

## MARATHON NEXTGEN REALTY LIMITED

Regd. Off.: Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013

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CIN: L65990MH1978PLC020080

### NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

#### **The Members of Marathon Nextgen Realty Limited:**

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), that the resolutions appended are proposed to be passed by way of E-voting/Postal Ballot.

The Explanatory Statement pertaining to all the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form.

In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of E-voting or Postal Ballot (whichever method the Shareholder opts for), they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolutions.

For detailed instruction on E-voting/Postal Ballot, please refer to the notes appended to this notice and the Postal Ballot Form, respectively.

#### **SPECIAL BUSINESS:**

- 1. Sub-Division of Equity Shares from the Face Value of Rs. 10/- per share to Rs. 5/- per share :  
To consider and if thought fit, to pass the following resolution as an Ordinary Resolution :**

"RESOLVED THAT pursuant to the provisions of Section 61 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, 5,02,50,000 Equity Shares of the Company having a Face Value of Rs.10/- each in the Authorized Share Capital of the Company be sub-divided into 10,05,00,000 Equity Shares having a Face Value of Rs.5/- each."

"RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division."

"RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board"), (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director or Whole-time Director & CFO or Company Secretary, to give effect to the aforesaid resolution."

- 2. Alteration of the Memorandum of Association of the Company:  
To consider and if thought fit to pass the following resolution as a Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following:

The Authorised Share Capital of the Company is Rs.51,50,00,000/- (Rupees Fifty One Crores and Fifty Lakhs) divided into 10,05,00,000 (Ten Crores Five Lakhs) Equity Shares of Rs.5/- (Rupees Five only) each and 25,000, (Twenty Five Thousand) 6% Redeemable Cumulative Preference Shares of Rs.100/- (Rupees One Hundred only) and 1,00,000, (One Lac) 0% Non-Cumulative Preference Shares of Rs.100/- (Rupees One Hundred only) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with the power to increase and reduce the capital of the Company and attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being, be provided by the regulations of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board"), (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof or to the Managing Director or Whole-Time Director CFO or the Company Secretary, to give effect to the aforesaid resolution."

By Order of the Board

For MARATHON NEXTGEN REALTY LIMITED

K. S. RAGHAVAN  
COMPANY SECRETARY

Place: Mumbai

Date: February 8, 2018

## EXPLANATORY STATEMENT

### (Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

#### **Item no. 1: Sub-Division of Equity Shares from the Face Value of Rs. 10/- per share to Rs. 5/- per share.**

As the members may be aware, the turnover of the Company has registered substantial growth in the last 5 years, which has generated considerable interest in the Company's Shares in the Market; resulting in the market price of the Company increasing and is beyond the reach of the small investors. In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company ('the Board') at their meeting held on February 8, 2018 considered it desirable to recommend the sub-division of 5,02,50,000 Equity Shares of Rs.10/- each in the Authorized Share Capital of the Company into 10,05,00,000 Equity Shares of Rs.5/- each, subject to approval of the shareholders and such other authorities as may be necessary.

The present Paid-up capital of the Company comprises Rs.23,00,00,000/- divided into 2,30,00,000 Equity Shares of Rs.10/- each, upon sub-division the number of Equity Shares would be 4,60,00,000 of Rs. 5/- each.

The Board recommends the resolution as set out in Item. No. 1 of the accompanying notice for the approval of the members of the Company as an Ordinary Resolution.

None of the Directors/ Key- Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

#### **Item No. 2: Alteration of the Memorandum and Articles of Association of the Company.**

The proposed sub-division of the Face Value of the Equity Shares of the Company of Rs.10/- each into denomination of Rs.5/- each requires amendment to the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association are proposed to be amended as set out in Items No. 2, in the accompanying notice for reflecting the corresponding changes in the Authorized Share Capital of the Company, consequent to the proposed sub-division i.e. 5,02,50,000 Equity Shares of Rs.10/- each in the Authorized Share Capital of the Company to 10,05,00,000 Equity Shares of Rs.5/- each.

The Board recommends the resolution as set out in Item No. 2 of the accompanying notice for the approval of the members of the Company as Ordinary Resolution.

None of the Directors/ Key- Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions except to the extent of their shareholding in the Company, if any.

A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments shall be open for inspection at the Registered Office of the Company during normal business hours from 10.00 a.m. to 05.00 p.m. on all working days upto the date of declaration of the results of the E-voting/ Postal Ballot.

### Notes:

1. The Statement pursuant to Section 102, Section 108 and Section 110 of the Companies Act, 2013 setting out all the material facts and the reasons for the proposal is annexed herewith.
2. The Board of Directors have appointed Mr. Nitin R. Joshi, Practising Company Secretary (Membership Number CP 1884) as the Scrutinizer for conducting the Postal Ballot/ e-voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") and the members, whose names appear in the register of members.
4. As per Companies (Management and Administration) Rules, 2014 the Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (*in case of electronic shareholding*) /the Company's Registrar (*in case of physical shareholding*). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage pre-paid self-addressed envelope.
5. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company on the cut-off date, i.e. February 9, 2018 and a person who is not a Member as on February 9, 2018 shall treat this Notice for information purposes only.
6. The Company is pleased to offer e-voting facility as an option to all the Members of the Company, in compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, and applicable provisions of Securities and Exchange Board of India not limited to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. Members may please refer to the instructions below for the purpose of voting through e-voting facility. The members have an option to either cast their vote in physical form or vote through E-voting facility.
8. The Postal Ballot Notice is also placed in the 'e-voting' section on the Company's website: [www.marathonnextgen.com](http://www.marathonnextgen.com).
9. Members are requested to carefully read the instructions printed on the annexed Postal Ballot form and the e-voting instructions. The Postal Ballot form, duly completed and signed, should be returned in the enclosed self-addressed postage prepaid envelope, directly to the Scrutinizer so as to reach them on or before March 23, 2018. Any response received from the members after the closing hours of March 23, 2018 (5.00 p.m. IST) shall be treated as if no response is received in terms of sub-rule 12 of Rule 22 of the Companies (Management and Administration) Rules, 2014.
10. The date of declaration of results of the Postal Ballot shall be the date on or before March 25, 2018.
11. The Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they had been passed at a General Meeting of the Members.
12. Voting period commences from Tuesday, February 20, 2018, at 10.00 a.m. and ends on Friday, March 23, 2018 at 5.00 p.m. E-voting shall not be allowed beyond the said date and time.
13. Kindly note that the Members can opt only for one mode of voting i.e., either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Members cast their vote by physical ballot as well as by e-voting, then voting done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

14. Members who have received the Postal Ballot Notice by e-mail and wish to vote through physical Postal Ballot Form can download the Postal Ballot Form from the [www.marathonnextgen.com](http://www.marathonnextgen.com) or seek a duplicate Postal Ballot Form from the RTA, Attn.: Mr. N. Surreash, Adroit Corporate Services Pvt.Ltd. 17-20, Jafferbhoy Ind. Estate, 1<sup>st</sup> Floor, Makhwana Road, Marol Naka, Andheri (E), Mumbai 400 059, (Tel. No: 022 - 42270400, Fax. No: 022 - 2850 3748 Email: N.Surreash@adroitcorporate.com. Please fill in the details and send the same to the Scrutinizer on or before March 23, 2018 at 5:00 p.m.
15. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) vernacular newspaper, each with wide circulation in the district, where the registered office of the Company is situated, and published on the Company website [www.marathonnextgen.com](http://www.marathonnextgen.com).
16. Members desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed postage prepaid Envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or registered / speed post at the expense of the Member will also be accepted.

## E-VOTING INSTRUCTIONS:

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

### Details on Step 1 is mentioned below:

#### How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Details on Step 2 is given below:

### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to n\_r\_joshi@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)