

Corporate Office:  
702, Marathon Max,  
Mulund-Goregaon Link Road,  
Mulund (West), Mumbai - 400 080.  
Tel.: +91-22-6724 8484 / 88  
Fax: +91-22-6772 8408  
E-mail: marathon@marathonrealty.com  
Website: www.marathonrealty.com  
CIN: L65990MH1978PLC020080

April 27, 2017

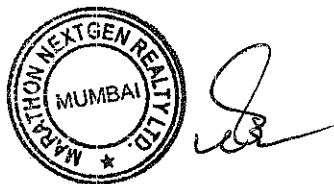
To  
The BSE Limited  
Dept. of Corporate Services  
P. J. Towers, Dalal Street  
Mumbai 400 001  
Scrip Code: 503101

To  
The NSE Limited  
Listing Department  
BKC, Bandra (E)  
Mumbai 400 051  
Symbol: MARATHON

Dear sirs,

**Sub: Voting Results of the Postal Ballot Process (including e-voting) conducted by the Company pursuant to Regulation 44 of the SEBI (LODR) Regulations, 2015.**

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company had sought approval of the Members for Buy back of Equity Shares and for Related Party Transaction (New) under Section 188 of the Companies Act, 2013 & Regulation 23 (4) of the SEBI (LODR) Regulations, 2015 by way of Postal Ballot including voting through electronic means (hereinafter referred as 'e-voting') in accordance with Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015. The voting period commenced from Monday, March 27, 2017 at 10.00 a.m. (IST) and concluded on Tuesday, April 25, 2017 at 5.00 p.m. During this period, the members holding shares, either in physical or in dematerialized form, as on the close of business hours on March 17, 2017 were eligible to vote on the resolution as stated in the Postal Ballot Notice dated March 17, 2017.



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Mr. Nitin R. Joshi, Practicing Company Secretary, was appointed as the Scrutinizer for the Postal Ballot and e-voting process. The Scrutinizer has submitted a consolidated report on the entire voting to the Chairman & Managing Director of the Company.

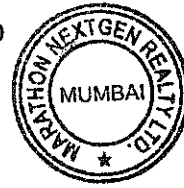
The consolidated voting results in terms of Regulation 44 of the SEBI (LODR) Regulations, 2015 and the Report of the Scrutinizer dated April 27, 2017 are enclosed herewith.

Based on the consolidated report of the Scrutinizer, the resolutions as set out in the Postal Ballot Notice has been duly approved by the Members of the Company with requisite majority and the same has been declared by the Chairman of the Company as "Passed".

Kindly take the same on your record.

Yours sincerely,  
For MARATHON NEXTGEN REALTY LIMITED

  
K. S. RAGHAVAN  
COMPANY SECRETARY & COMPLIANCE OFFICER.



Encl.: as above.

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April 27, 2017


To  
The Members  
Marathon Nextgen Realty Limited  
Mumbai 400 013

Dear sirs,

**Sub: Declaration of Voting Results - Postal Ballot -  
Voting concluded on April 25, 2017 at 5.00 p.m.**

On the basis of the Report dated April 27, 2017 forwarded by the Scrutinizer, Mr. Nitin R. Joshi - Practicing- Company Secretary, since the Special Resolutions mentioned in the "Postal Ballot Notice" dated March 17, 2017, sent to the Public Shareholders for their voting got concluded on Tuesday, April 25, 2017 and were voted in favor with absolute majority. I hereby declare them as "Passed".

For Marathon Nextgen Realty Ltd.



Chetan R. Shah  
Chairman & Managing Director



# Nitin R. Joshi

B.COM., LL.B., D.C.E.C., F.C.S.  
COMPANY SECRETARY

415, Marathon Max, Next to UdyogKshetra, Jn.Of L.B.S. Marg & Goregoan Link Road, Mulund (W),  
Mumbai-400 080. Tel. 2562 5660 Fax 2562 5661. Cell 98201 29178

Date: 27.04.2017

## REPORT OF THE SCRUTINIZER

To  
The Chairman,  
**MARATHON NEXTGEN REALTY LIMITED**  
Marathon Futurex, N.M. Joshi Marg,  
Lower Parel,  
Mumbai - 400 013.

Dear Sir,

I, Nitin R. Joshi, a Company Secretary in Practice, have been appointed as a scrutinizer for postal ballot voting process including voting by way of electronic means/e-voting(hereinafter referred as "the said Voting Process") by the Board of Directors of Marathon Nextgen Realty Limited (the Company) for the purpose of scrutinizing the said Voting Process under the provisions of Section 110 of the Companies Act 2013(the Act) read with the Companies (Management and Administration) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and applicable rules relating to the said Voting Process on the Special Resolutions contained in the Postal Ballot Notice (the Notice) dated 17.03.2017 issued under Section 110 of the Act. My responsibility as a scrutinizer for the said Voting Process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities and physical postal ballots received from Members.

The Board of Directors of the Company has appointed me as the scrutinizer for the said voting process in respect of the following resolutions:

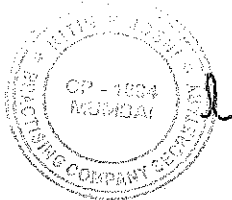
Resolution-1: "As a Special Resolution"-Approval for Buy Back of Equity Shares.

Resolution-2: "As a Special Resolution"- Approval of Related Party Transactions under Section 188(1)(b) of the Companies Act, 2013 and under Regulation 23 of SEBI (LODR) Regulations 2015-selling or otherwise disposing of or buying property of any kind.



I further state that:

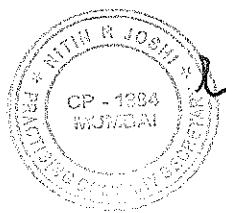
1. Sending of e-mails or dispatch of the Notices along with Postal Ballot Forms to all the Members, whose names appeared in the Register of Members / Records of Depositories as on 17.03.2017, have been completed by the Company on 27.03.2017. The Members of the Company as on cut -off date i.e. Friday, 17.03.2017 were entitled to vote on the resolution contained in the Notice.
2. The Particulars of all postal ballot forms received from the Members have been entered in a separate register maintained for the purpose.
3. The e-voting commenced from Monday, 27.03.2017 at 10.00 AM and ended on Tuesday, 25.04.2017 at 5.00 PM.
4. I have downloaded the data of e-voting after the e-voting module was disabled by the National Securities Depository Limited (NSDL) on 25.04.2017 at 5.00 PM.
5. The postal ballot forms were kept under safe custody of Adroit Corporate Services Private Limited, the Registrar and Share Transfer Agent (RTA) of the Company, before commencing the scrutiny of such postal ballot forms.
6. All postal ballot forms received up to the close of working hours (i.e. 5.00 PM) on 25.04.2017, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny and none of the envelopes containing the postal ballot forms received after the business hours (i.e. 5.00 PM) on 25.04.2017.
7. The postal ballot envelopes were opened from time to time, under my authorization by the RTA and the last lot was opened on 25.04.2017 after 5.00 P.M.in the presence of two (2) witnesses not being employees of the Company.
8. The postal Ballot forms were scrutinized and details of shareholders were matched with the Register of Members of the Company.
9. I did not find any defaced or mutilated ballot paper.
10. A summary of the postal ballot papers received and e-voting is given below:



**Result of Resolution No.1:**

**As a Special Resolution"-Approval for Buy Back of Equity Shares.**

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total Public paid up equity capital(i.e.28437345 Equity shares)	% of Total Votes Polled
<b>Physical Mode</b>					
A	Total Postal Ballot Forms received	73	22619615	79.54	
B	Less :Invalid Postal Ballot Forms	8	1304	--	
C	Net Valid Postal Ballot in physical (A-B)	65	22618311	79.54	
<b>Electronic Mode</b>					
D	Total E-voting option received	23	1341967	4.72	
E	Less:- Invalid E-voting option	--	--	--	
F	Net Valid E-voting option (D-E)	23	1341967	4.72	
	<b>Total Net Valid Postal Ballot in Physical and electronic mode (C+F)</b>	<b>88</b>	<b>23960278</b>	<b>84.26</b>	<b>100%</b>
G	Postal Ballot Forms with assent for Special Resolution-Physical	59	21341169	75.05	
H	E-voting Options with assent for Special Resolution-Electronic	20	1340076	4.71	
	<b>Total Postal Ballot Forms with assent in physical and electronic mode</b>	<b>79</b>	<b>22681245</b>	<b>79.76</b>	<b>94.66</b>
I	Postal Ballot Forms with dissent for Special Resolution-Physical	6	1277142	4.49	
J	E-voting option with dissent for Special Resolution-Electronic	3	1891	0.01	
	<b>Total Postal Ballot Forms with dissent in Physical and electronic mode</b>	<b>9</b>	<b>1279033</b>	<b>4.50</b>	<b>5.34</b>
<p>In brief total votes cast for Special Resolution is 94.66 % and total votes cast against Special Resolution is 5.34 % and therefore the aforesaid Special Resolution has been carried through with the requisite majority.</p>					



**Result of Resolution No. 2:**

**"As a Special Resolution"- Approval of Related Party Transactions under Section 188(1)(b) of the Companies Act, 2013 and under Regulation 23 of SEBI (LODR) Regulations 2015-selling or otherwise disposing of or buying property of any kind.**

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total Public paid up equity capital(i.e.28437345 shares)	% of Total Votes Polled
<b>Physical Mode</b>					
A	Total Postal Ballot Forms received	67	1292125	4.54	
B	Less :Invalid Postal Ballot Forms	8	1304	--	
C	Net Valid Postal Ballot in physical (A-B)	59	1290821	4.54	
<b>Electronic Mode</b>					
D	Total E-voting option received	20	1340245	4.71	
E	Less:- Invalid E-voting option	--	--	--	
F	Net Valid E-voting option (D-E)	20	1340245	4.71	
	<b>Total Net Valid Postal Ballot in Physical and electronic mode (C+F)</b>	<b>79</b>	<b>2631066</b>	<b>9.25</b>	<b>100%</b>
G	Postal Ballot Forms with assent for Special Resolution-Physical	56	1288576	4.53	
H	E-voting Options with assent for Special Resolution-Electronic	15	1337978	4.71	
	<b>Total Postal Ballot Forms with assent in physical and electronic mode</b>	<b>71</b>	<b>2626554</b>	<b>9.24</b>	<b>99.83</b>
I	Postal Ballot Forms with dissent for Special Resolution-Physical	3	2245	0.01	
J	E-voting option with dissent for Special Resolution-Electronic	5	2267	0.00	
	<b>Total Postal Ballot Forms with dissent in Physical and electronic mode</b>	<b>8</b>	<b>4512</b>	<b>0.01</b>	<b>0.17</b>
<p>In brief total votes cast for Special Resolution is 99.83 %and total votes cast against Special resolution is 0.17 % and therefore the aforesaid Special Resolution has been carried through with the requisite majority.</p>					



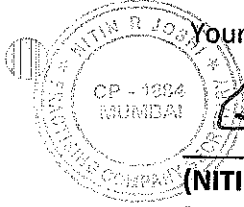
I further report that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, I maintained the records including the data as obtained from NSDL for e-voting facility extended by them and also Register recording the consent or otherwise received from the members, voting through Postal Ballot which includes all the particulars of members such as the names, folio number, DP ID/Client ID number of share held, number of voted, no. of shares assented, no. of shares dissented, no. of shares rejected, ballot paper and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the Minutes of the Meeting.

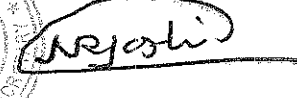
You may accordingly declare the result of the said Voting Process.

I thank you for the opportunity given to act as Scrutinizer for the above Postal Ballot.

Thanking you,

Yours faithfully,



  
**(NITIN R. JOSHI)**  
Practicing Company Secretary  
FCS 3137 CP 1884

Place : Mumbai  
Dated :27.04.2017.





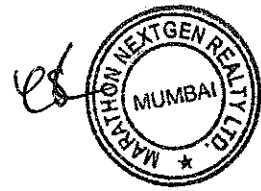


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General information about company	
Scrip code	503101
Name of the company	MARATHON NEXTGEN REALTY LIMITED
Type of meeting	Postal Ballot
Date of the meeting	27-04-2017
Start time of the meeting	
End time of the meeting	

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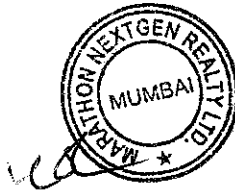
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### Voting results

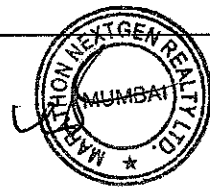
Record date	17-03-2017
Total number of shareholders on record date	4989
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>2</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Resolution (1)									
Resolution required: (Ordinary / Special)					Special				
Whether promoter/promoter group are interested in the agenda/resolution?					No				
Description of resolution considered					Approval of Buy-back of Shares				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
	Poll	21327000	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		21327000	100.0000	21327000	0	100.0000	0.0000	0
	<b>Total</b>	<b>21327000</b>	<b>21327000</b>	<b>100.0000</b>	<b>21327000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	<b>Total</b>								
Public- Non Institutions	E-Voting		1341967	50.9366	1340076	1891	99.8591	0.1409	0
	Poll	2634582	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		1292615	49.0634	14169	1277142	1.0962	98.8030	1304
	<b>Total</b>	<b>2634582</b>	<b>2634582</b>	<b>100.0000</b>	<b>1354245</b>	<b>1279033</b>	<b>51.4027</b>	<b>48.5479</b>	<b>1304</b>
<b>Total</b>		<b>23961582</b>	<b>23961582</b>	<b>100.0000</b>	<b>22681245</b>	<b>1279033</b>	<b>94.6567</b>	<b>5.3378</b>	<b>1304</b>
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		



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Resolution (2)									
Resolution required: (Ordinary / Special)					Special				
Whether promoter/promoter group are interested in the agenda/resolution?					Yes				
Description of resolution considered					Approval of RPT under Section 188(1)(b) of the Companies Act, 2013 and under Regulation 23 of SEBI (LODR) Regulations, 2015.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	Total								
Public- Non Institutions	E-Voting		1340245	50.9140	1337978	2267	99.8309	0.1691	0
	Poll	2632370	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		1292125	49.0860	1288576	2245	99.7253	0.1737	1304
	Total	2632370	2632370	100.0000	2626554	4512	99.7791	0.1714	1304
Total		2632370	2632370	100.0000	2626554	4512	99.7791	0.1714	1304
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		

