

**HUBTOWN LIMITED**

Registered Office	:	Hubtown Seasons, CTS No. 469-A, Opp. Jain Temple, R.K. Chemburkar Marg, Chembur (East), Mumbai – 400 071, Maharashtra, India.
Corporate Office	:	Hubtown Seasons, CTS No. 469-A, Opp. Jain Temple, R.K. Chemburkar Marg, Chembur (East), Mumbai – 400 071, Maharashtra, India.
Phone No.	:	022-69662000
Corporate Identity Number	:	L45200MH1989PLC050688
Website	:	<a href="https://www.hubtown.co.in">https://www.hubtown.co.in</a>
E-mail	:	<a href="mailto:investorcell@hubtown.co.in">investorcell@hubtown.co.in</a>

**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF  
 HUBTOWN LIMITED**

*(Convened pursuant to the order dated May 04, 2026, passed by the Hon'ble National Company Law Tribunal, Mumbai Bench)*

**MEETING:**

Day	Friday
Date	June 19, 2026
Time	11.00 A.M. (IST)
Mode of Meeting	Video conferencing or other audio video visual means ('VC/OAVM')

**REMOTE E-VOTING:**

EVEN	260251
Cut-off date for determining the Equity Shareholders entitled to vote	Friday, June 12, 2026
Remote e-voting start date and time	Tuesday, June 16, 2026 at 09.00 A.M. (IST)
Remote e-voting end date and time	Thursday, June 18, 2026 at 05.00 P.M. (IST)

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**FORM NO. CAA. 2**

**[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies  
(Compromises, Arrangements and Amalgamations) Rules, 2016]**

**IN THE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH - IV  
C.A. (CAA)/24(MB)/2026**

**IN THE MATTER OF SECTIONS 230 to 232  
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

**AND**

**IN THE MATTER OF SCHEME OF ARRANGEMENT IN THE NATURE OF MERGER / AMALGAMATION  
OF 25 WEST REALTY PRIVATE LIMITED WITH HUBTOWN LIMITED AND THEIR RESPECTIVE  
SHAREHOLDERS AND CREDITORS**

**Hubtown Limited**, a company incorporated under }  
the provisions of Companies Act, 1956 and having }  
its registered office at Hubtown Seasons, CTS No. }  
469-A, Opp. Jain Temple, R.K. Chemburkar Marg, }  
Chembur (East), Mumbai – 400 071, Maharashtra, }  
India. }  
CIN: L45200MH1989PLC050688. }..... **Transferee Company**

**NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS**

To,

**All the Equity Shareholders of  
Hubtown Limited**

1. Notice is hereby given pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ("**NCLT**") vide its order dated May 04, 2026 ("**NCLT Order**"), that a meeting of the equity shareholders of the Company, will be held for the purpose of their considering, and if thought fit, approving with or without modification(s), the proposed Scheme of Arrangement ("**Scheme**") in the nature of merger / amalgamation of 25 West Realty Private

Limited (“**Transferor Company**”) with Hubtown Limited (“**Transferee Company**”) and their respective shareholders and creditors, **on Friday, June 19, 2026 at 11.00 A.M. (IST)**.

2. Pursuant to the said NCLT Order and as directed therein, the meeting of the equity shareholders of the Company (“**Meeting**”) will be held through video conferencing (“**VC**”) / other audio visual means (“**OAVM**”), in compliance with the applicable provisions of the Companies Act, 2013 (“**Act**”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) to consider, and if thought fit, pass, with or without modification(s), the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230(1) and 230(6) read with Section 232(1) of the Act as amended:

*“**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and other Rules, Circulars and Notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) and applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (“**SEBI**”) from time to time, including the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (“**SEBI Scheme Circular**”) and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the approval of the Hon’ble National Company Law Tribunal, Mumbai Bench (“**NCLT**”) and such other approvals, permissions and sanctions of regulatory or governmental and other authorities or tribunals, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble NCLT, or by any regulatory or other authorities or tribunals, while granting such consents, approvals and permissions which is acceptable to the Board of Directors of the Company (hereinafter referred to as “**Board**”, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the Scheme of Arrangement in the nature of merger / amalgamation of 25 West Realty Private Limited (“**Transferor Company**”) with Hubtown Limited (“**Transferee Company**” / “**Company**”) and their respective shareholders and creditors (“**Scheme**”), as per the terms and conditions mentioned in the draft Scheme as presented before the meeting be and is hereby approved.*

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**RESOLVED FURTHER THAT** *Mr. Hemant Mahipatray Shah, Chairman, Mr. Vyomesh Mahipatray Shah, Managing Director, Mr. Sunil Mago, Chief Financial Officer and Mr. Shivil Kapoor, Company Secretary of the Company (“Authorised Persons”), be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign, execute and deliver any documents, deeds, writings, letters and declarations as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT, while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, or as may be deemed fit and proper.”*

3. **TAKE FURTHER NOTICE** that the equity shareholders shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes (a) through e-voting system available at the Meeting to be held virtually (“**e-voting at the meeting**”) or (b) by remote electronic voting (“**remote e-voting**”) during the period as stated below:

REMOTE E-VOTING PERIOD	
Remote e-voting start date and time	Tuesday, June 16, 2026 at 09.00 A.M. (IST)
Remote e-voting end date and time	Thursday, June 18, 2026 at 05.00 P.M. (IST)

4. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., Friday, June 12, 2026 (“**Cut-off Date**”) only shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an equity shareholder as on the Cut-off Date, should treat the Notice for information purpose only.
5. A copy of the Scheme, Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**CAA Rules**”) along with all annexures to the Statement (“**Meeting Documents**”) are enclosed herewith. A copy of the Meeting Documents are also placed on the website of the Company and can be accessed at: <https://www.hubtown.co.in>; the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>, being the agency appointed by the Company to provide e-voting and other facilities for the Meeting; the website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the website of the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). If so desired, an equity shareholder may obtain a printed copy of

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the Meeting Documents free of charge by sending an email request in this regard to the Company Secretary of the Transferee Company at [investorcell@hubtown.co.in](mailto:investorcell@hubtown.co.in).

6. The Hon'ble NCLT has appointed Mr. Pranay Luniya, Practicing Chartered Accountant and in his absence, Mr. Akshay Luniya, Practicing Chartered Accountant from M/s. Luniya & Company, Chartered Accountants, as the Chairperson of the Meeting and Mr. Chintan Goswami (Membership No. 33697) and/or Mr. Alpesh Panchal (Membership No. F12908), Partners of KJB & Co. LLP, the Practising Company Secretaries, to be the Scrutinizer for the Meeting.
7. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent sanction of the Hon'ble NCLT and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

Sd/-  
Mr. Pranay Luniya  
Chairperson appointed by the Hon'ble NCLT for the Meeting

Dated: May 18, 2026  
Place: Mumbai

**Registered Office:**

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Maharashtra, India.  
CIN: L45200MH1989PLC050688  
Website: [www.hubtown.co.in](http://www.hubtown.co.in)  
E-mail: [investorcell@hubtown.co.in](mailto:investorcell@hubtown.co.in)  
Tel.: 022-69662000

**Notes for the meeting:**

1. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated May 04, 2026 ("**NCLT Order**"), the Meeting of the equity shareholders of the Company is being conducted through video conferencing ("**VC**") / other audio visual means ("**OAVM**") facility to transact the business set out in the Notice convening this Meeting. The deemed venue for the Meeting shall be the Registered Office of the Company.
2. The Statement pursuant to Sections 230 and 232 read with Section 102 and other applicable provisions of the Companies Act, 2013 ("**Act**") and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**CAA Rules**") in respect of the business set out in the Notice of the Meeting is annexed herewith.
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an equity shareholder as on the Cut-off Date, should treat the Notice for information purpose only.
4. Since this Meeting is being held through VC / OAVM, physical attendance of equity shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the equity shareholders will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed herewith.
5. No route map of the venue of the Meeting is annexed herewith, since this Meeting is being held through VC / OAVM.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Equity shareholders attending the Meeting through VC / OAVM shall be reckoned for the purpose of quorum. In terms of the NCLT Order, the quorum for the Meeting shall be as prescribed under the Companies Act, 2013 and would include Equity Shareholders present through VC / OAVM. Further in terms of the NCLT Order, in case the aforesaid quorum for the Meeting is not present at the commencement of the Meeting, the Meeting shall be adjourned by 30 (thirty) minutes and

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thereafter the persons present shall be deemed to constitute the quorum. In view thereof, the Transferee Company has decided that in case the aforesaid quorum for the Meeting is not present within 30 (thirty) minutes from the commencement of the Meeting, then the members present at that time shall constitute valid quorum and meeting shall be held and proceeded with as per the Notice.

8. The members can join the Meeting in the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned herein below in the Notice. The facility of participation at the Meeting through VC/OAVM will be made available for 1,000 (one thousand) members on 'first come first serve' basis. This will not include large members (i.e. members holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit and Compliance Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the Meeting without restriction on account of 'first come first serve' basis.
9. As per directions in the NCLT Order, the Meeting Documents (including Notice of the Meeting and the accompanying documents mentioned in the Index) are being sent only through electronic mail to those equity shareholders whose email addresses are registered with the Transferee Company / Depositories.
10. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by MUFG Intime India Private Limited, on all resolutions set forth in this Notice.
11. Voting rights of an equity shareholder / beneficial owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-off Date.
12. Pursuant to the directions of the Hon'ble NCLT, Mr. Chintan Goswami (Membership No. 33697) and/or Mr. Alpesh Panchal (Membership No. F12908), Partners of KJB & Co. LLP, the Practising Company Secretaries, shall act as Scrutinizer to scrutinize the process of remote e-voting and e-voting at the Meeting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

### 13. PROCEDURE FOR JOINING THE MEETING THROUGH VC / OAVM AND VOTING PROCEDURE DURING THE MEETING

#### A. Process and manner for attending the Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on “Login”.
- b) Select the “Company Name” and register with your following details:
- c) Select Check Box - **Demat Account No.** / **Folio No.** / **PAN**
  - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - **Demat Account No.** and enter the **16-digit demat account number.**
  - Shareholders holding shares in physical form shall select check box – **Folio No.** and enter the **Folio Number registered with the company.**
  - Shareholders shall select check box – **PAN** and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the **sequence number** provided by MUFG Intime, if applicable.
  - **Mobile No:** Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
  - **Email ID:** Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
- d) Click “Go to Meeting”  
You are now registered for InstaMeet, and your attendance is marked for the meeting.

#### B. Instructions for Shareholders/Members to Vote during the Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on link “Cast your vote”.
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- c) Click on 'Submit'.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

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- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

### **C. REMOTE EVOTING INSTRUCTIONS:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

*Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.*

#### **Login method for Individual shareholders holding securities in demat mode:**

##### **Individual Shareholders holding securities in demat mode with NSDL**

##### **METHOD 1 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services.
- e) Click on “Access to e-Voting” under e-Voting services.

##### **METHOD 2- NSDL IDeAS facility**

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.

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- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Shareholders not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nSDL.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**METHOD 3 – NSDL e-voting website**

- a. Visit URL: <https://www.evoting.nSDL.com>
- b. Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c. Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- d. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual shareholders holding securities in demat mode with CDSL****METHOD 1 – CDSL e-voting page**

**Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2- CDSL Easi/ Easiest facility:****Shareholders registered for Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](http://www.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Shareholders not registered for Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

**Individual Shareholders holding securities in demat mode with Depository Participant**

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**Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.**

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

**STEP 1: LOGIN / SIGNUP on InstaVote**

**Shareholders registered for INSTAVOTE facility:**

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
  - 1) User ID: Enter User ID
  - 2) Password: Enter existing Password
  - 3) Enter Image Verification (CAPTCHA) Code
  - 4) Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

**Shareholders not registered for INSTAVOTE facility:**

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

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- 1) User ID: Enter User ID
- 2) PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
- 3) DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format).
- 4) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - o Shareholders, holding shares in NSDL form, shall provide ‘point 4’ above.
  - o Shareholders, holding shares in CDSL form, shall provide ‘point 3’ or ‘point 4’ above.
  - o Shareholders, holding shares in physical form but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
- 5) Set the password of your choice.  
 (The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- 6) Enter Image Verification (CAPTCHA) Code.
- 7) Click “Submit” (You have now registered on InstaVote).  
 Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

**STEP 2: Steps to cast vote for Resolutions through InstaVote**

- a) Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- b) Select ‘View’ icon. E-voting page will appear.
- c) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- d) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

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- e) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the company at registered email address.

#### **Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")**

##### STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

##### STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Investor Mapping" tab under the Menu section
- c) Map the Investor with the following details:

- 1) Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
- 2) 'Investor's Name - Enter Investor's Name as updated with DP.
- 3) 'Investor PAN' - Enter your 10-digit PAN.
- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- d) Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

### **STEP 3 – Steps to cast vote for Resolutions through InstaVote**

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No."
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### **METHOD 2 - VOTES UPLOAD**

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- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
 (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**NOTE: Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at registered email address.

**D. HELPDESK:**

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufig.com](mailto:enotices@in.mpms.mufig.com) or contact on: - Tel: 022 – 4918 6000.

**Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at

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	helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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**Forgot Password:**

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Further Click on “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

**General Instructions - Shareholders**

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**14. Declaration of results on the resolutions:**

- i. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make, not later than 2 (two) working days from conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against each resolution, invalid votes, if any, and whether the resolution(s) has/have been carried or not. This report shall be submitted to the Chairperson, or a person authorised by him, in writing, who shall countersign the same.
- ii. The results shall be declared after the Meeting of the Company and shall be deemed to be passed on the date of Meeting. The results along with the Scrutiniser’s Report shall be placed on the website of the Company [www.hubtown.co.in](http://www.hubtown.co.in) within 2 (two) working days of passing of the resolutions at the Meeting of the Company and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the Company’s equity shares are listed. RTA, who has provided the platform for facilitating remote e-voting, will also display these results on its website <https://instavote.linkintime.co.in>. The said results shall also be displayed at the registered office of the Company.

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13. Subject to receipt of requisite majority of votes in favour of the Scheme i.e., majority in number representing three- fourth in value (as per Sections 230 to 232 of the Act), the Resolution proposed in the Notice shall be deemed to have been passed on the date of the Meeting (specified in the Notice). This is further subject to provisions of the SEBI LODR Regulations as to receipt of requisite majority of votes in favour of the Scheme from the public shareholders of the Company.
14. Documents for inspection as referred to in the Notice will be available electronically for inspection (without any fee) by the equity shareholders from the date of circulation of this Notice up to the date of Meeting. Equity Shareholders seeking to inspect such documents can access the same on the website of the Company at: <https://www.hubtown.co.in>.
15. Equity Shareholders seeking any information with regard to the Scheme or the matter proposed to be considered at the Meeting, are requested to write to the Company at least seven days before the date of the Meeting through email on [investorcell@hubtown.co.in](mailto:investorcell@hubtown.co.in).
16. Equity shareholders are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting, manner of casting vote through remote e-voting or e-voting at the Meeting.

**FORM NO. CAA. 2**

**[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies  
(Compromises, Arrangements and Amalgamations) Rules, 2016]**

**IN THE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH - IV  
C.A. (CAA)/24(MB)/2026**

**IN THE MATTER OF SECTIONS 230 to 232  
AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013  
AND**

**IN THE MATTER OF SCHEME OF ARRANGEMENT IN THE NATURE OF MERGER / AMALGAMATION  
OF 25 WEST REALTY PRIVATE LIMITED WITH HUBTOWN LIMITED AND THEIR RESPECTIVE  
SHAREHOLDERS AND CREDITORS**

**STATEMENT UNDER SECTION 230 TO 232 READ WITH SECTION 102 AND OTHER APPLICABLE  
PROVISIONS OF THE COMPANIES ACT, 2013 (“ACT”), AND RULE 6 OF THE COMPANIES  
(COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 (“CAA RULES”), TO THE  
NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS OF HUBTOWN LIMITED PURSUANT TO THE  
ORDER OF THE HON’BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH, MUMBAI  
 (“NCLT”) DATED MAY 04, 2026 (“NCLT ORDER”)**

**1. Meeting for the Scheme**

- a. This is a Statement accompanying the Notice convening the meeting of the equity shareholders of Hubtown Limited, as per the directions given by the Hon’ble NCLT vide its order dated May 04, 2026 (“**NCLT Order**”) passed in the Company Scheme Application No. C.A. (CAA)/24(MB)/2026. The Meeting is scheduled to be held on Friday, June 19, 2026 at 11.00 A.M. (IST), through VC / OAVM, for the purpose of their considering, and if thought fit, approving, with or without modification, the proposed Scheme of Arrangement (“**Scheme**”) in the nature of merger / amalgamation of 25 West Realty Private Limited (“**Transferor Company**” or “**25 West**”) with Hubtown Limited (“**Transferee Company**” or “**Company**”) and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 read with applicable rules made thereunder.

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- b. In terms of the aforementioned NCLT Order, the quorum for the Meeting shall be as prescribed under the Companies Act, 2013 and would include Equity Shareholders present through VC / OAVM. Further in terms of the NCLT Order, in case the aforesaid quorum for the Meeting is not present at the commencement of the Meeting, the Meeting shall be adjourned by 30 (thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum. In view thereof, the Company has decided that in case the aforesaid quorum for the Meeting is not present within 30 (thirty) minutes from the commencement of the Meeting, then the members present at that time shall constitute valid quorum and Meeting shall be held and proceeded with as per the Notice. The Hon'ble NCLT has appointed Mr. Pranay Luniya, Practicing Chartered Accountant and in his absence, Mr. Akshay Luniya, Practicing Chartered Accountant from M/s. Luniya & Company, Chartered Accountants, as the Chairperson of the meeting including any adjournment or adjournments thereof, if any.
- c. Capital terms used in the Notice and the Statement, but not defined herein, shall have the same meaning as ascribed to them in the Scheme.
- d. A copy of the NCLT Order and the Scheme are enclosed herewith as **Annexure 1** and **Annexure 2** respectively.

## 2. Rationale and Benefits of the Scheme

The rationale and intended benefits of the Scheme as stated in the Scheme is reproduced below:

- a. *The Transferor Company is a group company, which is being jointly controlled by persons forming part of the Promoter and Promoter Group of the Transferee Company.*
- b. *The Transferor Company is currently developing a super-luxury residential project known as '25 West' located at 404, CTS No. B-908, Mount Mary, Bandra (West), Mumbai – 400 050, Maharashtra, India. The said project is envisioned as a premium high-end residential development, strategically located in a prime area of Mumbai, offering modern amenities and unobstructed views of the Bandra-Worli Sea Link, the Arabian Sea and the Mahim Bay. In light of its prime location and design attributes, the project is expected to attract significant*

*interest from homebuyers and investors thereby contributing meaningfully to the growth trajectory, market standing and financial position of the Transferor Company.*

- c. Considering the increasing demand for premium real estate in Mumbai and the unique features and location advantages of '25 West', the project is anticipated to generate substantial financial returns for the Transferor Company.*
- d. The proposed merger / amalgamation is also intended to enhance the investment profile of the consolidated entity by aligning a high-potential real estate asset with a broader business platform of the Transferee Company and at the same time, discharge the consideration for acquisition / aggregation of '25 West' through the merger of the Transferor Company into the Transferee Company in non-monetary form by issue of its equity shares to the shareholders of the Transferor Company.. The integration is expected to position the Transferee Company more favorably in the eyes of the existing and prospective shareholders, lenders and strategic partners, and further strengthen its standing as a key player in the real estate and infrastructure development sector.*
- e. In addition to the above, the merger / amalgamation of the Transferor Company with the Transferee Company will also provide ancillary benefits in the form of administrative and operational rationalization and promote organizational efficiencies with the achievement of greater economies of scale, reduction in overheads and improvement in various other operating parameters including administrative, managerial and other expenditure, and optimal utilization of resources by elimination of duplication of activities and related costs.*
- f. Thus, with an intent to achieve aforesaid objectives and further in order to consolidate, streamline and effectively merge the Transferor Company and the Transferee Company in a single entity it is intended that the Transferor Company be merged / amalgamated with the Transferee Company.*
- g. In view of the aforesaid objectives, the Board of Directors of the Transferor Company and the Transferee Company have considered and proposed the amalgamation for the transfer and vesting of the Undertaking of the Transferor Company (as defined in the draft Scheme of Arrangement) and business of the Transferor Company with and into the Transferee Company and other ancillary and incidental matters stated herein, with an opinion that the*

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*amalgamation and other provisions of the Scheme would benefit the shareholders, employees and other stakeholders of the Transferor Company and the Transferee Company.*

- h. *The amalgamation of the Transferor Company with the Transferee Company will combine the business, activities and operations of the Transferor Company and the Transferee Company into a single company with effect from the Appointed Date and shall be in compliance with the provisions of the IT Act (as defined in the draft Scheme of Arrangement), including Section 2(1B) thereof or any amendments thereto.*

### 3. Background of the Companies involved in the Scheme of Arrangement

#### A) 25 West Realty Private Limited (“25 West” or “Transferor Company”)

- a. The Transferor Company was incorporated on April 29, 2010 under the provisions of the Companies Act, 1956 as a Private Limited Company in the State of Maharashtra under the name and style of “**Avdharna Infrastructure Private Limited**”. Subsequently, the name of the Transferor Company was changed from “**Avdharna Infrastructure Private Limited**” to “**25 West Realty Private Limited**” upon approval granted by Registrar of Companies on July 25, 2023. Except as stated in this para, there has been no other change in the name of the Transferor Company in the immediately preceding 5 (five) years.
- b. The Corporate Identity Number of the Transferor Company is U70100MH2010PTC202543. The Permanent Account Number of the Transferor Company issued by the Income Tax Department is AAICA9549F. The e-mail id of the Transferor Company is [pompithakur1@gmail.com](mailto:pompithakur1@gmail.com).
- c. The registered office of the Transferor Company is situated at Unit No. 404, Transit Camp No. 3, CTS B 908, Mount Marry Hill, Bandra (West), Mumbai – 400050, Maharashtra, India. There has been no change in registered office the Transferor Company in the immediately preceding 5 (five) years.
- d. The Transferor Company is primarily engaged in real estate business of construction and development of residential and commercial premises. The main object as set out in the Memorandum of Association is as under:

*“1. To carry on in India or abroad the business of builders, developers, infrastructural development contractors, contractors, designers, architects, decorators, consultants and estate agents and to buy, acquire, purchase, build, develop, sell, lease, manage, take on lease, any interest in any lands, buildings, property, real or personal estate, TDR or hereditaments of any tenure or description in India or abroad for residential, commercial, industrial or other purposes and any rights, easements, advantages and privileges relating thereto and either for resale or trading or for trafficking in the same and to turn the same to account as may seem expedient and in particular by laying out, developing or to assist in developing and preparing sites by planting, paving, draining and by constructing, reconstructing, pulling down, rebuilding, enlarging, extending, altering, improving, decorating, houses, Mass housing Slum redevelopment, factories, hotels, restaurants café, refreshment room, cinema houses, building and conveniences or by consolidating or by connecting or sub-dividing properties or by leasing, letting or renting, selling (by installments, ownership hire purchase basis or otherwise) and disposing of the same on Any other terms and conditions and to undertake contracts for any type of infrastructure facilities including road, dam, checked dam, bridge, airport, runway, railway platform, stations, subway, underground ways, tunnel, helipad and highways.”*

- e. The securities of the Transferor Company are not listed on any stock exchange in India or abroad.
- f. The details of the capital structure of the Transferor Company as on March 31, 2026, are as under:

Particulars	Amount in INR
<b>Authorized Share Capital</b>	
10,00,000 Equity Shares of INR 10/- each	1,00,00,000/-
<b>TOTAL</b>	<b>1,00,00,000/-</b>
<b>Issued, subscribed and paid-up Share Capital</b>	
10,00,000 equity shares of INR 10/- each, fully paid up	1,00,00,000/-
<b>TOTAL</b>	<b>1,00,00,000/-</b>

- g. Details of promoters (including promoter group) of the Transferor Company as on March 31, 2026, are as follows:

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Sr. No.	Name of promoter / promoter group	Category	Address
1.	Khilen Vyomesh Shah	Promoter	Floor 9, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
2.	Rushank Vyomesh Shah	Promoter	Floor 6, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
3.	Kushal Hemant Shah	Promoter	Floor 13, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
4.	Meha Rushank Shah	Promoter	Floor 6 2, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
5.	Pratiti Mayank Shah	Promoter	Floor 9 2, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
6.	Falguni Vyomesh Shah	Promoter	Floor 6, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
7.	Kunjali Hemant Shah	Promoter	Floor 13, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.

h. Details of directors of the Transferor Company as on March 31, 2026 are as follows:

Sr. No.	Name of the Director	Designation	Address
1.	Rajesh Laxmikant Babladi	Director	A/601, DLH, Orchid, 1st Cross Lane, Apna Ghar, Unit no 13, Lokhandwala, Andheri West, Mumbai - 400053, Maharashtra, India.
2.	Pandharinath Maloji Thakur	Director	405, Green Star, Sherly Rajan Road, Rizvi College Complex, Carter Road, Mumbai - 400050, Maharashtra, India.

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- i. The latest annual audited financial statements of the Transferor Company for the financial year ended March 31, 2026 are enclosed herewith as **Annexure 3**.
- j. There were no Secured Creditors in the Transferor Company as on September 30, 2025. The value of Unsecured Creditors of the Transferor Company as on September 30, 2025 was INR 21,629.29/- Lakhs.

**B) Hubtown Limited (“HL” or “Transferee Company”)**

- a. The Transferee Company was incorporated on February 16, 1989 under the provisions of the Companies Act, 1956 as a Private Limited Company in the State of Maharashtra under the name and style of “**Akruti Nirman Private Limited**”. Subsequently, in terms of special resolution passed by the members of the Transferee Company in its Extra Ordinary General Meeting (“**EGM**”) held on February 13, 2002 and upon approval granted by the Registrar of Companies (“**RoC**”), Maharashtra on April 11, 2002, the Transferee Company was converted into a Public Limited Company and pursuant therewith, its name was changed to “**Akruti Nirman Limited**”. Subsequently, the name of the Company was changed (i) from “**Akruti Nirman Limited**” to “**Akruti City Limited**” upon approval granted by RoC on October 11, 2007; ii) from “**Akruti City Limited**” to “**Ackruti City Limited**” upon approval granted by RoC on June 01, 2009; and iii) from “**Ackruti City Limited**” to “**Hubtown Limited**” upon approval granted by RoC on October 31, 2011. There has been no change in the name of the Transferee Company in the immediately preceding 5 (five) years.
- b. The Corporate Identity Number (CIN) of the Transferee Company is L45200MH1989PLC050688. The Permanent Account Number of the Transferee Company issued by the Income Tax Department is AAACA6101D. The e-mail id of the Transferee Company is [investorcell@hubtown.co.in](mailto:investorcell@hubtown.co.in).
- c. The registered office of the Transferee Company is situated at Hubtown Seasons, CTS No. 469-A, Opp. Jain Temple, R.K. Chemburkar Marg, Chembur (East), Mumbai – 400 071, Maharashtra, India. There has been no change in registered office the Transferee Company in the immediately preceding 5 (five) years.

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d. The Transferee Company is primarily engaged in the business of construction and development of residential and commercial premises, Build Operate Transfer (BOT) Projects, etc. either directly and / or through its subsidiaries / joint ventures / associate companies. The main objects as set out in the Memorandum of Association are as under:

1. *“To engage, undertake and execute any contracts for works construction or projects involving civil, mechanical and electrical engineering.*
2. *To undertake and execute contract for designing and constructing bridges, ecqueducts, tunnels, industrial sheds, cooling towers, foundations, canals, weirs, dams, mass excavations, public utility structures, buildings.*
3. *To carry on business of Builders, Contractors, Dealers in and manufacture of pre-fabricated and pre-cast houses, buildings or erection and material, tools, implements, machines and metalware in connection therewith or incidental therewith fabrication or erection of steel or tubular structures.*
4. *To purchase, develop, take in exchange or on lease hire or otherwise acquire, whether for investment and or sale or working the same, any real or personal estate or property including land, mine business building, factory, mill, houses, cottages, shops, mineral, right concession, privilege, licences, lease whatsoever for the purpose of the Company in consideration for a gross sum or rent or partly in or one and partly in other or for sum other consideration and to carry on business as proprietor of flats and buildings and to let on lease any houses, apartments wherein and to provide for conveniences commonly provided in flats, suites residential and business quarters.*
5. *To build, construct, commercialize, convert, develop, design, demolish, deal, erect, establish, fabricate, finance, furnish, hire, improve, lease, license, manage, maintain, repair, remodel, recondition, renovate and sell Hotels, Taverns, Restaurants, Food Courts, luncheon counters, Cafeterias, Bars, Resorts, Refreshment Rooms, Boarding and Lodging, House Keepers, Motels, Guesthouses, Clubs, Shopping Malls, Theatres and Cinemas, Entertainment and Sports Complex, Entertainment Multiplexes, Places of amusement recreations, Amusement parks, Recreation Centres, Pubs, Discotheques, Swimming Pools, Fitness and Health clubs,*

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*Banquet halls, Marriage halls, Hospitals, Schools, Super markets, Hyper markets, Departmental stores, Places of worship, Highways, Roads, Paths, Streets, Sideways, Courts, Alleys, Pavements, Bridges, land and to do other similar construction, levelling or paving work, and for these purposes to purchase, take on leases, or otherwise acquire and hold any lands and prepare layout thereon or buildings of any tenure or description wherever situate and to do the business of real estate developers, construction and estate agents, property dealers and to carry out such other related activities in India or any other part of the world.”*

- e. The equity shares of the Transferee Company are listed on National Stock Exchange of India Limited as well as BSE Limited.
- f. The details of the capital structure of the Transferee Company as on March 31, 2026, are as under:

Particulars	Amount in INR
<b>Authorized Capital</b>	
50,00,00,000 equity shares of INR 10/- each	500,00,00,000/-
<b>TOTAL</b>	<b>500,00,00,000/-</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
14,21,00,657 equity shares of INR 10/- each, fully paid up	142,10,06,570/-
<b>TOTAL</b>	<b>142,10,06,570/-</b>

- g. Details of promoters (including promoter group) of the Transferee Company as on March 31, 2026, are as follows:

Sr. No.	Name of promoter / promoter group	Category	Address
1.	Hemant Mahipatray Shah	Promoter	Floor 13, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
2.	Vyomesh Mahipatray Shah	Promoter	Floor 6, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.

3.	Kushal Hemant Shah	Promoter Group	Floor 13, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
4.	Falguni Vyomesh Shah	Promoter Group	Floor 6, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
5.	Kunjai Hemant Shah	Promoter Group	Floor 13, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
6.	Khilen Vyomesh Shah	Promoter Group	Floor 9, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
7.	Rushank Vyomesh Shah	Promoter Group	Floor 6, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
8.	Meha Rushank Shah	Promoter Group	Floor 6, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
9.	Pratiti Mayank Shah	Promoter Group	Floor 9, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
10.	Vyomesh Mahipatray Shah HUF	Promoter Group	Floor 6, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
11.	Hemant Mahipatray Shah HUF	Promoter Group	Floor 13, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.

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			Maharashtra, India.
12.	Mahipatray V Shah HUF	Promoter Group	Floor 13, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
13.	Mahipatray V Shah Discretionary Trust	Promoter Group	Floor 13, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
14.	High Scale Trading Private Limited	Promoter Group	Unit No. 117, First Floor, Rehab Building No.4, Road No.7, Marol, MIDC, Andheri (East), Mumbai - 400093, Maharashtra, India.
15.	Ukay Valves and Founders Private Limited	Promoter Group	204, Raheja Centre, Free Press Journal Marg, 214, Nariman Point Mumbai – 400021, Maharashtra, India.

h. Details of Directors and Key Managerial Personnel (“KMP”) of the Transferee Company as on March 31, 2026 are as follows:

Sr. No.	Name of the Director	Designation	Address
1.	Hemant Mahipatray Shah	Whole-time Director	Floor 13, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
2.	Vyomesh Mahipatray Shah	Managing Director	Floor 6, Divinity, Keshavrao Khadye Marg, Near Lala Lajpatrai College, Tardeo, Mumbai - 400 034, Maharashtra, India.
3.	Kartik Ruparel	Independent Director	Plot No. 109, Prabhu Krupa Sir Bhai Chandra Road, Hindu Colony Road No.4 Dadar East Next to King George school Mumbai – 400014, Maharashtra, India.
4.	Bhakti Jaywant Kothare	Independent Director	101, Gurukrupa, Mamledar Wadi, Gadiwan Hospital, Malad (West), Mumbai

			- 400064, Maharashtra, India.
5.	Milind Jagdish Ramani	Independent Director	Room No.37, Banarasilal Mansion, S.V Road, Opp New Era Talkies, Malad West, Mumbai – 400064, Maharashtra, India.
6.	Jignesh Hansraj Gala	Independent Director	C/O 1102, Natraj Society, Sodawala Lane, Borivali West, Near Chamunda Circle, Mumbai – 400092, Maharashtra, India.
7.	Sunil Brijbhushan Mago	Chief Financial Officer	D-401, Brookhill Towers, 3rd Cross Road, near High Point restaurant, Lokhandwala Complex, Andheri West, Mumbai 400053, Maharashtra, India.
8.	Shivil Kapoor	Company Secretary	Flat 2503, W 45, Casa Fino A, Lodha Amara, Opp. Car Parking, Kolshet Road, Thane, Chitlarsar Manpada, 400607, Maharashtra, India.

- i. The latest annual audited financial statements of the Transferee Company for the financial year ended March 31, 2025 are enclosed herewith as **Annexure 4A**. The audited financial results of the Transferee Company for the financial year ended March 31, 2026 are also enclosed herewith as **Annexure 4B**.
- j. The value of Secured Creditors of the Transferee Company as on September 30, 2025 was INR 42,145.67 Lakhs.
- k. The value of Unsecured Creditors of the Transferee Company as on September 30, 2025 was INR 34,619.48 Lakhs.

**4. Relation subsisting between the Companies who are parties to the Scheme**

- a. As on the date of filing the Scheme with the Hon’ble NCLT, the Transferor Company is a group company of the Transferee Company and is jointly controlled by persons forming part of the Promoter and Promoter Group of the Transferee Company.
- b. Both Transferor Company and Transferee Company are related parties of each other as per the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), as applicable. The amalgamation shall not attract the requirements of Section 188 of the Companies Act, 2013 (related party transactions), pursuant to the clarifications provided by the Ministry of Corporate Affairs vide its General Circular No. 30/2014 dated July 17, 2014. However, the transaction shall be considered as a ‘related party transaction’ under SEBI LODR Regulations.

- c. There are no common directors on the Board of the Transferor Company and the Transferee Company.

## 5. Description and Salient Features of the Scheme

The details / salient features of the Scheme of Arrangement are set out as below. The capitalized terms used herein shall have the same meaning as ascribed to them in Clause 5 of Part I of the Scheme.

- a. This Scheme provides for the merger / amalgamation of Transferor Company with the Transferee Company under Sections 230 to 232 and other applicable provisions of the Act.
- b. The rationale and intended benefits of the Scheme are described in Para 2 above.
- c. The Appointed Date of the Scheme shall mean the opening business hours of April 01, 2025 or such other date as the Hon’ble NCLT may allow or direct and which is acceptable to the Board of Directors of the Transferor Company and the Transferee Company.
- d. The Effective Date for the Scheme mean the last of the dates on which all the conditions as referred to in Clause 21 of the Scheme has been complied with, including filing of certified copy of the order, sanctioning this Scheme, passed by the Hon’ble NCLT with the Registrar of Companies by the Transferor Company and the Transferee Company collectively.
- e. Upon the coming into effect of the Scheme and with effect from the Appointed Date and pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act, if any, the Undertaking of the Transferor Company shall, without any further act, instrument or deed, be and shall stand transferred to and / or vested in or be deemed to have been and stand transferred to or vested in the Transferee Company as a going concern so as to

become as and from the Appointed Date, the Undertaking of the Transferee Company by virtue of and in the manner provided in the Scheme, together with all estate, rights, titles and interests and authorities including accretions and appurtenances therein including dividends, or other benefits receivable. Notwithstanding anything contained in the Scheme, the provisions of the Scheme and all clauses hereunder shall be given effect to from the Appointed Date.

- f. Upon the Scheme becoming effective and in consideration of the transfer and vesting of the Undertaking of the Transferor Company from the Transferor Company to the Transferee Company in terms of the Scheme, the Transferee Company shall, without any further application or deed, issue and allot to every member of the Transferor Company holding fully paid-up equity shares in the Transferor Company, and whose names appear in the Register of Members of the Transferor Company on the Record Date or to such of their respective heirs, executors, administrators, or the successors in-title, in the following manner:

*“42 (Forty-Two) equity shares of face value of INR 10/- (Indian Rupees Ten Only) each of the Transferee Company, for every 1 (One) fully paid-up equity shares of face value of INR 10/- (Indian Rupees Ten Only) each of the Transferor Company. (“Share Entitlement Ratio”).”*

The equity shares issued by the Transferee Company as referred in this para are hereinafter referred to as “**HL New Shares**”.

- g. HL New Shares to be issued and allotted by the Transferee Company pursuant to the Scheme shall rank pari passu with the existing equity shares of the Transferee Company in all respects including dividends, if any, that may be declared by the Transferee Company on or after the Scheme becoming effective, as the case may be, and shall be listed and admitted for trading on the Stock Exchanges by virtue of the Scheme.
- h. The Transferor Company shall be dissolved without winding up, on an order made by the Hon’ble NCLT under Section 230 of the Act. On and with effect from the Effective Date, the name of the Transferor Company shall be struck off from the records of the relevant Registrar of Companies.

**Note:** The above are the salient features of the Scheme. The equity shareholders are requested to read the entire text of the Scheme annexed herewith to get fully acquainted with the provisions thereof.

## 6. Board Approvals

- a. The Board of Directors of the Transferor Company has approved the Scheme and adopted a report dated June 30, 2025 (“**25 West Board Report**”) as per Section 232(2)(c) of the Act, explaining the effect of the Scheme on each class of shareholders (promoter and non-promoter), creditors, Key Managerial Personnel and employees of the Transferor Company and laying out in particular the share entitlement ratio, setting out the salient features and rationale behind the Scheme. The 25 West Board Report recommended the draft Scheme noting that the Scheme is not detrimental to the shareholders of Transferor Company, after taking into consideration, inter alia, the valuation report issued by Shashank Maloo, Registered Valuer (IBBI/RV/07/2019/12701) and the Fairness Opinion report issued by 3Dimension Capital Services Limited, Category-I Merchant Banker (SEBI Registration No. INM000012528) (as referred in Para 14 below). The 25 West Board Report is enclosed herewith as **Annexure 5A**.

The Board of Directors of the Transferor Company in their meeting on June 30, 2025, unanimously approved the Scheme, as detailed below:

Name of Director	Voted in Favour / against / did not participate or vote
Rajesh Laxmikant Babladi	In Favour
Pandharinath Maloji Thakur	In Favour

- b. The Board of Directors of the Transferee Company has approved the Scheme and adopted a report dated June 30, 2025 (“**HL Board Report**”) as per Section 232(2)(c) of the Companies Act, 2013 explaining the effect of the Scheme on each class of shareholders (promoter and non-promoter), creditors, Key Managerial Personnel and employees of the Transferee Company and laying out in particular the share entitlement ratio, setting out the salient features and rationale behind the Scheme. The HL Board Report recommended the draft Scheme noting that the Scheme is not detrimental to the shareholders of Transferor Company, after taking into consideration, inter alia, i) report of the Audit Committee and report of the Committee of Independent Directors of the Transferee Company, each dated June 30, 2025 (which is available on the website of the Transferee Company); and ii) the

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valuation report issued by Shashank Maloo, Registered Valuer (IBBI/RV/07/2019/12701) and the Fairness Opinion Report issued by 3Dimension Capital Services Limited, Category-I Merchant Banker (SEBI Registration No. INM000012528) (as referred in Para 14 below). The HL Board Report is enclosed herewith as **Annexure 5B**.

The Board of Directors of the Transferee Company in their meeting on June 30, 2025, unanimously approved the Scheme, as detailed below:

Name of Director	Voted in Favour / against / did not participate or vote
Mr. Hemant Mahipatray Shah	In Favour
Ms. Bhakti Jaywant Kothare	In Favour
Mr. Milin Jagdish Ramani	In Favour
Mr. Kartik Ruparel	In Favour
Mr. Jignesh Hansraj Gala	In Favour
Mr. Vyomesh Mahipatray Shah	In Favour

#### **7. Interest of Directors, Key Managerial Personnel (KMPs), their relatives and Debenture Trustee**

- a. None of the Directors, KMPs (as defined under the Act and rules framed thereunder), as applicable, of the Transferor Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of their directorship and shareholding, if any, in the Transferor Company. The Transferor Company has not issued any debentures and hence, does not have any Debenture Trustee.
- b. None of the Directors, KMPs (as defined under the Act and rules framed thereunder), as applicable, of the Transferee Company and their respective relatives (as defined under the Act and rules framed thereunder), have any interest in the Scheme except to the extent of their directorship and shareholding, if any, in the Transferee Company. The Transferee Company has issued debentures. The Debenture Trustee, acting on behalf of the debenture holders, has no interest in the Scheme, except to the extent of the debentures held in the Transferee Company.

## **8. Effect of the Scheme on interested stakeholders**

The effect of scheme on various stakeholders viz. on Equity Shareholders (promoter and non-promoter members), Directors, KMPs, Employees, Creditors, Depositors, Debenture Holders and Debenture Trustees is summarized below:

### **a. Equity Shareholders (promoter and non-promoter members):**

Pursuant to the Scheme, entire equity share capital of the Transferor Company shall stand cancelled and in lieu thereof, the equity shares of the Transferee Company are proposed to be issued to the shareholders of the Transferor Company on the basis of Share Entitlement Ratio, as mentioned above. The Scheme is expected to be beneficial to the Companies and its shareholders and all other stakeholders in large and is not detrimental to any of the shareholders of the Companies.

### **b. Directors and KMPs:**

The Scheme will have no adverse effect on the office of existing Directors and KMPs of the Transferee Company. Further, no change in the Board of Directors or KMPs of the Transferee Company is envisaged on account of the Scheme. It is clarified that, the KMPs and composition of the Board of Directors of the Transferee Company may change by appointments, retirements or resignations in accordance with the provisions of the Act but the Scheme itself does not affect the office of Directors and KMPs of the Transferee Company.

The effect of the Scheme on the Directors and KMPs of the Transferee Company in their capacity as Equity Shareholders of the Transferee Company, if any, is the same as in case of other Equity Shareholders of the Transferee Company, as mentioned Para 8 a. above.

Pursuant to the Scheme, the Transferor Company shall be dissolved without winding up and therefore current Directors of the Transferor Company shall cease to hold their positions as directors of the Transferor Company. There are no KMPs in the Transferor Company.

**c. Employees:**

The Scheme will have no effect on the existing employees of the Transferee Company. Upon the effectiveness of this Scheme and with effect from the Effective Date, the Transferee Company undertakes to engage, without any interruption in service, the employees of the Transferor Company, if any, on terms and conditions no less favourable than those on which they are engaged by the Transferor Company.

**d. Creditors:**

The proposed Scheme does not involve any compromise or arrangement with the creditors. Creditors of the Transferee Company will continue to be creditors on the same terms and conditions, as before. The rights of the creditors of the Transferee Company shall not be adversely affected by the Scheme. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

On the Scheme becoming effective, the creditors of the Transferor Company will become creditors of the Transferee Company and there will be no reduction in the claims of the creditors of the Transferor Company on account of the Scheme and will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

**e. Depositors, Debenture Holders and Debenture Trustee**

The Transferee Company and the Transferor Company have not accepted any term deposits from depositors, and accordingly, no deposit trustees have been appointed. The Transferor Company has neither any debenture holders nor any debenture trustees.

The proposed Scheme does not involve any compromise or arrangement with the debenture holders. The debenture holders of the Transferee Company shall continue to hold their debentures on the same terms and conditions as existing prior to the Scheme. The rights of the debenture holders of the Transferee Company shall not be adversely affected by the Scheme.

## 9. Capital / Debt Restructuring

- a. The Scheme does not contain or provide for capital / debt restructuring. The Scheme does not in any manner adversely or prejudicially affect the rights of any creditors of the Transferee Company and the Transferor Company or contemplate any compromise or arrangement with the creditors of the Transferee Company or the Transferor Company.
- b. Pursuant to the Scheme, the entire equity share capital of the Transferor Company shall stand cancelled and the Transferor Company shall be dissolved without winding up, on an order made by the Hon'ble NCLT under Section 230 of the Act.

## 10. Capital Structure of the Transferor Company and Transferee Company Post Scheme:

- a. The following table sets out the post-Scheme shareholding pattern of the Transferee Company without considering the effect of any other ongoing or concurrent scheme of arrangement involving the Transferee Company:

Particulars	Transferor Company		Transferee Company	
	Authorised Share Capital	Issued, Subscribed & Paid-up Share Capital	Authorised Share Capital	Issued, Subscribed & Paid-up Share Capital
No. of equity shares	Nil	Nil	50,00,00,000	18,41,00,657
Equity Share capital in Rs.	Nil	Nil	5,00,00,00,000	1,84,10,06,570

**Note:** Authorised and issued, subscribed and paid-up share capital as aforesaid is after considering the changes in the capital structure as per proposals contained in the Scheme.

The shareholding pattern of the Transferor Company and the Transferee Company (pre-Scheme and post-Scheme) as on March 31, 2026, without considering the effect of any other ongoing or concurrent scheme of arrangement involving the Transferee Company, is enclosed herewith as **Annexure 6A**. Upon effectiveness of the Scheme, the entire pre-Scheme share capital of the Transferor Company shall stand cancelled and accordingly, there will be no post-Scheme shareholding pattern of the Transferor Company.

- b. The Board of Directors of Hubtown Limited (“**HL**”) and Saicharan Consultancy Private Limited (“**SCPL**”), at their respective Board Meetings dated February 14, 2025, had approved the Scheme of Arrangement in the nature of merger / amalgamation of SCPL with HL and their respective shareholders and creditors under sections 230-232 of the Companies Act, 2013 (“**HL-SCPL Scheme**”). The following table sets out the post-Scheme shareholding pattern of the Transferee Company after considering the proposed issuance of 64,80,000 equity shares by HL under impending HL-SCPL Scheme, in addition to the present Scheme. Further details of the HL-SCPL Scheme are available on the website of the Transferee Company.

Particulars	Transferor Company		Transferee Company	
	Authorised Share Capital	Issued, Subscribed & Paid-up Share Capital	Authorised Share Capital	Issued, Subscribed & Paid-up Share Capital
No. of equity shares	Nil	Nil	50,00,00,000	19,05,80,657
Equity Share capital in Rs.	Nil	Nil	5,00,00,00,000	1,90,58,06,570

**Note:** Authorised and issued, subscribed and paid-up share capital as aforesaid is after considering the changes in the capital structure as per proposals contained in the Scheme.

The shareholding pattern of the Transferor Company and the Transferee Company (pre-Scheme and post-Scheme) as on March 31, 2026, after considering the effect of the abovementioned HL-SCPL Scheme, is enclosed herewith as **Annexure 6B**. Upon effectiveness of the Scheme, the entire pre-Scheme share capital of the Transferor Company shall stand cancelled and accordingly, there will be no post-Scheme shareholding pattern of the Transferor Company.

**11. Amounts due to the Secured Creditors**

- a. There were no Secured Creditors in the Transferor Company as on September 30, 2025.

- b. The amounts due to the Secured Creditors of the Transferee Company as on September 30, 2025 was INR 42,145.67/- Lakhs.

**12. Amounts due to the Unsecured Creditors**

- a. The amounts due to the Unsecured Creditors of the Transferor Company as on September 30, 2025 was INR 21,629.29/- Lakhs.
- b. The amounts due to the Unsecured Creditors of the Transferee Company as on September 30, 2025 was INR 34,619.48/- Lakhs.

**13. Auditor’s Certificate on conformity of accounting treatment in the Scheme with Accounting Standards**

In compliance with the requirements under the Companies Act, 2013 and SEBI Scheme Circular (as defined in the Scheme), M/s. J B T M & Associates LLP, Chartered Accountants, Statutory Auditors of the Transferee Company has certified that the Accounting Treatment proposed in terms of Clause 14 of the Scheme is in conformity with the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013, through their certificate dated June 30, 2025.

**14. Valuation Report and Fairness Opinion**

- a. The Share Entitlement Ratio as set out in the Scheme, has been approved by the Board of Directors of the Transferor Company and Transferee Company after taking into consideration the Valuation Report dated June 30, 2025 issued by Shashank Maloo, Registered Valuer (IBBI/RV/07/2019/12701) (“Registered Valuer”) recommending the share entitlement ratio for the Scheme of Arrangement (“Valuation Report”). A copy of the said Valuation Report is enclosed herewith as **Annexure 7**.
- b. The computation of fair Share Entitlement Ratio as per report issued by the Registered Valuer is given below:

Sr. No.	Particulars	Transferee Company / HL	Transferor Company / 25 West
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		Value per share (INR)	Weight	Value per share (INR)	Weight
A	Income Approach	188.63	33%	10,149	100%
B	Market Price Approach	98.73	33%	NA	-
C	Assets Approach	173.16	34%	NA	-
I.	Weighted average fair value	<b>153.51</b>	<b>100%</b>	<b>10,149</b>	<b>100%</b>
II.	Volume weighted average market price method (Refer Annexure E of Valuation Report)	239.46	100%	NA	-
III.	Relative Value per share considered for determining fair exchange ratio*	239.46		10,149	
IV.	Exchange Ratio	1:42			

\*Fair value per share of Hubtown Limited is considered higher of (I) Weighted average fair value and (II) Volume weighted average market price method  
 NA = Not Applied

- c. The Discounted Cash Flow (“**DCF**”) model indicates the fair market value of a business based on the present value of free cash flows that the business is expected to generate in the future. This method involves estimation of post-tax cash flows for the explicit projection period and the terminal value, after considering the business requirements of reinvestment in terms of capital expenditure and changes in working capital and discounting the same using an appropriate weighted average cost of capital. For the purpose of valuing the Transferor Company and the Transferee Company, the DCF Method has been applied, given its operating history, substantial ongoing real estate business operations and availability of detailed future projections.
- d. Market approach is a valuation approach that uses the market prices and other relevant information generated by market transactions of similar or identical nature and size in terms of assets, liabilities or group of assets and liabilities. The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely

traded in. In the present case, the equity shares of the Transferor Company are not listed on the stock exchanges therefore, this valuation method has not been applied and the equity shares of the Transferee Company are listed on BSE Limited and National Stock Exchange of India Limited, therefore, this valuation method has been applied.

- e. Asset / Cost based valuation approach is based on the value of underlying net assets of the business, on a book value basis / replacement cost / realizable value basis. The Asset / Cost based valuation method values a business by subtracting total liabilities from total assets. However, in the case of the Transferor Company, the net worth is negative, resulting in liabilities exceeding the total assets of the Transferor Company. Accordingly, the Asset / Cost based valuation method would not provide a meaningful or fair reflection of the business's actual or potential value, including its earning potential and future cash flows, and has therefore not been considered appropriate for valuation of the Transferor Company. For the Transferee Company, given its significant ownership of land and buildings, both as part of ongoing business operations and as surplus assets, the Asset / Cost based valuation approach has also been applied as one of the valuation approaches.
- f. Based on the aforesaid and other key matters mentioned in the Valuation Report by the Registered Valuer including the relative fair value of equity shares of both the Companies using the valuation approach and methods as referred in the Valuation Report, the Registered Valuer recommended the share entitlement ratio as follows:
- “42 (Forty-Two) equity shares of face value of INR 10/- (Indian Rupees Ten Only) each of the Transferee Company, for every 1 (One) fully paid-up equity shares of face value of INR 10/- (Indian Rupees Ten Only) each of the Transferor Company.”*
- g. The details of the valuation, forms part of the Valuation Report dated June 30, 2025 issued by Shashank Maloo, Registered Valuer (IBBI/RV/07/2019/12701).
- h. In terms of the SEBI Scheme Circular, the Transferor Company and the Transferee Company had appointed 3Dimension Capital Services Limited, Category-I Merchant Banker registered with SEBI to issue the fairness opinion report on the Valuation Report issued by the Registered Valuer as aforesaid. A copy of the said fairness opinion report (“**Fairness Opinion**”) dated June 30, 2025 issued by 3Dimension Capital Services Limited, Category-I

Merchant Banker (SEBI Registration No. INM000012528) is enclosed herewith as **Annexure 8.**

- i. The proposal for the Scheme was placed before the Audit Committee and Committee of Independent Directors of the Transferee Company at its meeting held on June 30, 2025. The Committees took into account the recommendations on the fair valuation mentioned in the Valuation Report and the Fairness Opinion. Both Committees have recommended the proposed Scheme to the Board of Directors of the Company.
- j. The Board of Directors of the Transferee Company have taken into account the recommendations of the Audit Committee and Committee of Independent Directors and Share Entitlement Ratio provided in the Valuation Report and the Fairness Opinion.
- k. Based on the aforesaid, the Board of Directors of the Transferee Company have come to conclusion that the Share Entitlement Ratio provided in the Valuation Report is fair and reasonable and has approved the same at its meeting held on June 30, 2025.

**15. Pending investigations or proceedings against the Transferor Company and Transferee Company**

- a. There are no investigations or proceedings under Sections 206 to 219 of the Companies Act, 2013 pending or instituted against either the Transferor Company or Transferee Company.

**16. Cost - Benefit analysis of the Scheme**

- a. While the implementation of the Scheme would entail certain one-time regulatory, professional and administrative costs, the Scheme is expected to result in long-term benefits such as consolidation of ownership, administrative and operational rationalisation, achievement of economies of scale, reduction in overheads, elimination of duplication of activities, optimal utilisation of resources and enhanced organisational efficiencies. Although such benefits are not capable of precise quantification, over a period of time, the benefits arising from the Scheme would far outweigh the costs incurred and the Scheme would be in the best interests of the Company and their respective shareholders, creditors, employees and other stakeholders.

## **17. Synergies of business of the entities involved in the Scheme**

There are several synergy benefits of business of the entities involved in the Scheme, which is more particularly described in Para 2 (Rationale and Benefits of the Scheme) above.

## **18. Approvals and intimations in relation to the Scheme**

- a. The copy of the Scheme of Arrangement duly approved by the Board of Directors of the Transferee Company along with other required documents were submitted to the concerned stock exchanges viz. BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) for seeking their No-objection letter as required under Regulation 37 of the SEBI LODR Regulations read with SEBI Scheme Circular. In response to the same, BSE and NSE have issued the observation letter dated November 14, 2025 each, to the Transferee Company. There are no adverse observations on the Scheme in the said letters of BSE and NSE. Copy of the said ‘No Adverse Observation’ letters from BSE and NSE are enclosed herewith as **Annexure 9A** and **Annexure 9B** respectively.
- b. Further, in relation to the said SEBI Scheme Circular, the Transferee Company has not received any complaint relating to the Scheme and ‘No Complaint Report’ was filed by the Transferee Company with BSE and NSE, the copies of which have been enclosed herewith as **Annexure 10**.
- c. In addition to the approval of the Hon’ble NCLT, the Transferor Company and / or the Transferee Company will obtain such necessary approvals / sanctions / no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with applicable law, as may be required.
- d. A copy of the Scheme will be filed by the Transferor Company and the Transferee Company with the Registrar of Companies, Maharashtra, once approved by the Hon’ble NCLT.
- e. BSE and NSE in their observation letters each dated November 14, 2025, advised the Company to include certain disclosures in the notice as a part of explanatory statement or proposal accompanying resolution to be passed to be forwarded by the Transferee Company to the shareholders while seeking approval under section 230 and 232 of the Act. The said disclosures have been summarised as under:

Sr. No	Remarks in the Observation Letter	Information required to be disclosed
1.	The Entity shall ensure that the Company discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme.	Details of material ongoing adjudication & recovery proceedings, prosecutions initiated and all other material enforcement action taken against HL, its promoters and directors, as applicable as on March 31, 2026 are enclosed herewith as <b>Annexure 11A</b> . It is clarified that there have been no other adjudication & recovery proceedings, prosecutions initiated or enforcement actions taken against HL, its promoters or directors since March 31, 2026 which are material and which would have an adverse impact on this Scheme or its implementation.
2.	The entity is advised that the information pertaining to all the Unlisted Companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.	Information relating to the unlisted company involved in the Scheme, namely 25 West, in the format prescribed for abridged prospectus as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (" <b>SEBI ICDR Regulations</b> "), read with the SEBI Scheme Circular, is enclosed as <b>Annexure 12</b> .
3.	The entity is advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.	All the relevant details pertaining to the Scheme have been set out in the Notice and the Statement annexed to this Notice read with the Annexures enclosed herewith.

<p>4. The entity is advised that, the companies disclose the following, as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the Company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act, 2013.</p>		
Sr. No	Particulars	Response
i.	Need for the amalgamation, rationale of the scheme, synergies of business of the entities involved in the scheme, impact of the scheme on the shareholders and cost benefit analysis of the scheme.	Refer Para 2 (Rationale and Benefits of the Scheme), Para 8 (Effect of the Scheme on interested stakeholders) and Para 16 (Cost - Benefit analysis of the Scheme) above.
ii.	Details of Registered Valuer issuing Valuation Report and Merchant Banker issuing Fairness opinion, Summary of methods considered for arriving at the Share-Swap Ratio and Rationale for using above methods.	<p>Registered Valuer: Shashank Maloo, Registered Valuer (IBBI/RV/07/2019/12701).</p> <p>Merchant Banker: 3Dimension Capital Services Limited, Category-I Merchant Banker (SEBI Registration No. INM000012528).</p> <p>Refer Para 14 (Valuation Report and Fairness Opinion) above, Annexure 7 (Valuation Report) and Annexure 8 (Fairness Opinion Report) for summary of methods considered for arriving at the Share Entitlement Ratio and rationale for using above methods.</p>
iii.	Basis for arriving at the share swap ratio.	Refer response to Point ii. above.
iv.	Pre and Post scheme shareholding of Hubtown Limited (HL) and 25 West Realty Private Limited (WRPL) as on the date of notice of Shareholders meeting along with rationale for	Refer Annexure 6A and Annexure 6B enclosed herewith for the pre and post shareholding pattern of the Transferor Company and Transferee Company as on March 31, 2026.

	<p>changes, if any, occurred between filing of Draft Scheme to Notice to shareholders.</p>	<p>Details and rationale for changes in the Shareholding pattern from the date of approval of the Scheme by the Board of Directors till the date of this Notice are as under:</p> <ol style="list-style-type: none"> <li>1. There are no changes in the Shareholding pattern of the Transferor Company.</li> <li>2. In the case of the Transferee Company:             <ol style="list-style-type: none"> <li>A. Shareholding of the Promoter and Promoter Group has changed from 4,35,20,414 equity shares to 4,66,59,244 equity shares on account of below events:                 <ol style="list-style-type: none"> <li>a. Issuance of 62,50,000 equity shares on account of warrants into equity shares; and</li> <li>b. Transfer / reduction of 31,11,170 equity shares on account of invocation of pledge by Edelweiss Investment Adviser Limited.</li> </ol> </li> <li>B. Public Shareholding has changed from 9,20,80,243 equity shares to 9,54,41,413 equity shares on account of below events:                 <ol style="list-style-type: none"> <li>a. Issuance of 2,50,000 equity on account of conversion of CCDs; and</li> <li>b. Transfer / addition of 31,11,170</li> </ol> </li> </ol> </li> </ol>
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		equity shares on account of invocation of pledge by Edelweiss Investment Adviser Limited.
v.	Capital built-up of HL and WRPL for the last 3 years.	Refer Annexure 13 (Capital built-up of 25 West Realty Private Limited and Hubtown Limited for the immediately preceding 3 years) enclosed herewith.
vi.	Details of Revenue, EBIDTA and PAT of HL and 25 West for the last 3 years.	Refer Annexure 14 (Details of Revenue, EBIDTA and PAT of 25 West Realty Private Limited and Hubtown Limited for the immediately preceding 3 financial years) enclosed herewith.
vii.	Value of Assets and liabilities of WRPL that are being transferred to HL and post-merger balance sheet of HL.	Refer Annexure 15 (Statement containing details of pre and post Scheme assets, liabilities, net worth, and revenue of 25 West Realty Private Limited and Hubtown Limited (Standalone basis) as on Appointed Date viz. April 01, 2025) enclosed herewith.
viii.	Details of potential benefits and risks associated with the amalgamation.	Refer Para 2 (Rationale and Benefits of the Scheme), Para 8 (Effect of the Scheme on interested stakeholders) and Para 16 (Cost - Benefit analysis of the Scheme) above.
ix.	Financial implication of amalgamation on Promoters, Public Shareholders and the companies involved in the scheme along with future growth prospects of HL pursuant to merger.	Refer Para 8 (Effect of the Scheme on interested stakeholders) and Para 16 (Cost - Benefit analysis of the Scheme) above.
x.	Disclose all pending actions against the entities involved in the scheme, its promoters/directors/KMPs and possible impact of the same on HL and its public shareholders.	1. Refer Annexure 11B for pending actions against the Transferor Company, its promoters / Directors. Further, there are no KMPs of the Transferor Company. These pending actions are not expected to have any

		<p>material impact on the Transferee Company and its public shareholders.</p> <p>2. Refer Annexure 11A for pending actions against the Transferee Company, its promoters / Directors. Further, there are no pending actions against KMPs of the Transferee Company.</p>
xi.	Entity shall ensure that the applicable additional information, if any, shall form part of the disclosures to shareholders, which was submitted by the company to the stock exchange as per Annexure M of Exchange checklist.	The relevant details and applicable additional information which was submitted by the Transferor Company to the Stock Exchange as per Annexure M of Exchange checklist is enclosed herewith as Annexure 16.

**19. Inspection of Documents**

Electronic copy of the following documents will be available for inspection in the “Investor Relations” section of the website of the Company at <https://www.hubtown.co.in>:

- a. Memorandum and Articles of Association of the Transferor Company and the Transferee Company;
- b. Copy of the order dated May 04, 2026 passed by the Hon’ble National Company Law Tribunal, Mumbai Bench;
- c. Copy of the Scheme;
- d. Audited Financial Statements of the Transferor Company for the financial year ended March 31, 2026;
- e. Audited Financial Statements of the Transferee Company for the financial year ended March 31, 2025;

**Regd. Office:** Hubtown Seasons, CTS NO. 469-A, Opp. Jain Temple, R. K. Chemburkar Marg, Chembur (East), Mumbai-400071  
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- f. Audited Financial Results of the Transferee Company for the financial year ended March 31, 2026;
- g. Report of the Audit Committee and Committee of Independent Directors of the Transferee Company each dated June 30, 2025 recommending the Scheme;
- h. Reports adopted by the respective Board of Directors of the Transferor Company and the Transferee Company, pursuant to the provisions of Section 232(2)(c) of the Act;
- i. Shareholding pattern of the Transferee Company and the Transferor Company (pre-Scheme and post-Scheme) as on March 31, 2026 without considering the effect of any other ongoing or concurrent scheme of arrangement involving the Transferee Company;
- j. Shareholding pattern of the Transferee Company and the Transferor Company (pre-Scheme and post-Scheme) as on March 31, 2026 after considering the effect of other ongoing or concurrent scheme of arrangement involving the Transferee Company;
- k. Valuation Report dated June 30, 2025 issued by Shashank Maloo, Registered Valuer (IBBI/RV/07/2019/12701);
- l. Fairness Opinion report dated June 30, 2025 issued by 3Dimension Capital Services Limited, Category-I Merchant Banker (SEBI Registration No. INM000012528);
- m. Observation Letter dated November 14, 2025 issued by BSE Limited;
- n. Observation Letter dated November 14, 2025 issued by National Stock Exchange of India Limited;
- o. 'No Complaints Report' dated August 16, 2025 submitted by Transferee Company to BSE Limited and National Stock Exchange of India Limited;
- p. The summary details of the ongoing adjudication & recovery proceedings, prosecution initiated and all enforcement action taken, if any, against the Transferee Company, its promoters and directors;

- q. The summary details of the ongoing adjudication & recovery proceedings, prosecution initiated and all enforcement action taken, if any, against the Transferor Company, its promoters and directors;
- r. Disclosure document containing information in the format prescribed for abridged prospectus pertaining to the unlisted entity i.e. 25 West Realty Private Limited involved in the Scheme as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 along with the certificate issued by D & A Financial Services (P) Limited, SEBI Registered Merchant Banker thereon, certifying the accuracy and adequacy of disclosures made in the said disclosure document;
- s. Capital built-up of Transferor Company and Transferee Company for the immediately preceding 3 years
- t. Details of Revenue, EBIDTA and PAT of Transferor Company and Transferee Company for the immediately preceding 3 financial years
- u. Statement containing details of pre and post Scheme assets, liabilities, net worth, and revenue of Transferor Company and Transferee Company as on Appointed Date viz. April 01, 2025;
- v. Certificates of the Statutory Auditors of the Transferee Company confirming that the accounting treatment prescribed under the Scheme is in compliance with Section 133 of the Companies Act, 2013 and applicable accounting standards; and
- w. All other documents displayed on the website of the Transferee Company in terms of the SEBI Scheme Circular.

Additionally, the Register of Shareholding of Directors and Key Managerial Personnel is available for inspection at the Registered Office of the Transferee Company.

The above documents shall be available for obtaining extract from or for making copies of by the members at the Registered Office of the Transferee Company on all working days, between Monday

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to Friday except public holidays, between 11:30 A.M. (IST) to 4:00 P.M. (IST) up to the date of the Meeting.

Based on the above and considering the rationale and benefits, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Transferee Company, its equity shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable. The Board of Directors of the Company recommend the Scheme for approval of the equity shareholders.

The Directors and KMPs, as applicable, of the Transferor Company and the Transferee Company, and their respective relatives do not have any concern or interest, financially or otherwise, in the Scheme except as equity shareholders in general and except as stated herein.

Sd/-

Mr. Pranay Luniya

Chairperson appointed by the Hon'ble NCLT for the Meeting

Dated: May 18, 2026

Place: Mumbai

**Registered Office:**

Hubtown Seasons, CTS No. 469-A,  
Opp. Jain Temple, R.K. Chemburkar Marg,  
Chembur (East), Mumbai – 400 071,  
Maharashtra, India.

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