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 E-mail: marathon@marathonrealty.com  
 Website: www.marathonrealty.com  
 CIN: L65990MH1978PLC020080

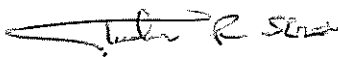
### BALLOT & E-VOTING RESULTS

I have gone through the Report of the Scrutinizer on the ballot and e-voting results in respect of the resolutions mentioned in the notice of the 40<sup>th</sup> Annual General Meeting held on September 20, 2017.

I, now declare the results of the following resolutions as passed by the shareholders of the Company with requisite majority:

Item No.	Description of Resolution
<b>ORDINARY BUSINESS:</b>	
1	To receive, consider and adopt the Financial Statements for the year ended on 31 <sup>st</sup> March, 2017 and the Reports of the Directors and Auditors thereon.
2	To declare a Dividend, if any, on the Equity Shares for the year 2016-17.
3	To appoint a Director in place Mr. Mayur R. Shah, who retires by rotation and being eligible offers himself for re-appointment.
4	To appoint M/s. Rajendra & Co., Chartered Accountants, as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 50th Annual General Meeting of the Company.
<b>SPECIAL BUSINESS:</b>	
5	Appointment of Mr. Deepak R. Shah as a Director of the Company.
6	Re-appointment of Mr. S. Ramamurthi as Whole-Time Director & CFO of the Company.
7	To sell, lease or otherwise dispose of the whole or substantially the whole of undertaking (Charge) of the Company under section 180(1)(a) of the Companies Act 2013.
8	To borrow money in excess of aggregate of paid up capital and free reserves of the Company under section 180(1)(c) of the Companies Act 2013.
9	To ratify the addendum matters in connection with the Related Party Transactions entered by the Company.

I also declare the said results of the physical ballot and e-voting which may please be forwarded to the Stock Exchanges and NSDL and published in newspapers in compliance of the Companies Act, 2013.

Chetan R. Shah  
 Chairman  
 Marathon Nextgen Realty Limited

Place: Mumbai  
 Date: September 21, 2017

**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 & Goregaon Link Road, Mulund (W),  
Mumbai-400 080. Tel. 2562 5660 Fax 2562 5661. Cell 98201 29178

**CONSOLIDATED SCRUTINIZERS' REPORT**

**[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]**

To

The Chairman of the Fortieth Annual General Meeting of the Equity Shareholders of Marathon Nextgen Realty Limited held on Wednesday, 20<sup>th</sup> day of September 2017 at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Dubhas Marg, Kala Ghoda, Mumbai-400 001 at 03.30 p.m.

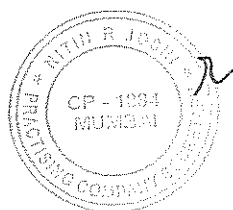
Dear Sir,

I, Nitin R. Joshi, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Marathon Nextgen Realty Limited (the company) for the purpose of scrutinizing the e-voting process (remote e-voting) and ascertaining the requisite majority of the voting carried out, as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and applicable regulation(s) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice of the Fortieth Annual General Meeting of the members of the Company.

The Chairman of the Annual General Meeting (the Meeting) had provided an additional opportunity of voting to those members present at the Meeting who have not cast their vote earlier through e-voting (remote e-voting) to vote on the resolutions contained in the notice of the fortieth Annual General Meeting of the Members of the Company.

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 (remote e-voting) and physical voting on the resolutions contained in the Notice to the Fortieth Annual General Meeting (AGM) of the members of the Company. Our responsibility as a scrutinizer for the e-voting (remote e-voting) process and voting through physical ballot forms (received at the Annual 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 AGM, 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 at the AGM.

(...2...)



(...3...)

2. As requested by the Management, I submit herewith my consolidated report on the results of e-voting together with that of physical ballot forms received at the AGM, given as 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	No. of votes
1	Adoption of Audited Financial Statement and the Report of the Directors and Auditors thereon for the year ended March 31, 2017.	Ordinary	e-voting	20	17243869	--	01	01	--	--	--
			Physical Ballot Form	12	21367	--	--	--	--	--	--
			<b>Total</b>	<b>32</b>	<b>17265236</b>	<b>100</b>	<b>01</b>	<b>01</b>	<b>--</b>	<b>--</b>	<b>--</b>
2	Declaration of dividend on equity shares for the Financial Year 2016-17	Ordinary	e-voting	20	17243869	--	01	01	--	--	
			Physical Ballot Form	12	21367	--	--	--	--	--	
			<b>Total</b>	<b>32</b>	<b>17265236</b>	<b>100</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	
3	Re-appointment of Mr. Mayur Shah as a Director.	Ordinary	e-voting	20	17243869	--	01	01	--	--	
			Physical Ballot Form	12	21367	--	--	--	--	--	
			<b>Total</b>	<b>32</b>	<b>17265236</b>	<b>100</b>	<b>01</b>	<b>01</b>	<b>--</b>	<b>--</b>	
4	Appointment of auditor and fix their remuneration.	Ordinary	e-voting	20	17243869	--	01	01	--	--	
			Physical Ballot Form	12	21367	--	--	--	--	--	
			<b>Total</b>	<b>32</b>	<b>17265236</b>	<b>100</b>	<b>01</b>	<b>01</b>	<b>--</b>	<b>--</b>	
5	Appointment (Regularizing) of Mr. Deepak R. Shah as a Director.	Special	e-voting	20	17243869	--	01	01	--	--	
			Physical Ballot Form	12	21367	--	--	--	--	--	
			<b>Total</b>	<b>32</b>	<b>17265236</b>	<b>100</b>	<b>01</b>	<b>01</b>	<b>--</b>	<b>--</b>	

(...4...)



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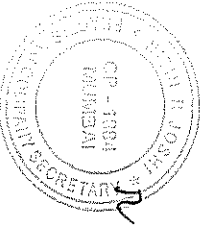
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(...4...)

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
6	Re-appointment of Mr. S. Ramamurthi as Whole Time Director & CFO of the Company.	Special	e-voting	20	17243869	--	01	01	--	--	--
			Physical Ballot Form	12	21367	--	--	--	--	--	--
<b>Total</b>				<b>32</b>	<b>17265236</b>	<b>100</b>	<b>01</b>	<b>01</b>	<b>--</b>	<b>--</b>	
7	To sell, lease or otherwise dispose of the whole or substantially the whole of undertaking of the Company under section 180(1)(a) of the Companies Act, 2013.	Special	e-voting	17	17242998	--	03	164	--	--	
			Physical Ballot Form	12	21367	--	--	--	--	--	
<b>Total</b>				<b>29</b>	<b>17264365</b>	<b>100</b>	<b>03</b>	<b>164</b>	<b>--</b>	<b>--</b>	
8	To borrow money in excess of aggregate of paid up capital and free reserves of the Company under section 180(1)(c) of the Companies Act, 2013	Special	e-voting	16	17243269	--	05	601	--	--	
			Physical Ballot Form	11	628	--	01	20739	--	--	
<b>Total</b>				<b>27</b>	<b>17243897</b>	<b>99.88</b>	<b>06</b>	<b>21340</b>	<b>0.12</b>	<b>--</b>	
9	To Ratify the addendum matters in connection with the Related Party Transactions entered by the Company.	Ordinary	e-voting	16	17242202	--	05	1668	--	--	
			Physical Ballot Form	11	628	--	01	20739	--	--	
<b>Total</b>				<b>27</b>	<b>17242830</b>	<b>99.87</b>	<b>06</b>	<b>22407</b>	<b>0.13</b>	<b>--</b>	

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

(...5...)



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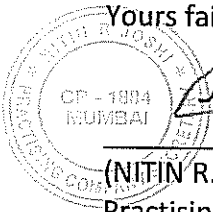
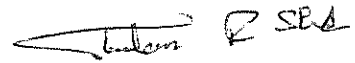
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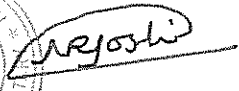
The relevant records relating to physical ballot forms received at the Annual General Meeting shall remain in my custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General meeting and thereafter, I shall return the related papers to the Company.

Thanking you,

For Marathon Nextgen Realty Limited

Yours faithfully,



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

Mg. Director



Place: Mumbai

Dated : 21<sup>st</sup> September, 2017.