

E-VOTING INSTRUCTIONS

The instructions for those members who wish to cast their votes by e-voting are as under:

- 1) In case of member receiving e-mail from NSDL:
 - (a) Open the e-mail and open the PDF file viz., "Marathon Nextgen Realty e-voting.pdf" with your client ID or Folio No., as password. The said pdf file contains your User ID and password for e-voting. Please note that the password is an initial password.
 - (b) Launch Internet Browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (c) Click on "Shareholder" - "Login".
 - (d) Key in User ID and password as initial password noted in step (a) above. Click "Login".
 - (e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits or characters or a combination thereof. Please take note of the new password. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - (f) Home page of 'e-voting' opens. click on "e-Voting: Active Voting Cycles".
 - (g) Select 'EVEN' of Marathon Nextgen Realty Limited
 - (h) Now, you are ready for "e-Voting" as "Cast Vote" page opens.
 - (i) Cast your vote by selecting appropriate option and click on "Submit" and "Confirm" when prompted.
 - (j) Institutional Shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board resolution authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer at his e-mail id., n_r_joshi@yahoo.com with a copy marked to e-voting@nsdl.co.in
- 2) In case of members receiving Postal Ballot Form by Post:
 - (a) Initial password is provided at the bottom of the Postal Ballot Form.
 - (b) Please follow all steps from Sl. No. 1 (b) to (j) above, to cast your vote.
- 3) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for member and e-voting user manual for Members available at the "Downloads" section of www.evoting.nsdl.com
- 4) If you are already registered with NSDL for e-voting then you can use your existing User ID and password for casting your vote and there is no need to register once again.
- 5) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 6) The Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs, the Notice of Postal Ballot is being sent by e-mail and to others, the same is sent by post along with the Postal Ballot Form.
- 7) Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download the Postal Ballot Form from www.evoting.nsdl.com or seek duplicate Postal Ballot Form from the Company's Registrar and Transfer Agents viz., Adroit Corporate Services, Unit : Marathon Nextgen Realty Limited, fill in the details and send the same to the Scrutinizer.
- 8) Members are requested to cast their votes on the Postal Ballot only through one mode i.e., either through Postal Ballot Form or through e-voting. In case Members cast their votes through both the modes, votes cast through e-voting will be considered and votes cast through Postal Ballot Form will be rejected.

MARATHON NEXTGEN REALTY LIMITED

Regd. Off.: Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013
Tel.: 022 6158 8484 Fax: 022 6158 8410 E-mail: shares@marathonnextgen.com Website: www.marathonnextgen.com
CIN: L65990MH1978PLC020080

NOTICE OF POSTAL BALLOT

To
The Members of
Marathon Nextgen Realty Limited

NOTICE is hereby given pursuant to section 110 and section 108 of the Companies Act, 2013 (the Companies Act) read with the Rules 20 and 22 of the Company (Management and Administration) Rules, 2014 (Rules) including the statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, seeking approval of the Members of Marathon Nextgen Realty Ltd (the Company) to the proposed Resolution appended below by way of Postal Ballot including Electronic Voting for the Postal Ballot .

The Board of Directors of the Company at its Meeting held on Thursday, January 4, 2018 had recommended the following item of business (Related Party Transaction-RPT) to be placed before the shareholders of the Company for their approval by way of Ordinary Resolution:

Acquisition of the "Marathon FutureX IT Park" as an Undertaking from Marathon Realty Pvt Ltd , an Associate and Promoter group Company .

A statement setting out material facts pursuant to section 102 of the Companies Act 2013 and other applicable provisions/regulations of the Companies Act and SEBI (Listing Obligation and Disclosure Requirements) Rules 2015 (LODR) is annexed herewith. Also, pursuant to Rule 22(5) of the Rules, the Company has appointed Mr. Nitin R Joshi, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process(including e-voting), in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution :

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.

"RESOLVED THAT pursuant to Section 188(1)(b) of the Companies Act 2013 and the Rules framed thereunder and are made effective to date and pursuant to Regulation 23(4) of SEBI (LODR) Regulations 2015, and subject to such other approvals, consents, permissions and sanctions of any Authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors for acquisition of an undertaking," Marathon FutureX IT Park", Lower Parel,Mumbai-13 ,as a going concern from Marathon Realty Pvt Ltd(MRPL),a "Related Party)for a lump sum consideration of Rs.93 crore effective from January 1, 2018".

"RESOLVED FURTHER THAT Mr. Chetan R. Shah, Chairman & Managing Director or Mr.S.Ramamurthi ,Whole Time Director & CFO of the Company be and are severally authorized to do such acts, deeds, things and execute all such documents ,undertaking as may be necessary and expedient for the purpose of giving effect to this resolution."

**By Order of the Board
For Marathon Nextgen Realty Limited**

**K. S. Raghavan
Company Secretary**

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

Place: Mumbai
Date: January 4, 2018

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Approval of Related Party Transactions (New).

The Board of Directors of the Company at its Meeting held on January 4, 2018 has recommended, subject to approval by the shareholders and other requisite approvals, as may be necessary to acquire the business Undertaking of "Marathon FutureX IT Park" situate at Lower Parel, Mumbai - 40013 from Marathon Realty Pvt Ltd (MRPL), an associate and a related party, as a going concern on a slump acquisition basis, with effect from January 1, 2018 for a lump sum consideration of Rs.93 crore.

The term Undertaking would mean and include Fixed Assets, Investments, Current Assets, Secured and Unsecured liabilities pertaining to the undertaking together with manpower identified as directly working in the undertaking.

As a part of the inorganic growth strategy of the Company, the Management has decided to pursue joint ventures, acquisitions and alliances of both within the Group and outside the Group. Accordingly, the Company has identified the "Marathon FutureX IT Park", an undertaking, as a good strategic fit for its expansion plans. Hence, the Board recommended the acquisition of the business undertaking from MRPL. The lump sum consideration for the said acquisition has been fixed on the basis of the valuation obtained from two Independent valuers.

MRPL is in the process of obtaining necessary approvals /NOCs from its Secured lenders for transfer of the said "Undertaking" to the Company and the same is expected in due course.

Being a related party transaction, the Audit Committee considered various aspects and parameters based on which it was of the view that the proposed transaction meets the test of material Related Party Transaction and recommended the same for the approval of the Shareholders:

1. Acquisition of the "Marathon FutureX IT Park" as an Undertaking from Marathon Realty Pvt Ltd, an Associate and Promoter group Company.

Nature of transaction as per Sec 188 of the Companies Act & as per Regulation 23(2) of SEBI (LODR) Regulations, 2015	Nature, Material Terms, and Particulars of Contract	Name of the related party	Name of the Director /KMP who is related and nature of relationship	Monetary value /consideration envisaged
The proposed contract / agreement / arrangement / understanding / etc., envisages acquisition of the undertaking of "Marathon FutureX IT Park" situate at Lower Parel, Mumbai - 40013, on a slump acquisition basis.	The Transaction is for the acquisition of the Undertaking, viz., "Marathon FutureX IT Park" situated at Lower Parel, Mumbai 40013, as a going concern.	Marathon Realty Pvt Ltd	1. Mr. Chetan R Shah - Chairman & Managing Director. 2. Mr. Mayur R Shah - Vice Chairman & Director. 3. Ms. Shailaja C Shah - Director.	The lump sum consideration payable for acquiring the said Undertaking to "Marathon Realty Pvt Ltd" will be: Rs.93 crore

The Board recommends this resolution for the approval of the shareholders.

2. Memorandum of Interest:

Except, Mr. Chetan R. Shah, Mr. Mayur R. Shah and Ms. Shailaja C. Shah, Directors and shareholders of the Company, none of the other Directors and the KMPs of the Company and their relatives are concerned or interested in this resolution.

All the "Related Parties" are deemed to be interested in the resolution and such "Related Parties" who are shareholders shall abstain from voting.

The proposed transaction is in the Ordinary course of business.

3. Documents available for inspection:

The following documents are available at the Regd. Office: Marathon FutureX, Lower Parel, Mumbai - 40013 and at its Corporate Office at: 702-Marathon Max, Mulund-Goregaon Link Road, Mulund(W), Mumbai 400 080 for the inspection by the members of the Company on all working days, during the business hours except Saturdays and Sundays up to the last date of Postal Ballot. i.e February 19, 2018.

- (i) Draft Slump Sale Agreement between MRPL and MNRL.
- (ii) Valuation Reports.

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

Place: Mumbai
Date: January 4, 2018

By Order of the Board
For Marathon Nextgen Realty Limited

K. S. Raghavan
Company Secretary

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. January 5, 2018 and a person who is not a Member as on January 5, 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.
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 on or before February 19, 2018 at 5.00 p.m. Any response received from the members after the closing hours of 5.00 p.m. 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 on or before February 21, 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, January 16, 2018, at 10.00 a.m. and ends on Monday, February 19, 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 or seek a duplicate Postal Ballot Form from the RTA, Attn: Mr.N.Surreash, Adroit Corporate Services Pvt.Ltd. 17-20, Jafferbhoy Ind. Estate, 1st 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 February 19, 2018 at 5:00 pm.
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.
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.