HUBTOWN

Regd. Office: Plaza Panchsheel, "A" Wing, 5th floor, 501 Hughes Road, Behind Dharam Palace, Grant Road (West), Mumbai - 400007 INDIA
Tel.: +91-22-67037400 • Fax: +91-22-67037403 • www.hubtown.co.in. • CIN:L45200MH1989PLC050688

September 3, 2019

To,

The Corporate Relationship Department **BSE Limited** P. J. Towers, Dalal Street Fort, Mumbai 400001 **Scrip Code:532799**	The Listing Department **The National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai 400051 **Symbol: HUBTOWN**

Dear Sir(s),

Sub: Notice of 31st Annual General Meeting ("31st AGM") and Copy of 31st Annual Report for the financial year ended March 31, 2019

We wish to inform you that the 31st AGM of the Company is scheduled to be held on Wednesday, September 25, 2019 at 10.00 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, Indian Merchants' Chamber Marg, Churchgate, Mumbai – 400020 to transact the Ordinary and Special business mentioned in the Notice convening the 31st AGM. A copy of 31st AGM Notice is enclosed herewith in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for your records.

Further, please find enclosed herewith a Copy of 31st Annual Report for the financial year ended March 31, 2019 in terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Please take the above information on record.

Thanking you,

Yours faithfully,

For **HUBTOWN LIMITED**

MADHAVI DEGAONKAR
AUTHORIZED SIGNATORY

[CIN : L45200MH1989PLC050688]
Registered Office : Plaza Panchsheel, 'A' Wing, 5th floor, Hughes Road, Behind Dharam Palace, Grant Road (West), Mumbai 400007
Phone: + 91 22 23660800; Fax: + 91 22 23660812; E-mail : investorcell@hubtown.co.in ; Website : www.hubtown.co.in

HUBTOWN LIMITED

NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF HUBTOWN LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 25, 2019 AT 10.00 A.M. AT WALCHAND HIRACHAND HALL, 4TH FLOOR, INDIAN MERCHANTS' CHAMBER BUILDING, INDIAN MERCHANTS CHAMBER MARG, CHURCHGATE, MUMBAI 400020 TO TRANSACT THE FOLLOWING BUSINESS :

ORDINARY BUSINESS :

1. To receive, consider and adopt :

   (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.

   (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Mrs. Priti K. Shah (DIN : 01880436), who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS :

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

As an Ordinary Resolution :

3. APPOINTMENT OF MR. MAHESH A. KUVADIA (DIN : 07195042) AS AN INDEPENDENT DIRECTOR

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Rules made thereunder, read with Schedule IV to the said Act, and Regulation 16 (1) (b) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mahesh A. Kuvadia (DIN:07195042), who was appointed by the Board of Directors pursuant to the provisions of Section 161 of the Act and Article 112 of the Articles of Association of the Company, as an Additional Director designated as Non-Executive Independent Director of the Company with effect from June 12, 2019 and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from June 12, 2019 to June 11, 2024."

As a Special Resolution :

4. REAPPOINTMENT OF MR. ABHIJIT DATTA (DIN : 00790029) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule IV to the Act, and the Rules made thereunder and Regulation 16 (1) (b) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any statutory modification(s) or re-enactments thereof for the time being in force) and Article 111 of the Articles of Association of the Company, Mr. Abhijit Datta (DIN:00790029), who was appointed as an Independent Director at the Twenty Sixth Annual General Meeting of the Company held on September 25, 2014 and who holds office upto September 25, 2019 and who is eligible for reappointment and in respect of whom, based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his reappointment to the Board and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act proposing his candidature for the office of Independent Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for his second term of 5 (five) consecutive years commencing from September 26, 2019 to September 25, 2024;

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI Listing Regulations, the consent of the members of the Company be and is hereby accorded to the continuation of Mr. Abhijit Datta (DIN:00790029), as an Independent Director of the Company, beyond the age of 75 years which he will attain on June 1, 2024, during his second term as an Independent Director of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate to any executives/ officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard."

Notice (Contd.)

As a Special Resolution :

5. REAPPOINTMENT OF MR. SUNIL C. SHAH (DIN : 06947244) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule IV to the Act, and the Rules made thereunder and Regulation 16 (1) (b) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) (including any statutory modification(s) or re-enactments thereof for the time being in force) and Article 111 of the Articles of Association of the Company, Mr. Sunil C. Shah (DIN:06947244), who was appointed as an Independent Director at the Twenty Sixth Annual General Meeting of the Company held on September 25, 2014 and who holds office upto September 25, 2019 and who is eligible for reappointment and in respect of whom, based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his reappointment to the Board and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act proposing his candidature for the office of Independent Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for his second term of 5 (five) consecutive years commencing from September 26, 2019 to September 25, 2024;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate to any executives/ officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard."

As a Special Resolution :

6. PAYMENT OF REMUNERATION TO MR. HEMANT M. SHAH (DIN: 00009659) AS EXECUTIVE CHAIRMAN OF THE COMPANY IN TERMS OF REGULATION 17 (6) (e) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (AMENDMENT) REGULATIONS, 2018

"RESOLVED THAT pursuant to Regulation 17 (6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 together with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule V to the Act, consent of the members be and is hereby accorded for payment of remuneration, with effect from April 1, 2019, to Mr. Hemant M. Shah (DIN : 00009659), Executive Chairman, on the terms and conditions as approved by the members in the Twenty-Eighth Annual General Meeting held on September 28, 2016 notwithstanding that the remuneration payable to Mr. Hemant M. Shah in any year during the remaining tenure of his appointment exceeds 2.5 percent of the net profit of the Company computed under Section 198 of the Act or the aggregate annual remuneration of Mr. Hemant M. Shah, Executive Chairman and Mr. Vyomesh M. Shah, Managing Director (DIN :00009596) exceeds 5 percent of the net profit of the Company as calculated under Section 198 of the Act in any year during the remaining tenure of his appointment;

RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, perquisites and performance incentive as per ordinary resolution passed in the Annual General Meeting held on September 28, 2016 shall remain unchanged;

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mr. Hemant M. Shah, Executive Chairman;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

As a Special Resolution :

7. PAYMENT OF REMUNERATION TO MR. VYOMESH M. SHAH (DIN: 00009596) AS MANAGING DIRECTOR OF THE COMPANY IN TERMS OF REGULATION 17 (6) (e) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (AMENDMENT) REGULATIONS, 2018

"RESOLVED THAT pursuant to Regulation 17 (6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 together with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule V to the Act, consent of the members be and is hereby accorded for payment of remuneration, with effect from April 1, 2019, to Mr. Vyomesh M. Shah (DIN : 00009596), Managing Director, on the terms and conditions as approved by the members in the Twenty-Eighth Annual General Meeting held on September 28, 2016 notwithstanding that the remuneration payable to Mr. Vyomesh M. Shah in any year during the remaining tenure of his appointment exceeds 2.5 percent of the net profit of the Company computed under Section 198 of the Act or the aggregate annual remuneration of Mr. Vyomesh M. Shah, Managing Director and Mr. Hemant M. Shah, Executive Chairman (DIN :00009659) exceeds 5 percent of the net profit of the Company as calculated under Section 198 of the Act in any year during the remaining tenure of his appointment;

RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, perquisites and performance incentive as per ordinary resolution passed in the Annual General Meeting held on September 28, 2016 shall remain unchanged;

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mr. Vyomesh M. Shah, Managing Director;

Notice (Contd.)

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

As an Ordinary Resolution :

8. RATIFICATION OF REMUNERATION PAYABLE TO THE COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2019-2020

"RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the members hereby ratify and approve the payment of remuneration of ₹ 5,00,000/- (Rupees Five Lakh) plus applicable taxes and out-of-pocket expenses actually incurred during the course of audit to Messrs D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611) appointed as Cost Auditor by the Board of Directors to conduct the audit of the cost records of the Company for the financial year 2019-2020;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

As a Special Resolution :

9. ISSUANCE OF REDEEMABLE NON-CONVERTIBLE DEBENTURES ON A PRIVATE PLACEMENT BASIS

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment to any of the foregoing and other applicable guidelines, directions or laws, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee(s) constituted / to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), to issue Redeemable Non-convertible Debentures ('NCDs') secured or unsecured, in one or more series for an amount not exceeding ₹ 5,000/- crore (Rupees Five Thousand Crore only) on a private placement basis through issue of private placement offer letter, on such terms and conditions and to such person(s) as the Board may, from time to time determine and consider proper and most beneficial to the Company including without limitation, as to when the said NCDs are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of issue proceeds and all other matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to finalise, settle and execute such documents / agreements including but not limited to the listing agreement / affidavits / declarations / undertakings as may be necessary in connection therewith and to do all such acts, deeds, matters and things as may be considered necessary or expedient, including appointment of intermediaries, arrangers, Registrars, Depositories, Trustees, Legal Advisors, Bankers and other appropriate entities and also to delegate all or any of the above powers to any officers / one or more directors/managing director or any other principal officer of the Company on such conditions as the Board may deem fit."

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

Vyomesh M. Shah
Managing Director
DIN : 00009596

Mumbai
August 14, 2019

Notes :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Proxy Form, in order to be valid and effective, should be duly completed and signed and be lodged with the Company at its registered office not less than forty-eight hours before the scheduled commencement of the AGM.
3. A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
4. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. If a proxy is appointed for more than fifty (50) members, the proxy shall choose any fifty members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the proxy fails to do so, the first fifty proxies received by the Company shall be considered as valid.
5. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Notice (Contd.)

6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

7. Corporate members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.

8. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out all material facts relating to special business at Item Nos. 3 to 9 of this Notice is annexed herewith and should be taken as part of this Notice.

9. Members/Proxies/Representatives should bring the enclosed duly filled Attendance Slip, for attending the Meeting. Copies of the Annual Report or the Attendance Slip will not be distributed at the AGM.

10. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 20, 2019 to Wednesday, September 25, 2019 (both days inclusive) in connection with the AGM.

11. Members having any questions on the Annual Report are requested to send their queries atleast ten days before the AGM, which will enable the Company to furnish the replies at the AGM.

12. Members are requested :

    a. to notify immediately any change in their registered addresses alongwith PIN CODE number to their respective Depository Participants (DPs) in respect of equity shares held in electronic form and to the Registrar and Transfer Agent of the Company at Link Intime India Private Limited in respect of equity shares held in physical form; and

    b. to register their e-mail address and changes therein from time to time with Link Intime India Private Limited for shares held in physical form and with their respective Depository Participants for shares held in demat form.

13. In accordance with the provisions of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) and the provisions of the Secretarial Standard (SS-2) on General Meetings, brief profile of the Directors seeking reappointment in the ensuing AGM are provided in the Annexure to this Notice.

14. The Notice of the 31st AGM and the Annual Report of the Company for the year 2018-2019 circulated to the members of the Company will also be made available on the Company's website www.hubtown.co.in and also on the website of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com. The physical copy of the Annual Report will also be available at the Registered Office of the Company for inspection during normal business hours on working days.

15. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Registrar and Transfer Agent.

16. Pursuant to the provisions of Section 124 (5) of the Companies Act, 2013, the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is mandatorily required to be transferred by the Company to the credit of 'Investor Education and Protection Fund' (IEPF) established by the Central Government under sub-section (1) of Section 125 of the said Act. In accordance with the above provisions, the unclaimed dividend that are due for transfer to IEPF are as under :

Sr. No.	Financial Year	Date of Declaration of Dividend	Tentative Date for transfer to IEPF
1	2011 - 2012	07.11.2012	12.12.2019
3.	2012 - 2013	30.09.2013	03.11.2020

The IEPF Rules mandate the companies to transfer such shares of members of whom dividends remain unpaid/unclaimed for a period of seven consecutive years to the demat account of the IEPF authority. Hence, the Company urges all the members to encash / claim their respective dividend during the prescribed period. The Company has uploaded the information in respect of the Unclaimed Dividends for the aforesaid financial years on the Company's website at www.hubtown.co.in and the website of IEPF at www.iepf.gov.in.

17. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, facility for making nominations is available to the members in respect of the equity shares held by them. The nomination form can be downloaded from the Company's website www.hubtown.co.in under the section 'Investors', sub-section 'Investor Services'.

18. Electronic copy of the Notice of the 31st AGM of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose e-mail IDs are registered with the Company / Depository Participants for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 31st AGM of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members who desire to receive documents/communication in electronic mode are requested to register their e-mail address with Registrar and Transfer Agent of the Company by filling up the 'e-communication Registration Form' printed at the end of this Annual Report.

Notice (Contd.)

Members holding shares in electronic form are requested to register their e-mail address with their respective Depository Participant. Even after registering for e-communication, members are entitled to receive annual reports and other communication in physical form, upon making a request for the same.

19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

20. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

21. a. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('the Rules') and Regulation 44 of the SEBI Listing Regulations, the aforesaid businesses may also be transacted through electronic voting system and accordingly, the Company is pleased to provide remote e-voting facility (e-voting from a place other than venue of the AGM) to all its shareholders in addition to voting in person in the AGM;

    b. The facility for voting through polling paper shall also be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting or by ballot shall be able to vote at the AGM; and

    c. The members who have already cast their vote by remote e-voting or by ballot prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.

22. The Company has signed an agreement with CDSL for facilitating remote e-voting and is pleased to offer remote e-voting facility as an alternate, to its shareholders to enable them to cast their votes electronically instead of exercising their votes by physical Postal Ballot Forms. The instructions for remote e-voting are annexed to this Notice.

23. The members can opt for only one mode of voting i.e. either by Ballot or remote e-voting. In case, members cast their votes through both the modes, voting done by Ballot shall be considered valid and the votes cast through remote e-voting shall be considered as invalid.

24. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on Thursday, September 19, 2019 i.e. the date prior to the commencement of book closure, being the cut-off date.

25. Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the SEBI Listing Regulations, the Company, in order to enable its members, who do not have access to remote e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, is enclosing a Ballot Form along with the Annual Report.

26. A member desiring to exercise voting by using the Ballot Form shall complete the enclosed Ballot form with assent (FOR) and dissent (AGAINST) and send it to the Scrutinizer, Mr. Ashish Bhatt, Practicing Company Secretary, duly appointed by the Board of Directors of the Company, in the enclosed postage pre-paid self-addressed envelope. Ballot Form deposited in person or sent by post or courier at the expense of the member will also be accepted at the Registered Office of the Company.

27. Please convey your assent in Column 'FOR' and dissent in column 'AGAINST' by placing a tick (√) mark in the appropriate column in the Ballot Form only. The assent / dissent received in any other form /manner will not be considered.

28. The duly completed and signed Ballot Forms should reach the Scrutinizer on or before Tuesday, September 24, 2019 (5.00 p.m. IST). The Ballot Forms received after the said date/time shall be strictly treated as if the reply from the member has not been received.

29. Unsigned / incomplete Ballot Forms will be rejected. The Scrutinizer's decision on validity of the Ballot Form shall be final.

30. A member may request for a duplicate Ballot Form, if so required by writing to the Company at its Registered Office or by sending an e-mail to investorcell@hubtown.co.in by mentioning their Folio No./DP ID and Client ID. However, the duplicate Ballot Form should reach the Scrutinizer not later than Tuesday, September 24, 2019 (5.00 p.m. IST).

31. Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of this Notice and holds shares as of the cut-off date i.e. Thursday, September 19, 2019, may obtain login ID and password by sending a request to helpdesk.evoting@cdslindia.com by mentioning his/her Folio No./ DP ID and Client ID. However, if a member is already registered with CDSL for e-voting, then such member can use his / her / its existing user ID and password for casting his / her / its vote.

32. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection without any fee at the Registered Office of the Company during working hours on all working days except Saturdays, upto and including the date of the AGM of the Company.

Notice (Contd.)

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

i. The voting period begins on Sunday, September 22, 2019 at 9.00 a.m. and ends on Tuesday, September 24, 2019 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, September 19, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. The shareholders should log on to the e-voting website www.evotingindia.com.

iii. Click on Shareholders/Members

iv. Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
	• If both the details are not recorded with the depository or the Company please enter the member ID / folio no. in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN of <HUBTOWN LIMITED> on which you choose to vote.

xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvii. If a demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Notice (Contd.)

xix. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Members can call on toll free no.: 18002005533 or contact Mr. Rakesh Dalvi, Manager, Marathon Futurex, A-wing 25th floor, N. M. Joshi Marg, Lower Parel, Mumbai-400 013, E-mail-helpdesk.evoting@cdslindia.com for grievances connected with e-voting.

Annexure to the Notice

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('the Act').

As required by Section 102 of the Companies Act, 2013 (the Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 9 of the accompanying Notice.

Item No. 3

The Board of Directors in its meeting held on June 12, 2019, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Mahesh A. Kuvadia as an Additional Director designated as Non-Executive Independent Director on the Board, with effect from June 12, 2019, subject to the approval of the members. Mr. Kuvadia holds office upto the date of this Annual General Meeting and is eligible for reappointment as an Independent Director.

The Company has received a notice in writing under Section 160 of the Act from a member, signifying the candidature of Mr. Kuvadia as an Independent Director of the Company.

Pursuant to Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed that Mr. Mahesh A. Kuvadia, who meets the criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations), be appointed as an independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from the date of his appointment i.e. commencing from June 12, 2019 to June 11, 2024.

Mr. Mahesh A. Kuvadia is not disqualified from being appointed as a Director by virtue of the provisions of Section 164 of the Act.

The Company has received from Mr. Kuvadia :

i. consent to as act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

ii. intimation in Form DIR–8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, confirming his eligibility for such appointment; and

iii. a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and the Rules framed thereunder and Regulation 16 (1) (b) of the SEBI Listing Regulations.

In terms of Regulation 25 (8) of the SEBI Listing Regulations, Mr. Kuvadia has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr. Kuvadia fulfills the conditions specified in the Act and the Rules made thereunder and the SEBI Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management of the Company. Having regard to the qualification, knowledge and experience, his appointment for the first term of five consecutive years as Independent Director will be in the interest of the Company. A copy of the draft letter of appointment for Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, upto the date of the ensuing Annual General Meeting.

Brief resume of Mr. Kuvadia, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships/ chairmanships of Committee of the Board, etc. as stipulated under Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standards – SS 2 on General Meetings is provided in the Annexure – I to this Notice. Mr. Kuvadia is not related to any Director or Key Managerial Personnel of the Company.

The Board considers that the continued association of Mr. Kuvadia would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Kuvadia as an Independent Director. Accordingly, the Board after satisfying itself about the independence of Mr. Mahesh A. Kuvadia in accordance with Section 149 (6) of the Act and the SEBI Listing Regulations, recommends the resolution set forth at Item No. 3 in relation to the appointment of Mr. Mahesh A. Kuvadia as an Independent Director, for approval by the members.

Except for Mr. Mahesh A. Kuvadia, being an appointee, no other Directors and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the aforesaid resolution. The relatives of Mr. Mahesh A. Kuvadia may be deemed to be interested in the resolution to the extent of their shareholding, if any.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item Nos. 4 and 5

Section 149 (10) of the Act and Regulation 25 of the SEBI Listing Regulations provide that an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a company but he shall be eligible for reappointment on passing of a special resolution by the company for another term of upto 5 (five) consecutive years and disclosure of such appointment in the Board's report.

Mr. Abhijit Datta (DIN : 00790029) and Mr. Sunil C. Shah (DIN : 06947244) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 and Clause 49 of the erstwhile Listing Agreement. Mr. Abhijit Datta and Mr. Sunil C. Shah hold office as Independent Directors of the Company upto September 25, 2019 ('first term') in terms of the explanation to Sections 149 (10) and 149 (11) of the Act. The Company has, in terms of Section 160 (1) of the Act received notices in writing from members, proposing their candidature for the office of Independent Director of the Company.

Annexure to the Notice (Contd.)

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the reports of performance evaluation of Independent Directors, has recommended reappointment of Mr. Abhijit Datta and Mr. Sunil C. Shah as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that given their respective background and wide and varied experience and expertise and contributions made by each of them during their tenure, the continued association of Mr. Abhijit Datta and Mr. Sunil C. Shah would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors.

Accordingly, it is proposed to reappoint Mr. Abhijit Datta and Mr. Sunil C. Shah as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from September 26, 2019 to September 25, 2024.

Further, as per Regulation 17 (1) (A) of the SEBI Listing Regulations, appointment or continuation of a Non-Executive Director after attaining the age of 75 years also requires approval of the members of the Company by way of a special resolution. Mr. Abhijit Datta will attain the age of 75 (seventy five) years on June 1, 2024 during the proposed second term. The special resolution at Item No. 4 of the accompanying Notice once passed shall also be deemed as your approval under the aforesaid Regulations, for the continuation of Mr. Datta as an Independent Director beyond the age of 75 years.

Mr. Abhijit Datta and Mr. Sunil C. Shah are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their respective consent to act as Director. The Company has received a declaration from Mr. Abhijit Datta and Mr. Sunil C. Shah confirming that they meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations). In terms of Regulation 25 (8) of the SEBI Listing Regulations, Mr. Datta and Mr. Shah have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In the opinion of the Board, Mr. Datta and Mr. Shah fulfil the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations for their reappointment as Independent Non-Executive Directors of the Company and are independent of the management of the Company.

A copy of the draft letters for the appointment of Mr. Abhijit Datta and Mr. Sunil C. Shah as Independent Directors setting out the terms and conditions of their respective appointment would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day upto the date of the ensuing Annual General Meeting.

Brief resume of Mr. Abhijit Datta, and Mr. Sunil C. Shah, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Committees of the Board, etc. as stipulated under Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standards – SS 2 on General Meetings are provided in the Annexure – I to this Notice.

Accordingly, the Board after satisfying itself about the independence of Mr. Abhijit Datta and Mr. Sunil C. Shah in accordance with Section 149 (6) of the Act and the SEBI Listing Regulations, recommends the resolutions set forth at Item Nos. 4 and 5 in relation to the reappointment of Mr. Abhijit Datta and Mr. Sunil C Shah as Independent Directors, for approval by the members.

Except for Mr. Abhijit Datta and Mr. Sunil C. Shah, who are appointees, no Director, Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise in the resolutions at Item Nos. 4 and 5 of the accompanying Notice. The relatives of Mr. Abhijit Datta and Mr. Sunil Shah may be deemed to be interested in the resolutions to the extent of their shareholding, if any.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard on General meetings (SS-2) of ICSI.

Item No. 6

The appointment and remuneration of Mr. Hemant M. Shah (DIN : 00009659) as Wholetime Director designated as Executive Chairman for a term of five years from January 1, 2017 to December 31, 2021 was approved by the members by an ordinary resolution passed in the Twenty-Eighth Annual General Meeting of the Company held on September 28, 2016.

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("SEBI Amendment Listing Regulations"), with effect from April 1, 2019, the remuneration payable to Executive Directors who are promoters or member of promoter group, shall be subject to the approval of the shareholders by a Special Resolution in General Meeting, if :

i. the aggregate annual remuneration payable to each such Executive Director exceeds Rupees 5 crore or 2.5 percent of the net profit of the Company, as calculated under Section 198 of the Companies Act, 2013, whichever is higher; or

ii. where there is more than one such Executive Director, the aggregate annual remuneration to such Directors exceeds 5 percent of the net profit of the Company, as calculated under Section 198 of the Companies Act, 2013.

The approval given by the shareholders under this Regulation shall be valid only till the expiry of the term of such Director.

Mr. Hemant M. Shah, Executive Chairman and Mr. Vyomesh M. Shah Managing Director are the promoters or members of the promoter group.

Annexure to the Notice (Contd.)

In order to comply with the requirements of the SEBI Amendment Listing Regulations and on recommendation of the Board of Directors, approval of the members by way of a special resolution is sought for paying Mr. Hemant M. Shah remuneration as approved by the members even if such remuneration exceeds 2.5 percent of the net profit or the annual aggregate remuneration payable to Mr. Hemant M. Shah and Mr. Vyomesh M. Shah, exceeds 5 percent of the net profit of the Company as calculated under Section 198 of the Companies Act in any year during the remaining tenure of his appointment, with effect from April 1, 2019.

The Board of Directors recommends the resolution at Item No. 6 of the accompanying Notice for approval of the members as a special resolution.

Except for Mr. Hemant M. Shah and Mr. Vyomesh M. Shah who is related to Mr. Hemant M. Shah, no Director, Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise in the resolutions. The relatives of Mr. Hemant M. Shah may be deemed to be interested in the resolution to the extent of their shareholding, if any.

Item No. 7

The appointment and remuneration of Mr. Vyomesh M. Shah (DIN : 00009596) as Managing Director for a term of five years from January 1, 2017 to December 31, 2021 was approved by the members by an ordinary resolution passed in the Twenty-Eighth Annual General Meeting of the Company held on September 28, 2016.

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("SEBI Amendment Listing Regulations"), with effect from April 1, 2019, the remuneration payable to Executive Directors who are promoters or member of promoter group, shall be subject to the approval of the shareholders by a Special Resolution in General Meeting, if :

i. the aggregate annual remuneration payable to each such Executive Director exceeds Rupees 5 crore or 2.5 percent of the net profit of the Company, as calculated under Section 198 of the Companies Act, 2013, whichever is higher; or

ii. where there is more than one such Executive Director, the aggregate annual remuneration to such Directors exceeds 5 percent of the net profit of the Company, as calculated under Section 198 of the Companies Act, 2013.

The approval given by the shareholders under this Regulation shall be valid only till the expiry of the term of such Director.

Mr. Vyomesh M. Shah Managing Director and Mr. Hemant M. Shah, Executive Chairman are the promoters or members of the promoter group.

In order to comply with the requirements of the SEBI Amendment Listing Regulations and on recommendation of the Board of Directors, approval of the members by way of a special resolution is sought for paying Mr. Vyomesh M. Shah, remuneration as approved by the members even if such remuneration exceeds 2.5 percent of the net profit or the annual aggregate remuneration payable to Mr. Vyomesh M. Shah and Mr. Hemant M. Shah, exceeds 5 percent of the net profit of the Company as calculated under Section 198 of the Companies Act in any year during the remaining tenure of his appointment with effect from April 1, 2019.

The Board of Directors recommends the resolution at Item No. 7 of the accompanying Notice for approval of the members as a special resolution.

Except for Mr. Vyomesh M. Shah and Mr. Hemant M. Shah who is related to Mr. Vyomesh M. Shah, no Director, Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise in the resolutions. The relatives of Mr. Vyomesh M. Shah may be deemed to be interested in the resolution to the extent of their shareholding, if any

Item No. 8

The Board of Directors of the Company in its meeting held on May 28, 2019, on the recommendation of the Audit and Compliance Committee, and subject to the approval of the members on the remuneration to be paid to the Cost Auditor, approved the appointment of Messrs D. C. Dave & Co., Cost Accountants (Firm Registration No. 000611) as the Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor requires to be ratified by the members of the Company. Accordingly, ratification of the members is sought, as referred to in the resolution at Item No. 8 of the accompanying Notice, for the payment of the remuneration amounting to ₹5,00,000/- (Rupees Five Lakh) for cost audit plus applicable taxes and out-of-pocket expenses to the Cost Auditor for the Financial Year ending March 31, 2020.

The Board recommends the resolution at Item No. 8 of the accompanying Notice for the approval of the members.

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

Item No. 9

Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the Rules), deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitation for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with the issue of secured debentures.

Annexure to the Notice (Contd.)

Keeping in view the aforesaid legal provisions, the members of the Company had at the 30th Annual General Meeting of the Company held on September 27, 2018, authorised the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, in one or more series / tranches, aggregating upto ₹ 5,000/- crore on private placement basis. The members may note that the Company has not made any private placement of non-convertible debentures pursuant to the said authorization during the Financial Year ended March 31, 2019.

However, in order to augment the long term resources for financing, inter-alia, the ongoing capital expenditure and for general corporate purposes, the Board may, at an appropriate time, offer or invite for subscription for secured / unsecured redeemable non-convertible debentures, in one or more tranches on private placement basis, issuable / redeemable at par or premium depending upon the then prevailing market conditions.

Accordingly, the consent of the members is sought for passing the special resolution as set out at Item No. 9 of the accompanying Notice. This resolution is an enabling resolution authorizing the Board of Directors of the Company to offer or invite for subscription to non-convertible debentures on a private placement basis, as may be required by the Company, from time to time upto an aggregate amount not exceeding ₹ 5,000/- crore for a period of one year from the date of passing of this resolution.

The Directors recommend the special resolution at Item No. 9 of the accompanying Notice for your approval.

Save and except for the shares of the Company held by them, none of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

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

Vyomesh M. Shah
Managing Director
DIN : 00009596

Mumbai
August 14, 2019

ANNEXURE - I

Details of Directors seeking reappointment in the ensuing Annual General Meeting pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of Secretarial Standard SS- 2 on General Meetings

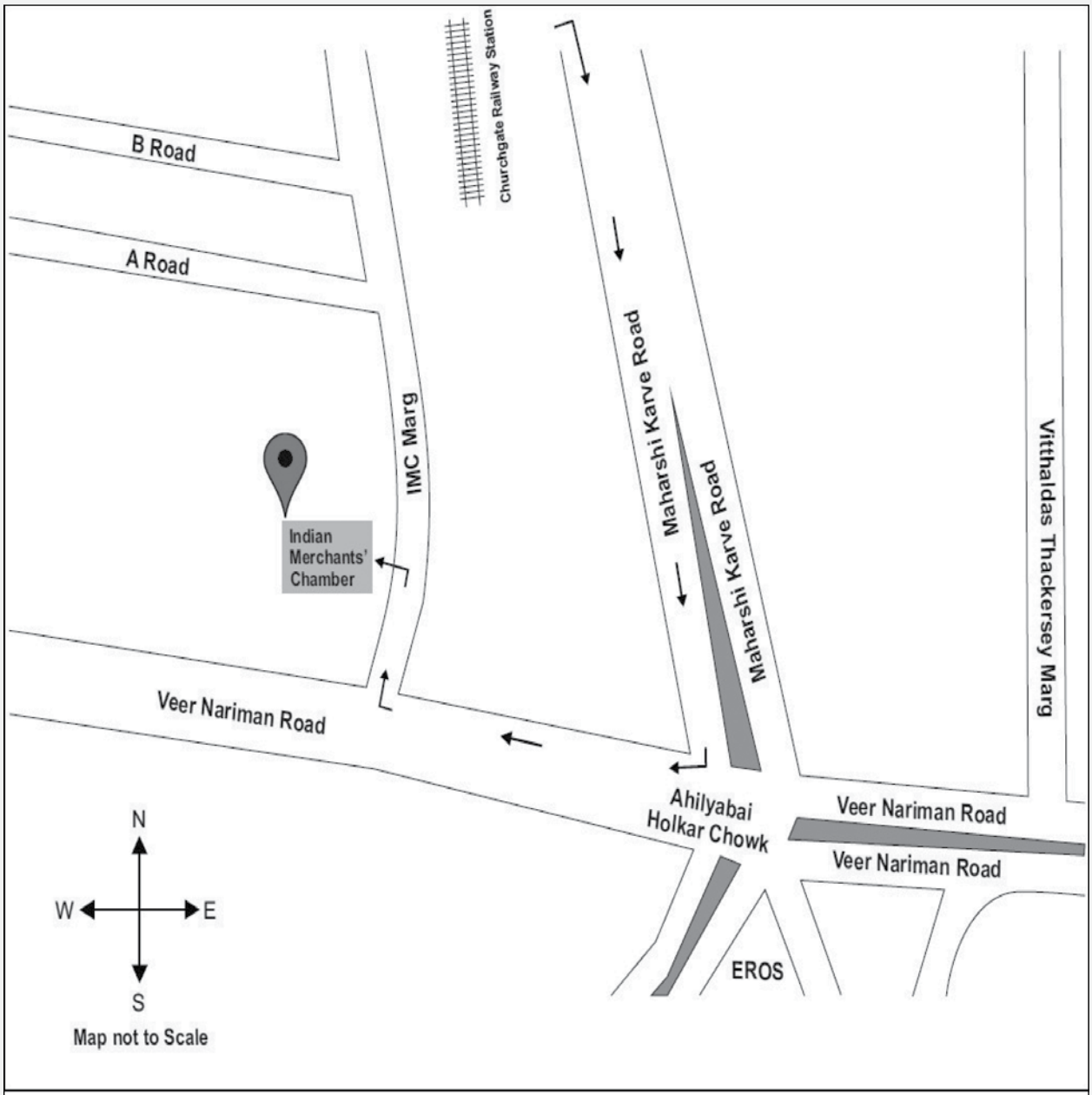
Name of the Directors	**Mr. Abhijit Datta**	**Mr. Sunil C. Shah**
Particulars	**DIN: 00790029**	**DIN: 06947244**
Category	Independent Non-Executive	Independent Non-Executive
Age	69 years	59 years
Date of first appointment on Board	May 16, 2011	August 14, 2014
Qualification	Graduation and post graduation in Economics from University of Calcutta Certified Associate of Indian Institute of Bankers (CAIIB)	Science graduate
Experience in functional area	Over 47 years	Over 37 years
Nature of expertise in specific functional areas.	Accounts, Finance, Taxation, Banking and Management	Project management, strategic planning and business administration
Terms and conditions of appointment / reappointment along with details of remuneration sought to be paid	Appointment for second term of 5 (five) consecutive years upto September 25, 2024 and not liable to retire by rotation. Entitled to payment of sitting fees for attending meetings of the Board /Committees of which he is a member and commission as may be decided by the Board.	Appointment for second term of 5 (five) consecutive years upto September 25, 2024 and not liable to retire by rotation. Entitled to payment of sitting fees for attending meetings of the Board /Committees of which he is a member and commission as may be decided by the Board.
Remuneration last drawn	During the financial year 2018-2019, sitting fees of ₹ 2,30,000 was paid for attending Board and other Committee meetings. Commission of ₹ 5.08 lakh payable for 2018-2019.	During the financial year 2018-2019, sitting fees of ₹ 3,70,000 was paid for attending Board and other Committee meetings. Commission of ₹ 5.08 lakh payable for 2018-2019.
No. of shares held as on March 31, 2019 (either singly or as first named joint shareholder only)	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	None	None
No. of Board meetings attended during the year	2	6
Directorships in other companies as on March 31, 2019 (Public Limited Companies)	Bengal Tea & Fabrics Limited Cable Corporation of India Limited Emami Realty Limited	None
Membership / Chairmanship of Committees of other public limited companies (Audit Committee and Stakeholders Relationship Committee only)	Bengal Tea & Fabric Limited Chairman – Audit Committee Member – Stakeholders' Relationship Committee Cable Corporation of India Limited Chairman – Audit Committee	None

Details of Director seeking reappointment in the ensuing Annual General Meeting pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of Secretarial Standard SS- 2 on General Meetings

Name of the Directors	**Mr. Mahesh A. Kuvadia**	**Mrs. Priti K. Shah**
Particulars	**DIN: 07195042**	**DIN: 01880436**
Category	Independent Non-Executive	Non-Executive
Age	65 years	48 years
Date of first appointment on Board	June 12, 2019	August 14, 2014
Qualification	B. Com (Hons), LLB, FCS	Commerce graduate
Experience in functional area	Over 36 years	Over 16 years
Nature of expertise in specific functional areas.	Vast and varied experience in the field of corporate laws and allied legislation.	Business management and administration
Terms and conditions of appointment / reappointment along with details of remuneration sought to be paid	Appointment for first term of 5 (five) consecutive years from June 12, 2019 to June 11, 2024 and not liable to retire by rotation. Entitled to payment of sitting fees for attending meetings of the Board / Committees of which he is a member and commission as may be decided by the Board.	Will be liable to retire by rotation. Entitled to payment of sitting fees for attending meetings of the Board / Committees of which she is a member and commission as may be decided by the Board.
Remuneration last drawn	Not applicable	During the financial year 2018-2019, sitting fees of ₹ 2,20,000 was paid for attending Board and other Committee meetings. Commission of ₹ 5.08 lakh payable for 2018-2019.
No. of shares held as on March 31, 2019 (either singly or as first named joint shareholder only)	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	None	None
No. of Board meetings attended during the year	Not applicable	6
Directorships in other companies as on March 31, 2019 (Public Limited Companies)	Kesar Enterprises Limited IL&FS Solar Power Limited Aishwarya Telecom Limited	None
Membership / Chairmanship of Committees of other public companies (Audit Committee and Stakeholders Relationship Committee only)	Kesar Enterprises Limited Member - Audit Committee Chairman - Stakeholders Relationship Committee Aishwarya Telecom Limited Member – Audit Committee Member – Stakeholder Relationship Committee	None

ANNEXURE TO THE NOTICE (CONTD.)

ROUTE MAP TO THE VENUE OF 31ST AGM OF HUBTOWN LIMITED



AGM Venue Address:
Walchand Hirachand Hall, 4th Floor, Indian Merchants Chamber Building, Indian Merchants Chamber Marg, Churchgate, Mumbai - 400020