

MARATHON NEXTGEN REALTY LTD.

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CIN: L65990MH1978PLC020080

December 10, 2015

To

The Members of  
Marathon Nextgen Realty Ltd,  
Mumbai-400 013.

**Sub: Declaration of Voting Results -EGM held on Thursday, December 10, 2015.**

On the basis of the Report dated 10/12/2015 forwarded by the Scrutinizer, Mr.Nitin R Joshi,a Practicing Company Secretary, all the resolutions mentioned in the "Notice" sent to the eligible Shareholders ,calling the EGM ,held on December 10,2015 were voted in favor, with absolute majority, I , accordingly 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 Udyog Kshetra, Jn. Of L.B.S. Marg & Goregoan Link Road, Mulund (W),  
Mumbai-400 080. Tel. 2562 5660 Fax 2562 5661. Cell 98201 29178.

To  
The Chairman,  
MARATHON NEXTGEN REALTY LIMITED.,  
702, Marathon Max,  
Mulund Goregaon Link Road,  
Mulund (W),  
Mumbai 400 080

Dear Sir,

Sub : Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting.

I, Nitin R. Joshi, Practising Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of Marathon Nextgen Realty Limited vide resolution dated November 3, 2015, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the resolutions to be passed at the Extraordinary General Meeting of members of the Company to be held on December 10, 2015.

The Notice dated November 3, 2015 convening Extraordinary General Meeting (EGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the resolutions.

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility. The Chairman of the Extraordinary General Meeting had suo moto provided an additional opportunity of voting to those members present at the Meeting who have not cast their vote earlier either through e-voting facility or vide physical ballot form sent to them along with the Notice of the Meeting to vote on the resolutions contained in the notice of the Extraordinary General Meeting of the Members of the Company.

The shareholders of the Company holding shares as on the "Cut-off" date of December 3, 2015, were entitled to vote on the proposed resolutions as set out at item No. 01 to 03 in the Notice of the extraordinary General Meeting of Marathon Nextgen Realty Limited.

The voting period for e-voting commenced on Saturday, December 5, 2015 at 10.00 a.m. and ended on Wednesday, December 9, 2015 at 5.00 p.m. and NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were unblocked after conclusion the meeting, in the presence of two witnesses who were not in the employment of the Company. Votes cast through Physical ballot forms received up to December 9, 2015 and at EGM were considered.



*Nitin R. Joshi*



The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules, relating to e-voting and physical voting on the resolutions contained in the Notice of the Extraordinary General Meeting (EGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and voting through physical ballot form (received up to December 9, 2015 and at the Extra General Meeting) is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the notice of EGM, 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 for e-voting and physical ballot forms received up to December 9, 2015 and at the AGM

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.

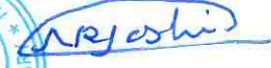
As requested by the Management, I attach herewith my combined report on the results of e-voting together with that of physical ballot forms received up to December 9, 2015 and at the EGM.

The Register, all other papers and relevant records relating to electronics voting and physical mode shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Extraordinary General Meeting and the same will be handed over to the Company Secretary for safe keeping thereafter.

Thanking you,

Yours faithfully,



  
Nitin R. Joshi.  
Practising Company Secretary  
FCS 3137 PCS 1884  
Place Mumbai  
Dated : December 10, 2015





Consolidated report on the results of e-voting together with that of physical ballot forms received up to December 9, 2015 and at the EGM, given under:

Resolution No.	Brief Description of resolution	Resolution Type	Mode of voting	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
				No. of members voting	No. of votes	% of total number of valid votes cast (Favour and Against)	No. of members voting	No. of votes	% of total number of valid votes cast (Favour and Against)	No. of members voting	No. of votes
1	Approval of Bonus Shares.	Ordinary	e-voting	8	6250	--	--	--	--	--	--
			Physical Ballot Form	73	15938588	--	1	67	--	--	--
			<b>Total</b>	<b>81</b>	<b>15944838</b>	<b>100</b>	<b>1</b>	<b>67</b>	<b>--</b>	<b>10</b>	<b>645</b>
2	Approval of related party transactions with Ithaca Informatics Private Limited.	Special	e-voting	8	6195	--	--	--	--	--	
			Physical Ballot Form	63	1719688	--	2	112	--	--	--
			<b>Total</b>	<b>71</b>	<b>1725883</b>	<b>99.99</b>	<b>2</b>	<b>112</b>	<b>0.01</b>	<b>10</b>	<b>645</b>
3	Approval of related party transactions with Matrix Waste Management Private Limited.	Special	e-voting	8	6192	--	--	--	--	--	
			Physical Ballot Form	63	1719688	--	2	112	--	--	--
			<b>Total</b>	<b>71</b>	<b>1725880</b>	<b>99.99</b>	<b>2</b>	<b>112</b>	<b>0.01</b>	<b>10</b>	<b>645</b>

All Resolutions stands passed under e-voting and physical ballot forms received as stated above, with the requisite majority.



*(Handwritten signature)*

*(Handwritten mark)*

