

MARATHON NEXTGEN REALTY LIMITED



Regd. Off.: Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai 400 013
Tel.: +91-22-6724 8484 Fax: +91-22-6772 8408 CIN: L65990MH1978PLC020080
E-mail: shares@marathonnextgen.com Website: www.marathonnextgen.com

June 19, 2020

The BSE Limited

Dept. of Corporate Services

P. J. Towers, Dalal Street

Mumbai 400 001

Scrip Code: 503101

The NSE Limited

Listing Department

BKC, Bandra (E)

Mumbai 400 051

Symbol: MARATHON

Dear Sirs,

Sub: NCLT convened Meeting -Voting Results - Postal Ballot - (E-Voting & Postal Ballots) Results as per Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Ref: Our Letter dated March 18, 2020 regarding inability to conduct physical meeting of Sh.holders -approval of Merger Scheme -Postal Ballot Notice dated February 13, 2020.

This has reference to the Notice dated February 13, 2020 along with explanatory statement setting out material facts under section 230 of the Companies Act, 2013, as ordered by the Hon'able NCLT-Mumbai Bench, were despatched to the Shareholders in respect of the approval of the Draft scheme of Amalgamation of Marathon Nextgen Townships Private Limited (MNTPL) the wholly owned subsidiary of the Company ("Transferor Company") with Marathon Nextgen Realty Limited ("Transferee Company") and their respective shareholders under sections 230 to 232 of the Companies Act, 2013.

The Company had availed services of e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting by physical ballot forms to the members who do not have access to remote e-voting facility.

The Company had also, in addition to the remote e-voting and postal ballots, provided physical voting facility at the Tribunal convened physical meeting to those shareholders who had not exercised /casted their vote earlier either through remote e-voting facility or by postal ballot.

However, as a precautionary and preventive step amidst the Covid-19 pandemic and in compliance with the Government of Maharashtra directives, issued during the 2nd week of March 2020 which banned the public gathering by invoking the Epidemic Disease Act 1897, the said Tribunal convened physical Meeting of the shareholders of the Company that was scheduled to be held on March 23, 2020 could not be convened.

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The decision of the cancellation was communicated to the SEs on March 19, 2020 and necessary public notices were also published by the Company.

Now, that on account of "Unlock-1" which was undertaken by the Maharashtra State Government from 08.06.2020, the scrutinizer has provided the results of the E-voting and Physical postal ballot indicating the shareholders approval.

As per the Voting Results the total votes cast "for" the Resolution is 100% and total votes cast "against" the Resolution is 0.00% and therefore the aforesaid " Resolution" has been carried through with the requisite majority, indicating the APPROVAL OF THE SHAREHOLDERS OF THE COMPANY for the said Scheme of Merger .

This for your information and records.

Thanking you,

Yours truly,

For Marathon Nextgen Realty Limited



K. S. Raghavan
Company Secretary & Compliance Officer

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June 19, 2020

To
The Shareholders of
Marathon Nextgen Realty Limited
Mumbai 400 013.

Dear shareholders,

**Sub: Declaration of Voting Results - NCLT Convened Meeting (E-Voting & Postal Ballots)
-Results as per Regulation 44 and other applicable regulations of the Securities and
Exchange Board of India (Listing Obligations and Disclosure Requirements)
Regulations, 2015 ('Listing Regulations')**

This has reference to the Notice dated February 13, 2020 along with explanatory statement setting out material facts under section 230 of the Companies Act, 2013, as ordered by the Hon'able NCLT-Mumbai Bench, were despatched to the Shareholders in respect of the approval of the Draft scheme of Amalgamation of Marathon Nextgen Townships Private Limited (MNTPL) the wholly owned subsidiary of the Company ("Transferor Company") with Marathon Nextgen Realty Limited ("Transferee Company") and their respective shareholders under sections 230 to 232 of the Companies Act, 2013.

The Company had availed services of e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting by physical ballot forms to the members who do not have access to remote e-voting facility.-

The Company had also, in addition to the remote e-voting and postal ballots, provided physical voting facility at the Tribunal convened physical meeting to those shareholders who had not exercised /casted their vote earlier either through remote e-voting facility or by postal ballot.

However, as a precautionary and preventive step amidst the Covid-19 pandemic and in compliance with the Government of Maharashtra directives, issued during the 2nd week of March 2020 which banned the public gathering by invoking the Epidemic Disease Act 1897, the said Tribunal convened physical Meeting of the shareholders of the Company that was scheduled to be held on March 23, 2020 could not be convened.

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The decision of the cancellation was communicated to the SEs on March 19, 2020 and necessary public notices were also published by the Company.

On the basis of the Report dated June 17, 2020 forwarded by the Scrutinizer, Mr.Nitin R. Joshi - Practicing Company Secretary, the total votes cast "for" the Resolution is 100% and total votes cast" against" the Resolution is 0.00% and therefore the aforesaid " Resolution" has been carried through with the requisite majority, indicating the APPROVAL OF THE SHAREHOLDERS OF THE COMPANY for the said Scheme of Merger .

I hereby declare them as "Passed".




Sundaram Ramamurthi
Chairman appointed for the Meeting
Marathon Nextgen Realty Limited

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

Date: 17.06.2020

To,
Mr. Sundaram Ramamurthi.
Chairman appointed by the National Company Law Tribunal,
Bench at Mumbai, for the Meeting of Equity Shareholders of
Marathon Nextgen Realty Limited,
Marathon Futurex, N.M.Joshi Marg,
Lower Parel, Mumbai 400 013.

Dear Sir,

Sub : Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted pursuant to the provisions of Section 108 of the Companies Act,2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Nitin R. Joshi, Practicing Company Secretary, have been appointed as the scrutinizer by the Board of Directors of Marathon Nextgen Realty Limited, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule 2014, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolution which was to be passed at the Tribunal Convened Meeting of the Equity Shareholders of the Company dated March 23, 2020 (Monday) at 03.30 p.m.

I was also appointed as scrutinizer for physical ballot forms/poll papers which were to be received during the said Tribunal Convened Meeting held on March 23, 2020.

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 Resolutions contained in the Notice (the Notice) dated February 13, 2020 issued, pursuant to an order dated February 6, 2020 passed by the National Company Law Tribunal, Bench at Mumbai. My responsibility as a scrutinizer for the said Voting Process is restricted to making 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 Notice dated February 13, 2020 along with Explanatory statement setting out material facts under section 230 of the Companies Act, 2013 were sent to the Shareholders in respect of the below mentioned resolution that was to be passed at the Tribunal Convened Meeting of the Equity Shareholders of the Company.

The Company had availed services of e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the members who do not have access to remote e-voting facility.

The Company had also in addition to the E-voting and postal ballot, provided voting facility to those shareholders at the Tribunal convened physical meeting who had not casted their vote earlier either through remote e-voting facility or by physical ballot.

However, as a precautionary and preventive step amidst the Covid-19 pandemic and in compliance with Government of Maharashtra directives governing public gathering, the company undertook the decision of cancelling the said Tribunal convened physical meeting that was to be held on 23rd March 2020 and the same was duly communicated to the Stock Exchange and was also published in Free Press Journal (English newspaper Mumbai edition) and Navshakti (Marathi newspaper Mumbai edition). Consequently, no voting took place in the meeting.

Further duly verified physical postal ballots were not received from the Company/RTA on account of curfew in the state of Maharashtra and subsequent national lockdown from 24th March 2020.

I further report that on account of "Unlock-1" which was undertaken by the Maharashtra State Government from 08.06.2020, I could able to formalise my report on E-voting and physical postal ballot as requested by the company.

The shareholders of the company holding shares as on "cut off" date of February 14, 2020 were entitled to vote on the resolution as contained in the Notice of the Tribunal Convened Meeting.

The voting period for remote e-voting commenced on Saturday, February 22, 2020 at 09.00 A.M.(IST) and ended on Sunday, March 22, 2020 at 5.00 P.M (IST) and NSDL e-voting platform was blocked thereafter.

The Votes cast under remote e-voting facility were thereafter unblocked in the presence of two witness who were not in the employment of the company. Votes cast through Physical ballot forms received up to Sunday, March 22, 2020 were also considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the postal ballot forms received respectively.

I now submit my consolidated Report as under on the result of the remote e-voting/physical ballot forms in respect of the said Resolution.

Resolution for approving the Draft scheme of Amalgamation of Marathon Nextgen Townships Private Limited (MNTPL) the wholly owned subsidiary of the Company ("Transferor Company") with Marathon Nextgen Realty Limited and their respective shareholders under sections 230 to 232 of the Companies Act, 2013.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total paid up equity capital(i.e.46000000 shares)	% of Total Votes Polled
Physical Mode					
A	Total Postal Ballot Forms received	07	652	--	----
B	Less :Invalid Postal Ballot Forms	01	92	--	----
C	Net Valid Postal Ballot in physical (A-B)	06	560	--	----
Electronic Mode					
D	Total E-voting option received	24	35722019	--	----
E	Less:- Invalid E-voting option	00	00	--	----
F	Net Valid E-voting option (D-E)	24	35722019		----
	Total Net Valid Postal Ballot in Physical and electronic mode (C+F)	30	35722579	77.66	100%
G	Postal Ballot Forms with assent for Resolution-Physical	03	410	--	----
H	E-voting Options with assent for Resolution-Electronic	20	35721208	--	----
	Total Postal Ballot Forms with assent in physical and electronic mode	23	35721618	77.66	100%
I	Postal Ballot Forms with dissent for Resolution-Physical	03	150	--	----
J	E-voting option with dissent for Resolution-Electronic	04	811	--	----
	Total Postal Ballot Forms with dissent in Physical and electronic mode	07	961	0.00	00.00
<p>In brief total votes cast for the Resolution is 100% and total votes cast against the Resolution is 0.00% and therefore the aforesaid " Resolution" has been carried through with the requisite majority.</p>					

The Register, all other papers and relevant records relating to remote e-voting/physical ballot forms would be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

**NITIN
RAMN
IKLAL
JOSHI**

Digitally signed by NITIN
RAMN/IKLAL JOSHI
DN: c=IN, st=Maharashtra,
2.5.4.20=f9aed124f410ca07
4c7c2419407c79f9edca46
27c6c9f69f937d9603895e
, postalCode=400080,
street=MIDLIND,
serialNumber=2e63dfe658
0ccf3b43111fa20251807b
51e8690a7887c15569ba3e
63c97, o=Personal cm=NITIN
RAMN/IKLAL JOSHI
Date: 2020.06.17 18:13:51
+05'30'

(NITIN R. JOSHI)

Practising Company Secretary

FCS 3137 CP 1884

UDIN number F003137B000350781

Place : Mumbai

Dated : 17.06.2020

MARATHON NEXTGEN REALTY LIMITED



Resolution-1: Resolution for approving the Draft scheme of Amalgamation of Marathon Nextgen Townships Private Limited (MNTPL) the wholly owned subsidiary of the Company ("Transferor Company") with Marathon Nextgen Realty Limited and their respective shareholders under sections 230 to 232 of the Companies Act, 2013.

Date of the AGM/EGM Resolution Passed through Postal Ballot on				23.03.2020				
Total number of shareholders on record date				5826				
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public				Not Applicable				
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public				Not Applicable				
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Resolution for approving the Draft scheme of Amalgamation of Marathon Nextgen Townships Private Limited (MNTPL) the wholly owned subsidiary of the Company ("Transferor Company") with Marathon Nextgen Realty Limited and their respective shareholders under sections 230 to 232 of the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	34484446						
	Poll		34482646	99.9948	34482646	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	34484446	34482646	99.9948	34482646	0	100.0000	0.0000



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Public- Institutions	E-Voting	4631	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4631	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	11510923	1239373	10.7669	1238562	811	99.9346	0.0654
	Poll							
	Postal Ballot (if applicable)		560	0.0049	410	150	73.2143	26.7857
	Total		11510923	1239933	10.7718	1238972	961	99.9225
Total		46000000	35722579	77.6578	35721618	961	99.9973	0.0027
Whether resolution is Pass or Not.							Yes	

Note:

In brief total votes cast for the Resolution is 100% and total votes cast against the Resolution is 0.00% and therefore the aforesaid “ Resolution” has been carried through with the requisite majority.

