

MARATHON NEXTGEN REALTY LTD.

Corporate Office:  
702, Marathon Max,  
Mulund-Goregaon Link Road,  
Mulund (West), Mumbai - 400 080.  
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E-mail: marathon@marathonrealty.com  
Website: www.marathonrealty.com  
CIN: L65990MH1978PLC020080

March 22, 2017

To  
The Members  
Marathon Nextgen Realty Limited  
Mumbai 400 013

Dear sirs,

**Sub: Declaration of Voting Results – Postal Ballot –  
Voting concluded on March 21, 2017 at 5.00 p.m.**

On the basis of the Report dated March 22, 2017 forwarded by the Scrutinizer, Mr. Nitin R. Joshi - Practicing Company Secretary, since the Resolution mentioned in the "Postal Ballot Notice" dated February 09, 2017, sent to the Public Shareholders for their voting got concluded on Tuesday, March 21, 2017 and were voted in favor with absolute majority, accordingly, 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: 22.03.2017

## 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 09.02.2017 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 of Amendment to the terms approved earlier by shareholders at their EGM held on December 10, 2015 pertaining to the RPTs.





Resolution-2: "As a Special Resolution"- Approval of Related Party Transactions under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations 2015.

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 17.02.2017, have been completed by the Company on 19.02.2017 and 20.02.2017 respectively. The Members of the Company as on cut -off date i.e. Friday, 17.02.2017 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, 20.02.2017 at 10.00 AM and ended on Tuesday, 21.03.2017 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 21.03.2017 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 21.03.2017, 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 21.03.2017.
7. The postal ballot envelopes were opened from time to time, under my authorization by the RTA and the last lot was opened on 21.03.2017 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 in my presence 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 of Amendment to the terms approved earlier by shareholders at their EGM held on December 10, 2015 pertaining to the RPTs.

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	44	872820	3.07	
B	Less :Invalid Postal Ballot Forms	7	883	0.00	
C	Net Valid Postal Ballot in physical (A-B)	37	871937	3.07	
<b>Electronic Mode</b>					
D	Total E-voting option received	29	1353791	4.76	
E	Less:- Invalid E-voting option	NIL	NIL	NIL	
F	Net Valid E-voting option (D-E)	29	1353791	4.76	
	<b>Total Net Valid Postal Ballot in Physical and electronic mode (C+F)</b>	<b>66</b>	<b>2225728</b>	<b>7.83</b>	<b>100%</b>
G	Postal Ballot Forms with assent for Special Resolution-Physical	32	870273	3.06	
H	E-voting Options with assent for Special Resolution-Electronic	26	1352011	4.75	
	<b>Total Postal Ballot Forms with assent in physical and electronic mode</b>	<b>58</b>	<b>2222284</b>	<b>7.81</b>	<b>99.85</b>
I	Postal Ballot Forms with dissent for Special Resolution-Physical	5	1664	0.00	
J	E-voting option with dissent for Special Resolution-Electronic	3	1780	0.00	
	<b>Total Postal Ballot Forms with dissent in Physical and electronic mode</b>	<b>8</b>	<b>3444</b>	<b>0.01</b>	<b>0.15</b>
<p><b>In brief total votes cast for Special Resolution is 99.85 % and total votes cast against Special Resolution is 0.15% and therefore the aforesaid Special Resolution has been carried through with the requisite majority.</b></p>					



**Result of Resolution No. 2:**

“As a Special Resolution”- Approval of Related Party Transactions under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations 2015

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	44	872820	3.07	
B	Less :Invalid Postal Ballot Forms	7	883	0.00	
C	Net Valid Postal Ballot in physical (A-B)	37	871937	3.07	
<b>Electronic Mode</b>					
D	Total E-voting option received	30	1354291	4.76	
E	Less:- Invalid E-voting option	NIL	NIL	NIL	
F	Net Valid E-voting option (D-E)	30	1354291	4.76	
	<b>Total Net Valid Postal Ballot in Physical and electronic mode (C+F)</b>	<b>67</b>	<b>2226228</b>	<b>7.83</b>	<b>100%</b>
G	Postal Ballot Forms with assent for Special Resolution-Physical	32	870273	3.06	
H	E-voting Options with assent for Special Resolution-Electronic	27	1352511	4.75	
	<b>Total Postal Ballot Forms with assent in physical and electronic mode</b>	<b>59</b>	<b>2222784</b>	<b>7.82</b>	<b>99.85</b>
I	Postal Ballot Forms with dissent for Special Resolution-Physical	5	1664	0.00	
J	E-voting option with dissent for Special Resolution-Electronic	3	1780	0.00	
	<b>Total Postal Ballot Forms with dissent in Physical and electronic mode</b>	<b>8</b>	<b>3444</b>	<b>0.01</b>	<b>0.15</b>
<p><b>In brief total votes cast for Special Resolution is 99.85 %and total votes cast against Special resolution is 0.15 % and therefore the aforesaid Special Resolution has been carried through with the requisite majority.</b></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*

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

*Nutan R Shah*



Place : Mumbai  
Dated : 22.03.2017.