

Bid Number:  
Date:

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT  
(FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES DEMATERIALIZED FORM)**

BUY-BACK OPENS ON:	[●]
BUY-BACK CLOSES ON:	[●]
<b>For Registrar's use</b>	
Inward No.	Date
	Stamp

<b>Route of investment (For Non-Resident Shareholders only)</b>	
Portfolio Investment scheme	
Foreign Direct Investment scheme	
Others	

**India Tax Residency Status: Please tick appropriate box**

Resident in India     Non-Resident in India     Resident of \_\_\_\_\_ (Eligible Shareholder to fill-in the country of residence)

To,  
**The Board of Directors**  
**Marathon Nextgen Realty Limited ("Company")**  
Marathon Future X,  
N.M Joshi Marg,  
Lower Parel, Mumbai 400 013  
**Telephone:**+91 22 67248484/88,  
**Facsimile:** +91 22 6158 8410

<b>Status: Please tick appropriate box</b>			
<input type="checkbox"/>	Individual	<input type="checkbox"/>	Foreign Institutional Investors/ Foreign Portfolio Investors
<input type="checkbox"/>	Foreign Company	<input type="checkbox"/>	Non Resident Indian / OCB
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / Financial Institution
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/ LLP
		<input type="checkbox"/>	Insurance Company
		<input type="checkbox"/>	FVCI
		<input type="checkbox"/>	Pension/ PF
		<input type="checkbox"/>	Others (specify)

Dear Sirs/ Madam,

**Subject: Letter of Offer dated [●] to Buy-back of not exceeding 54,37,345 (Fifty Four Lakhs Thirty Seven Thousand Three Hundred and Forty Five) fully paid-up equity shares of the Company of the face value of ₹ 10 each ("Equity Shares") at a price of ₹275(Rupees Two hundred and seventy five only) per Equity Share payable in cash ("Buy-back").**

- I/We (having read and understood the Letter of Offer dated [●]) hereby tender/ offer my/ our Equity Shares in response to the Buy-back on the terms and conditions set forth below and in the Letter of Offer.
- I/ We authorise the Company to Buy-back the Equity Shares tendered (as mentioned below) or lesser number as the Board may decide and to issue instruction(s) to the Registrar to the Buy-back to extinguish the Equity Shares.
- I/ We hereby affirm and warrant that the Equity Shares comprised in this tender/ offer are offered for Buy-back by me/ us are free from all liens, pledges, equitable interest, charges and encumbrance.
- I/ We declare and warrant that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits/ restricts in any manner my / our right to tender Equity Shares for Buy-back and that I am / We are legally entitled to tender/ offer the Equity Shares for the Buy-back.
- I/ We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the SEBI Buy-back Regulations and circulars issued by SEBI.
- I/We agree that the excess Demat Shares or unaccepted Demat Shares, if any, tendered would be returned to the Eligible Shareholder as per the SEBI Buy-back Regulations and circulars issued by SEBI, the Stock Exchanges and the Clearing Corporation.
- I/ We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.
- I/ We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/ our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buy-back in accordance with the Companies Act, 2013 and rules made thereunder and the SEBI Buy-back Regulations.

----- Tear along this line -----

**Acknowledgement Slip:Marathon Nextgen Realty Limited - Buy-back Offer**  
(to be filled by the Eligible Shareholder) (subject to verification)

Folio No./DP ID: \_\_\_\_\_ Client ID No.: \_\_\_\_\_  
Received from M/s./Mr./ Ms.: \_\_\_\_\_  
Form of Acceptance-cum-Acknowledgement, Original TRS along with:  
No. of Equity Shares offered for Buy-back: (In Figures) \_\_\_\_\_  
(In Words) \_\_\_\_\_

Please quote Client ID No. & DP No. for all future correspondence

STAMP OF BROKER

9. Details of Equity Shares held and tendered/ offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date i.e. May 12, 2017, Friday		
Number of Equity Shares entitled for Buy-back (Buy-back Entitlement)		
Number of Equity Shares tendered for Buy-back		
- Number of Equity Shares held for a period more than 12 months		
- Number of Equity Shares held for a period less than or equal to 12 months		

Note: An Eligible Shareholders may tender Equity Shares over and above their Buy-back Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buy-back Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder shall be Accepted in accordance with paragraph 21 on "Process and Methodology for the Buy-back" of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

10. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NSDL	<input type="checkbox"/> CDSL	<input type="checkbox"/>
Name of the Depository Participant			
DP ID No.			
Client ID with the Depository Participant			

11. Eligible Shareholders' Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Shareholder(s)				
Signature(s)*				
PAN No.				
Address of the Sole/First Eligible Shareholder				
Telephone No. / Email ID of the Sole/ First Eligible Shareholder				

\*Corporate must affix rubber stamp and sign under valid authority. The Corporate Authorisation should be enclosed with the application form submitted.

12. Applicable for all Non- resident Shareholders-

I/ We undertake to pay income taxes in India on any income arising on such Buy-back and taxable in accordance with the prevailing income tax laws in India within seventh day of the succeeding month in which the Equity Shares are bought back by the Company. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me/us. Details of bank account of the sole or first Shareholder to be incorporated in the consideration warrant (to be mandatorily filled).

## INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.

- This Buy-back will open on [●] (●) and close on [●] (●).
- The Equity Shares tendered in the Buy-back shall be rejected if (i) the tenderer is not an Eligible Shareholder of the Company as on the Record Date; or (ii) if there is a name mismatch in the demat account of the Eligible Shareholder; or (iii) in case of receipt of completed tender application form but non receipt of shares in the special account of the clearing corporation or non-receipt of bid in the exchange bidding system.
- The Eligible Shareholder is required to transfer the Equity Shares under the Buy-back to Clearing Corporation, by using the settlement number through the early pay-in mechanism of Depositories. This shall be validated by the Shareholder Broker at the time of order/bid entry. The details of the settlement number for the Buy-back will be provided in a separate circular which shall be issued at the time of issue opening by Clearing Corporation.
- Eligible Shareholders who have tendered their Equity Shares in the Buy-back shall deliver the Tender Form duly signed (by all Eligible Shareholders in case Equity Shares are held in joint names) in the same order in which they hold the shares, along with the TRS generated by the stock exchange bidding system either by registered post, speed post or courier or hand delivery to the Registrar to the Buy-back, so that the same are received not later than 2 (two) days of Buy-back Closing Date ([●]) by 5:00 p.m. The envelope should be super scribed as "Marathon Nextgen Buy-back Offer 2017". In case of non-receipt of the completed Tender Form and other documents, but receipt of Demat Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Buy-back shall be deemed to have been accepted, for the Eligible Shareholders holding the Demat Shares. The tendering of Demat Shares in the Buy-back shall be rejected for the Eligible Shareholders holding Demat Shares even in case of receipt of the completed Tender Form and other documents but non-receipt of Demat Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the stock exchange bidding system.
- The Eligible Shareholders who have tendered their Demat Shares in the Buy-back will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial Acceptance.
- For the procedure to be followed by Equity Shareholders for tendering in the Buy-back, please refer to Paragraph [●] of the Letter of Offer.
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

----- Tear along this line -----  
 ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUY-BACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

**INVESTOR SERVICE CENTRE, MARATHON NEXTGEN BUY-BACK OFFER 2017**

**Adroit Corporate Services Private Limited**

17/18/19/20, Jaferbhoy Industrial Estate,  
 Andheri (East), Mumbai 400 072

**Telephone: +91-22 4227 0400; Facsimile: +91 22 2850 3748**

**Email: info@adroitcorporate.com; sandeeph@adroitcorporate.com; valsas@adroitcorporate.com**  
**Contact Person: Ms. Valsa Sajan/ Mr. Sandeep Holam; Website: http://www.adroitcorporate.com**

Bid Number:  
Date:

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT  
(FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)**

BUY-BACK OPENS ON:	[●]
BUY-BACK CLOSES ON:	[●]
<b>For Registrar's use</b>	
Inward No.	Date
	Stamp

<b>Route of investment (For Non-Resident Shareholders only)</b>	
<b>Portfolio Investment scheme</b>	
<b>Foreign Direct Investment scheme</b>	
<b>Others</b>	

**India Tax Residency Status: Please tick appropriate box**  
 Resident in India  Non-Resident in India  Resident of \_\_\_\_\_ (Eligible Shareholder to fill-in the country of residence)

To,  
**The Board of Directors**  
**Marathon Nextgen Realty Limited ("Company")**  
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 N.M Joshi Marg,  
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- I/ We (having read and understood the Letter of Offer dated [●]) hereby tender/ offer my/ our Equity Shares in response to the Buy-back on the terms and conditions set forth below and in the Letter of Offer.
- I/ We authorise the Company to Buy-back the Equity Shares tendered (as mentioned below) or lesser number as the Board may decide and to issue instruction(s) to the Registrar to the Buy-back to extinguish certificates for the Physical Shares.
- I/ We hereby affirm and warrant that the Equity Shares comprised in this tender/ offer are offered for Buy-back by me/ us are free from all liens, pledges, equitable interest, charges and encumbrance.
- I/ We declare and warrant that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits/ restricts in any manner my / our right to tender Equity Shares for Buy-back and that I am / We are legally entitled to tender/ offer the Equity Shares for the Buy-back.
- I/ We agree that the Company is not obliged to accept any Equity Shares offered for Buy-back where loss of Equity Share certificates has been notified to the Company.
- I/ We irrevocably and unconditionally agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration may be paid as per the SEBI Buy-back Regulations and circulars issued by SEBI.
- I/ We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.
- I/ We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/ our tender/ offer and agree to abide by any decision that may be taken by the Company to effect the Buy-back in accordance with the Companies Act 2013 and rules made thereunder and the SEBI Buy-back Regulations.
- I/ We authorise the Company to split the certificates for Physical Share and issue a new consolidated certificates for Physical Share for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered by me/ us in the Buy-back.

----- Tear along this line -----  
 Acknowledgement Slip: Marathon Nextgen Realty Limited - Buy-back Offer 2017 (to be filled by the Eligible Shareholder) (subject to verification)

Ledger Folio No.: \_\_\_\_\_  
 Received from M/s/ Mr./ Ms. \_\_\_\_\_  
 Form of Acceptance-cum-Acknowledgement, Original TRS along with:  
 No. of Equity Shares offered for Buy-back (In Figures) \_\_\_\_\_  
 (In Words) \_\_\_\_\_  
**Please quote Ledger Folio No. for all future correspondence**

STAMP OF BROKER

10. Details of Equity Shares held and tendered/ offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date i.e. May 12, 2017, Friday		
Number of Equity Shares entitled for Buy-back (Buy-back Entitlement)		
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- Number of Equity Shares held for a period less than or equal to 12 months		

Note: Eligible Shareholders may tender Equity Shares over and above their Buy-back Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buy-back Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder shall be accepted in accordance with paragraph 21 on "Process and Methodology for the Buy-back" of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

11. Details of certificate(s) for Physical Shares enclosed: Total number of certificate(s) for Physical Shares submitted:

Serial No.	Folio No.	Share Certificate No.	Distinctive No.		No. of Equity Shares
			From	To	
1.					
2.					
3.					
4.					
<b>Total</b>					

In case the number of folios and equity share certificates enclosed exceed four nos., please attach a separate sheet giving details in the same format as above.

12. Details of the bank account of the sole or first Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

13. Details of other Documents (duly attested) (Please tick as appropriate, if applicable) enclosed:

<input type="checkbox"/>	Power of Attorney	<input type="checkbox"/>	Previous RBI approvals for acquiring the Equity Shares of Marathon Nexgen Realty Limited
<input type="checkbox"/>	Corporate authorizations	<input type="checkbox"/>	Death Certificate
<input type="checkbox"/>	Succession Certificate	<input type="checkbox"/>	Self attested copy of Permanent Account Number (PAN Card)
<input type="checkbox"/>	TRS	<input type="checkbox"/>	Others (please specify)

14. Eligible Shareholders' Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Shareholder(s)				
Signature(s)*				
PAN No.				
Address of the Sole/First Eligible Shareholder				
Telephone No. / Email ID of the Sole/ First Eligible Shareholder				

\* Corporate must affix rubber stamp and sign.

Applicable for all Non- resident Shareholders- I/ We undertake to pay income taxes in India on any income arising on such Buy-back and taxable in accordance with the prevailing income tax laws in India within seventh day of the succeeding month in which the Equity Shares are bought back by the Company. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me/us.

## INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

1. This Buy-back will open on [●] (●) and close on [●] (●).
2. Eligible Shareholder(s) who wish to tender their Equity Shares in response to this Buy-back should deliver the following documents so as to reach the Registrar to the Buy-back on or before [●], 2017 (●) (by 05.00 p.m.). Non-receipt of the below mentioned documents by the Registrar to the Buy-back on or before [●] (●) (by 05.00 p.m.) shall result in the rejection of the tendered Equity Shares:
  - (a) The Tender form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold shares;
  - (b) Original certificate(s) for Physical Shares;
  - (c) Valid share transfer form(s) (SH-4) duly filled and signed by the transferors (i.e. by all Eligible Shareholders in case the Equity shares are held in joint names, in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorising the transfer in favour of the Company.
  - (d) Self-attested copy of the Permanent Account Number (PAN) Card of all Eligible Shareholders.
  - (e) A cancelled cheque of the Account where the funds are to be credited
  - (f) Any other relevant documents such as (but not limited to):
    - (i) Duly attested power of attorney registered with the Registrar, if any person other than the Eligible Shareholder has signed the relevant Tender Form.
    - (ii) Notarised copy of death certificate /succession certificate or probated will, if the original in case any Eligible Shareholder(s) is deceased.
    - (iii) Necessary corporate authorisation, such as Board Resolutions/ General Meeting Resolutions, etc., in case of companies.
    - (iv) In addition to the above, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, such Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the documents viz., valid Aadhar Card, Voter identity card or Passport.
3. Eligible Shareholders to whom the offer for the Buy-back is made are free to tender Equity Shares to the extent of their Buy-back Entitlement in whole or in part or in excess of their Buy-back Entitlement, but not exceeding their holding as on the Record Date.
4. All documents sent by the seller member/ custodian will be at their own risk and the seller member/ custodian is advised to adequately safeguard their interests in this regard. For the procedure to be followed by Equity Shareholders for tendering in the Buy-back, please refer to paragraph [●] of the Letter of Offer.
5. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) The documents mentioned in the Tender Form for Eligible Shareholders holding Physical Shares are not received by the Registrar to the Buy-back on or before the close of business hours of [●], 2017 ([●]) by 05:00 p.m; (ii) If the certificates of Physical Shares is not enclosed with the Tender Form; (iii) If the transfer/ transmission of Physical Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iv) If the Eligible Shareholders bid the Equity Shares but if the Registrar to the Buy-back does not receive the certificate for Physical Shares tendered in the Buy-back; or (v) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or the Registrar to the Buy-back.
6. All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

----- Tear along this line -----

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR  
TO THE BUY-BACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NUMBER:

**INVESTOR SERVICE CENTRE, MARATHON NEXTGEN BUY-BACK OFFER 2017**

**Adroit Corporate Services Private Limited**

17/18/19/20, Jaferbhoy Industrial Estate,

Andheri (East), Mumbai 400 072

**Telephone:** +91 22 4227 0400; **Facsimile:** +91 22 2850 3748

**Email:** info@adroitcorporate.com; sandeeph@adroitcorporate.com; valsas@adroitcorporate.com

**Contact Person:** Ms. Valsa Sajan / Mr. Sandeep Holam; **Website:** http://www.adroitcorporate.com