

# NOTICE

NOTICE is hereby given that the Thirty Eighth(38th) Annual General Meeting of the members of MARATHON NEXTGEN REALTY LIMITED will be held at Kilachand Conference Hall 2nd floor, IMC, Indian Mechants' Chamber Building, Churchgate, Mumbai 400020 on Friday, August 28, 2015 at 3.30 p.m. to transact the following business:

## A. ORDINARY BUSINESS :

1. To receive, consider and adopt the Financial Statements for the year ended on 31st March, 2015 and the Reports of the Directors and Auditors thereon.
2. To declare a Dividend, if any, on the Equity Shares for the year 2014-15.
3. To appoint a Director in place of Mr. Mayur R. Shah, who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appointment M/s. Haribhakti & Co., Chartered Accountants, retiring Auditors, as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Board to determine their remuneration.

## B. SPECIAL BUSINESS :

5. Appointment (Regularizing) of Mrs. Shailaja C Shah as a Director.

To consider and, if thought fit, pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** Mrs. Shailaja C Shah, who was appointed as an Additional Director on 25th March, 2015 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act 2013 and in respect of whom the Company has received a notice signifying her candidature along with a requisite deposit under Section 160(1) of the Companies Act, 2013 be and is hereby appointed as a Director of the Company"

**Registered Office:**  
Marathon Futurex,  
N.M. Joshi Marg,  
Lower Parel,  
Mumbai 400 013.  
Date: 27th May, 2015

**By Order of the Board**  
**K. S. Raghavan**  
Company Secretary

# NOTICE

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.THE PROXIES TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business is annexed hereto.
4. Members are requested to send all communications relating to shares, unclaimed dividends and intimate any changes in their address to the Registrar and Share Transfer Agents, M/s Adroit Corporate Services Pvt. Ltd., 19/20, Jaferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai-400 059. "Adroit" is also the Depository interface of the Company with both NSDL and CDSL.
5. Under the Companies Act, 1956, dividends that are unclaimed for a period of seven years are transferred to the "Investor Education and Protection Fund" constituted by the Central Government. Accordingly, the Members who have not encashed the dividend warrants are requested to encash the same soon.
6. The Register of members and the share transfer books of the Company will remain closed from August 21, 2015 to August 28, 2015 (both days inclusive) for payment of dividend.
7. Members may exercise their right to vote at by electronic voting system in accordance with the Companies (Management and Administration) Rules 2014. The Company has tied up with NSDL for this e-voting facility. The process for members opting for e-voting is as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed, the members are provided with the facility to exercise their votes at the 38th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

- A. In case a member receives an e-mail from NSDL (for members whose e-mail addresses are registered with the Company / Depositories):
  1. Open the e-mail and also open PDF file with your Client ID or Folio no. as password. The said file contains your user ID and password for e-voting. Please note that the password is an initial password.
  2. Open the internet browser and type the following URL: <https://evoting.nsdl.com>.
  3. Click on Shareholder - Login.
  4. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  5. If you are logging for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  6. The password change menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  7. Once the e-voting homepage opens, click on e-voting > Active e-voting cycles.
  8. Select "EVEN" (E-Voting Event Number) of Marathon Nextgen Realty Limited. Now you are ready for e-voting as Cast Vote page opens.
  9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  10. Upon confirmation, the message "Vote cast successfully" will be displayed.
  11. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
12. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy of (PDF/JPG format) of the relevant Board Resolution / Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to [n\\_r\\_joshi@yahoo.com](mailto:n_r_joshi@yahoo.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
13. In case of any queries, you may refer the frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available in downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

# NOTICE

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

1. Initial password is provided in the enclosed ballot form; EVEN (E-Voting Event Number), user ID and password.
2. Please follow all steps from S. No. (2) to S. No. (13) above, to cast vote.

C. Other instructions:

1. The e-voting period commences on Monday, August 24, 2015 (at 10.00 a.m. IST.) and ends on Thursday, August 27, 2015 (at 05.00 IST), during this period Members of the Company, holding shares either in physical form or in dematerialised form, as on Friday, August 21, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
2. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital if the Company as on August 21, 2015 and as per the Register of Members of the Company.
3. Mr. Nitin R. Joshi, Practicing Company Secretary (membership no. FCS - 3137) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Postal Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
4. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
5. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach Scrutinizer in the enclosed postage pre-paid self-addressed envelope, not later than August 27, 2015 (at 05.00 p.m. IST). Ballot Forms deposited in person or sent by courier by post or courier at the expense of the Member will also be accepted.

Members have the option to request for physical copy of the Ballot form by sending an e-mail to [ganeshs@adroitcorporate.com](mailto:ganeshs@adroitcorporate.com) by mentioning their Folio/DP ID and Client ID no. However, the duly completed Ballot Form should reach the Scrutinizer not later than Thursday, August 27, 2015 (at 05.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts vote by both mode, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.

6. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.marathonnextgen.com](http://www.marathonnextgen.com) and on the website of NSDL [www.e-voting.nsdl.com](http://www.e-voting.nsdl.com) within two working days of the passing of the resolutions at the Thirty Eighth Annual General Meeting.

## Registered Office:

Marathon Futurex  
N. M. Joshi Marg  
Lower Parel  
Mumbai 400 013  
**Date: May 27, 2015**

CIN: L65990MH1978PLC020080

Website: [www.marathonnextgen.com](http://www.marathonnextgen.com)

## By Order of the Board

K. S. Raghavan  
Company Secretary

# NOTICE

## ANNEXURE TO THE NOTICE:

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013.

#### Item No.5: Appointment of Mrs. Shailaja C. Shah

The Board of Directors vide circular resolution dated 25th March, 2015 had appointed Mrs. Shailaja C. Shah as an Additional Director of the Company. Pursuant to Section 161 of the Companies Act 2013, she holds office up to the date of the ensuing Annual General Meeting. A Notice along with the necessary deposit has been received from a member under Section 160 (1) of the Companies Act 2013 proposing the appointment of Mrs. Shailaja C. Shah as a Director of the Company.

Mrs. Shailaja Shah is a part of Promoter Group. She has been involved in various activities which imparts the values and uplifts many lives in the vicinity of the Group Projects. She also actively takes part in community developmental activities.

The Board recommends passing of the resolution.

#### Disclosure of Interest:

Except Mr. Chetan R. Shah and Mr. Mayur R. Shah Directors of the Company, being relatives of the appointee director, no director or any KMP of the Company or their relatives are directly, or indirectly, concerned or interested in the Resolutions set out at item No. 5.

Mrs. Shailaja C Shah holds 100 equity shares in the Company and she is part of Promoter Group.

# NOTICE

Information required under Clause 49 VI A of the Listing Agreement.

The particulars of Director who is proposed to be reappointed at the ensuing Annual general Meeting is given below pursuant to Clause 49 of the Listing Agreement.

|   |   |
|---|---|
| <b>Name of the Director</b>                       | <b>Mr. Mayur R. Shah</b>  |
| <b>Date of Birth</b>                              | 16-04-1962  |
| <b>Date of Appointment (original)</b>             | 31-03-2003  |
| <b>Qualification</b>                              | Civil Engineering from Bombay University & M.S. in Structural Engineering from USA.   |
| <b>Expertise in specific functional areas</b>     | Having rich and varied experience in Construction Industry  |
| <b>Other companies in which Directorship held</b> | <ol style="list-style-type: none"><li>1. Columbia Chrome (India) Pvt. Ltd.</li><li>2. Cornell Housing &amp; Infra. Pvt. Ltd.</li><li>3. Marathon Fiscal Pvt. Ltd.</li><li>4. Marathon IT Infrastructure Pvt. Ltd.</li><li>5. Marathon Nexzone Infrastructures Pvt. Ltd.</li><li>6. Marathon Prachin Infra. Pvt. Ltd.</li><li>7. Marathon Realty Pvt. Ltd.</li><li>8. Matrix Enclaves Projects Dev. Pvt. Ltd.</li><li>9. Matrix Land Hub Pvt. Ltd.</li><li>10. Nextgen Land Pvt. Ltd.</li><li>11. Parmeka Pvt. Ltd.</li><li>12. Rare Townships Pvt. Ltd.</li><li>13. Sanvo Resorts Pvt. Ltd.</li><li>14. Svarnim Enterprises Pvt. Ltd.</li></ol> |

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