mody
CHETAN S. MODY
COMPANY SECRETARY

Ashish C. Bhatt
B. Com., F.C.S.
ASHISH BHATT & ASSOCIATES
Company Secretaries

227, 2nd Floor, Devashree Commercial Complex, Devashree Garden, R.W. Sawant Marg. Near Rutu Park, Majiwada, Thane (W) 400 601.
Tel.: 2172 3134 Telefax: 2172 3302 E-mail : amisi99@mtnl.net.in / amisi99.ashish@gmail.com

Scrutinizer's Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(XI) of the Companies (Management and Administration) Rules, 2014*]*

To,
The Chairman
26th Annual General Meeting of the Equity Shareholders
Of Hubtown Limited to be held on 25th September 2014 at 10.00 a.m.
At Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, Indian Merchants' Chamber Marg, Churchgate, Mumbai-400020, Maharashtra.

Dear Sir,

I, Ashish C Bhatt, Proprietor of Ashish Bhatt & Associates, Company Secretaries, having its office at 227, Devashree Commercial Complex, Majiwada, Thane (W) 400601, have been appointed as Scrutinizer of Hubtown Limited ("the company") for the purpose of scrutinizing the e-voting process carried out as per the provisions of Companies act, 2013 and rule 20 of companies (Management and Administration) Rules 2014 on the below mentioned resolutions, at the 26th Annual General meeting of the Equity Shareholders of Hubtown Limited, to be held on 25th September 2014 at 10.00 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, Indian Merchants' Chamber Marg, Churchgate, Mumbai-400020, Maharashtra. We submit our report as under:

1. The e-voting period remained open from September 17, 2014 (10.00 a.m.) to September 19, 2014 (6.00 p.m.).

2. The shareholders holding shares as on the "cut off" date August 14, 2014 were entitled to vote on the proposed resolutions (Item No.1 to 9 as sent out in the Notice of the 26th AGM of the Company) through e-voting and ballot.

3. The votes were unblocked on September 19, 2014 around 06.24 p.m.in the presence of two witnesses Mr. Tushar Patil, residing at 404, Dharmaveer C.H.S.,Dhobi Ali, Tembhi naka, Thane (W), 400601 and Mr.Kaustubh Kulkarni, residing at 15, Dwarkanath C.H.S., Gopal Nagar 2, Dombivali (E), 421201, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Tushar Patil

Name: Kaustubh Kulkarni

HUBTOWN LIMITED

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4. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com)- ANNEXURE-A. No ballots were received by the Company at its registered office up to 6.00 p.m. on September 19, 2014.

5. The result of e-voting is as under

(a) Resolution 1- Adoption of the Audited Statements of Accounts together with Directors' Report and also Auditors' Report for the year ended March 31, 2014

(i) Voted **in favour** of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	4	369	98.66%
Ballot voting	0	0	0
Total	4	369	98.66%

(ii) Voted **against** the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	1	5	01.34%
Ballot voting	0	0	0
Total	1	5	01.34%

(iii) **Invalid** votes:

Type of voting	Total Number of Member whose votes were declared invalid	Total number of votes cast by them
Electronic voting	0	N.A.
Ballot voting	0	N.A

HUBTOWN LIMITED

ASHISH BHATT & ASSOCIATES ★ COMPANY SECRETARIES ★ THANE

(b) Resolution 2- Declaration of Dividend on Equity shares.

(i) Voted **in favour** of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	4	369	98.66%
Ballot voting	0	0	0
Total	4	369	98.66%

(ii) Voted **against** the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	1	5	01.34%
Ballot voting	0	0	0
Total	1	5	01.34%

(iii) **Invalid** votes:

Type of voting	Total Number of Member whose votes were declared invalid	Total number of votes cast by them
Electronic voting	0	N.A
Ballot voting	0	N.A

(c) Resolution 3- Re-appointment of Mr. Vyomesh M. Shah, Director, who retires by rotation.

(i) Voted **in favour** of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	4	369	98.66%
Ballot voting	0	0	0
Total	4	369	98.66%

HUBTOWN LIMITED

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(ii) Voted **against** the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	1	5	01.34%
Ballot voting	0	0	0
Total	1	5	01.34%

(iii) **Invalid** votes:

Type of voting	Total Number of Member whose votes were declared invalid	Total number of votes cast by them
Electronic voting	0	N.A
Postal ballot voting	0	N.A

(d) Resolution 4- Re-appointment of M/s. Doshi Doshi & Associates, Chartered Accountants as the auditors of the company for the financial year ending on March 31, 2017.

(i) Voted **in favour** of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	4	369	98.66%
Ballot voting	0	0	0
Total	4	369	98.66%

(ii) Voted **against** the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	1	5	01.34%
Ballot voting	0	0	0
Total	1	5	01.34%

HUBTOWN LIMITED

ASHISH BHATT & ASSOCIATES ★ COMPANY SECRETARIES ★ THANE

(iii) **Invalid** votes:

Type of voting	Total Number of Member whose votes were declared invalid	Total number of votes cast by them
Electronic voting	0	N.A
Ballot voting	0	N.A

(e) Resolution 5- Appointment of Mr. Arvind Kumar Joshi as an Independent Director of the Company to hold office for a period of five(5) consecutive years for a term upto September 25. 2019.

(i) Voted **in favour** of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	4	369	98.66%
Ballot voting	0	0	0
Total	4	369	98.66%

(ii) Voted **against** the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	1	5	01.34%
Ballot voting	0	0	0
Total	1	5	01.34%

(iii) **Invalid** votes:

Type of voting	Total Number of Member whose votes were declared invalid	Total number of votes cast by them
Electronic voting	0	N.A
Ballot voting	0	N.A

HUBTOWN LIMITED

ASHISH BHATT & ASSOCIATES ★ COMPANY SECRETARIES ★ THANE

(f) Resolution 6- Appointment of Mr. Abhijit Datta as an Independent Director of the Company to hold office for a term up to five(5) consecutive years for a term up to September 25, 2019.

(i) Voted **in favour** of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	4	369	98.66%
Ballot voting	0	0	0
Total	4	369	98.66%

(ii) Voted **against** the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	1	5	01.34%
Ballot voting	0	0	0
Total	1	5	01.34%

(iii) **Invalid** votes:

Type of voting	Total Number of Member whose votes were declared invalid	Total number of votes cast by them
Electronic voting	0	N.A
Ballot voting	0	N.A

(g) Resolution 7- Appointment of Mr. Sunil C. Shah as an Independent Director of the Company to hold office for a term up to five(5) consecutive years for a term up to September 25, 2019.

(i) Voted **in favour** of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	4	369	98.66%
Ballot voting	0	0	0
Total	4	369	98.66%

HUBTOWN LIMITED

ASHISH BHATT & ASSOCIATES ★ THANE ★ COMPANY SECRETARIES ★

(ii) Voted **against** the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	1	5	01.34%
Ballot voting	0	0	0
Total	1	5	01.34%

(iii) **Invalid** votes:

Type of voting	Total Number of Member whose votes were declared invalid	Total number of votes cast by them
Electronic voting	0	N.A
Ballot voting	0	N.A

(h) Resolution 8- Appointment of Mrs. Priti K.Shah as a Director of the Company liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	4	369	98.66%
Ballot voting	0	0	0
Total	4	369	98.66%

(ii) Voted **against** the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	1	5	01.34%
Ballot voting	0	0	0
Total	1	5	01.34%

HUBTOWN LIMITED

ASHISH BHATT & ASSOCIATES ★ COMPANY SECRETARIES ★ THANE

(iii) **Invalid** votes:

Type of voting	Total Number of Member whose votes were declared invalid	Total number of votes cast by them
Electronic voting	0	N.A
Ballot voting	0	N.A

(i) Resolution 9- Payment of Remuneration to M/S. N.I. Mehta & Company, Cost Accountants as Cost Auditor of the company for the financial year ending March 31, 2015.

(i) Voted **in favour** of the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	4	369	98.66%
Ballot voting	0	0	0
Total	4	369	98.66%

(ii) Voted **against** the resolution:

Type of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Electronic voting	1	5	01.34%
Ballot voting	0	0	0
Total	1	5	01.34%

(iii) **Invalid** votes:

Type of voting	Total Number of Member whose votes were declared invalid	Total number of votes cast by them
Electronic voting	0	N.A
Ballot voting	0	N.A

HUBTOWN LIMITED

ASHISH BHATT & ASSOCIATES ★ COMPANY SECRETARIES ★ THANE

6. The register, all the papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman consider, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

Place: Thane
Dated: September 19, 2014

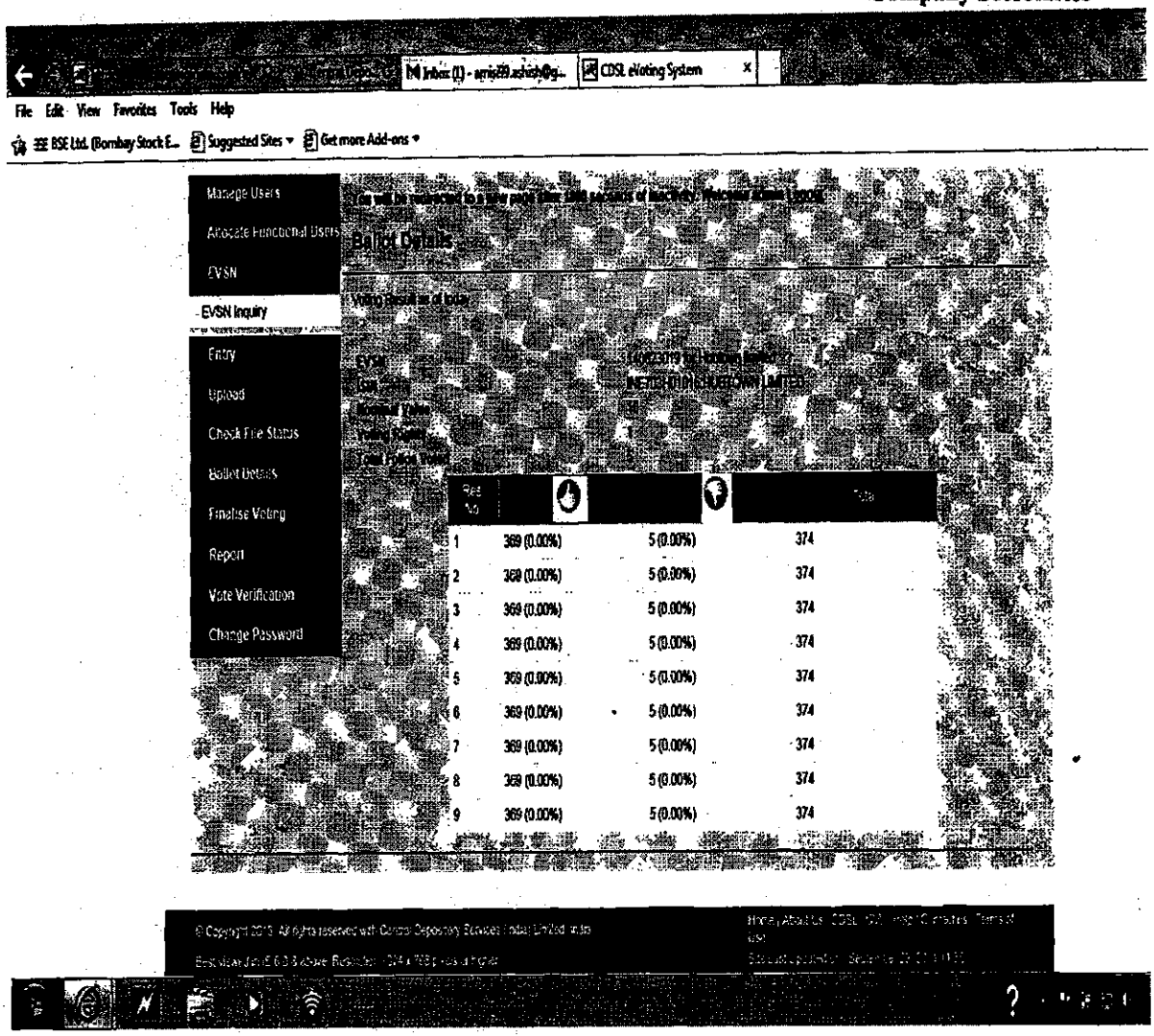
Ashish C. Bhatt
Ashish Bhatt & Associates
Company Secretaries

HUBTOWN LIMITED

ASHISH BHATT & ASSOCIATES ★ COMPANY SECRETARIES ★ THANE

Annexure A

ASHISH BHATT & ASSOCIATES
Company Secretaries



For ASHISH BHATT & ASSOCIATES
COMPANY SECRETARIES

ASHISH G. BHATT

HUBTOWN LIMITED

ASHISH BHATT & ASSOCIATES
THANE
COMPANY SECRETARIES

Ashish C. Bhatt
B. Com., F.C.S.
ASHISH BHATT & ASSOCIATES
Company Secretaries
227, 2nd Floor, Devashree Commercial Complex, Devashree Garden, R.W. Sawant Marg. Near Rutu Park, Majiwada, Thane (W) 400 601.
Tel.: 2172 3134 Telefax: 2172 3302 E-mail : amisi99@mtnl.net.in / amisi99.ashish@gmail.com

FORM No. MGT-13
Report of Scrutinizer
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014*]*

To,
The Chairman,
26th Annual General Meeting of the Equity Shareholders
Of Hubtown Limited to be held on 25th September 2014 at 10.00 a.m.
At Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, Indian Merchants' Chamber Marg, Churchgate, Mumbai-400020, Maharashtra.

Dear Sir,

I, Ashish C Bhatt, Proprietor of Ashish Bhatt & Associates, Company Secretaries having its office at 227, Devashree Commercial Complex, Majiwada, Thane (W) 400601 have been appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 26th Annual General Meeting of the Equity Shareholders of Hubtown Limited held on 25th September, 2014 at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, Indian Merchants' Chamber Marg, Churchgate, Mumbai-400020, Maharashtra. We submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in my presence with due identification marks placed by me.

2. The locked ballot box were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/S Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. I did not find any poll papers invalid.

4. The polling Box was opened in the presence of Mr. Tushar Patil, residing at 404, Dharmaveer C.H.S.,Dhobi Ali, Tembhi naka, Thane (W), 400601 and Mr. Kaustubh Kulkarni, residing at 15, Dwarkanath C.H.S., Gopal Nagar 2, Dombivali (E), 421201 as witnesses after the voting process is over.

Mr. Tushar Patil

HUBTOWN LIMITED

Mr. Kaustubh Kulkarni

ASHISH BHATT & ASSOCIATES ★ COMPANY SECRETARIES ★ THANE

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
48	52258851	100%

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	N.A

(c) Resolution 3- Re-appointment of Mr. Vyomesh M. Shah, Director, who retires by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
52	52258883	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	N.A.

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(d) Resolution 4- Re-appointment of M/s. Doshi Doshi & Associates, Chartered Accountants as the auditors of the company for the financial year ending on March 31, 2017.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
52	52258883	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	N.A

(e)) Resolution 5- Appointment of Mr. Arvind Kumar Joshi as an Independent Director of the Company to hold office for a period of five (5) consecutive years for a term upto September 25. 2019.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
52	52258883	100%

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(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	N.A.

(f) Resolution 6- Appointment of Mr. Abhijit Datta as an Independent Director of the Company to hold office for a term up to five (5) consecutive years for a term up to September 25, 2019.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
52	52258883	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	N.A

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(g) Resolution 7- Appointment of Mr. Sunil C. Shah as an Independent Director of the company to hold office for a term up to five (5) consecutive years for a term up to September 25, 2019.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
52	52258883	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	N.A.

(h) Resolution 8- Appointment of Mrs. Priti K.Shah as a Director of the Company liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
52	52258883	100%

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(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	N.A.

(i) Resolution 9- Payment of Remuneration to M/S. N.I. Mehta & Company, Cost Accountants as Cost Auditor of the company for the financial year ending March 31, 2015.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
52	52258883	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	N.A.

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5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Thane
Dated: September 26, 2014

Ashish C. Bhatt
Ashish Bhatt & Associates
Company Secretaries

HUBTOWN LIMITED

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