

MARATHON NEXTGEN REALTY LIMITED

Regd. Off.: Marathon Futurex, Mafatlal Mills Compound,
N. M. Joshi Marg, Lower Parel, Mumbai 400 013
Tel.: 022 6158 8484 Fax: 022 6158 8410
CIN: L65990MH1978PLC020080
E-mail: shares@marathonnextgen.com
Website: www.marathonnextgen.com

NOTICE OF POSTAL BALLOT AND E-VOTING

The Members of the Company are hereby informed that the Company has on Monday, March 27, 2017 dispatched the Postal Ballot Notice ("**Notice**") pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 along with the Explanatory Statement and Postal Ballot Form for seeking consent of the members of the Company by way of special resolution through Postal Ballot (including voting by electronic means) for approval for the Buy-back of the equity shares of the Company and related party transaction as stated in detail in the Notice.

The said Notice along with the Explanatory Statement and Postal Ballot were sent to all the Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date i.e. March 17, 2017 ("**Cut-off date**") for seeking approval by Postal Ballot which includes e-voting by way of special resolution. A person who is not a Member on the cut-off date should accordingly treat the Postal Ballot Notice as for information purposes only.

The Board of Directors has appointed Mr. Nitin R Joshi, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.

Voting through Postal Ballot and e-voting will commence on March 27, 2017 and will close on April 25, 2017. Postal Ballot Forms received after the close of working hours on April 25, 2017 will be considered invalid. E-voting will be blocked by NSDL at 5.00 p.m. IST on Tuesday, April 25, 2017.

Members of the Company are requested to communicate their assent or dissent by returning duly filled and signed postal ballot form on or before 5 pm on April 25, 2017.

The members of the Company are also hereby informed and requested to note that:

- (a) The necessary instruction for E-voting has been set out in the said Notice.
- (b) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-off date.
- (c) Members seeking duplicate Postal Ballot Forms can write to the Marathon Nextgen Realty Limited, Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013 or e-mail at krishnamurthy.raghavan@marathonrealty.com.
- (d) In case of any queries/grievances connected with voting, the members may contact Mr. Ganesh Saliyan, Manager, Adroit Corporate Services Pvt. Ltd. by writing at 19/20, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai 400 072 or through telephone at 022 - 2859 4040 / 6060 or through email ganeshs@adroitcorporate.com or may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website www.evoting.nsdl.com or contact.
- (e) The result of Postal Ballot and E-voting will be announced on or before Friday, April 28, 2017 and the resolution will be taken as passed subject to the Scrutinizer's Report. The result of Postal Ballot will also be displayed on Company's website www.marathonnextgen.com and will be forwarded to the National Stock Exchange of India Limited (NSE), BSE Limited (BSE).
- (f) NSDL and CDSL will also display these Results on its e-voting website.
- (g) The Postal Ballot Notice is also available on the Company's corporate website, NSDL's e-voting website and on the websites of NSE (www.nseindia.com), BSE(www.bseindia.com).

By Order of the Board of Directors
For Marathon Nextgen Realty Limited

Sd/-

Place: Mumbai

K.S.Raghavan

Date: March 27, 2017

Company Secretary & Compliance Officer