

Gist of Proceedings of the EGM of "Marathon Nextgen Realty Ltd" held on  
Thursday, December 10, 2015.

The EGM of the members of the Company was held on Thursday, December 10, 2015 at 11.30 a.m., at Kilachand Conference Room, 2<sup>nd</sup> Floor, IMC Premises, Churchgate - 400 020.

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Mr. Chetan R Shah, Chairman chaired the proceedings of the meeting.

Total 32 members (including proxies) attended the meeting as per the records of attendance.

The Chairman, introduced the Directors to the members and the special invitee, his son Mr. Kaivalya C. Shah. Mr.V.Ranganathan, Mr.V.Nagarajan and Mr.Mayur R Shah Directors, were unable to be present themselves for the EGM.

The Chairman elaborated the purpose of the EGM and the matters to be transacted by the shareholders.

The following are the extracts of his speech:

"Dear Shareholders,

1. Good Morning to you all. It gives me immense pleasure in welcoming you to this extraordinary general meeting of your Company. The Notice convening the meeting has already been dispatched and with your permission I am taking it as read. There are three items on the agenda.
2. The first item deals with the issue of Bonus Shares.
  - a. Many Members at the Last Annual General Meeting had requested the Board to consider the issue of Bonus Shares. Ever since marathon Group assumed management control over your company, it has been rewarding the shareholders with uninterrupted dividend and bonus shares at regular intervals.
  - b. The Bonus history of the Company, post change over (March 2003) of Management to Marathon Group is hereunder:

(Equity Shares of face value of Rs.10 each)



FY	Bonus:Held	Bonus Issued-
2005-06	4:1	4 new shares for every 1 share held:
2006-07	2:1	2 new shares for every 1 share held:
2009-10	1:2	1 new share for every 2 shares held:

- c. Subject to the sanction of the of the shareholders at the General Meeting the Board of Directors have proposed a bonus issue of (ONE) new equity share of Rs. 10/- paid up for every 2(TWO) equity share of Rs 10/- held. This will capitalize reserves of Rs. 9.48 Core which is in line with Marathon's policy of rewarding the shareholders over and above the dividend regularly issued to them.
- d. If a shareholder was holding 100 equity shares when the current management took over then post this issue he would be the owner of 3375 equity shares.

3. Item Nos. 2&3

- a. On the business front, your Company, having completely sold the inventories in its iconic premium projects Marathon Nextgen Era & Marathon Nextgen Innova is now focusing on the Slum Rehabilitation segment in and around Bhandup area of Mumbai. As a business strategy this segment looks promising and encouraging. The Management expects relatively better top line growth in the years to come from this segment.
- b. In line with this strategy and to start the operations soon, the Company propose to enter into contract with related parties for acquisition of properties/development rights which are readily available and kick start the Slum Rehabilitation operations
- c. The Rehabilitation of Slum area is the most promising realty vertical. Presently, the clearance of proposals by Slum Rehabilitation Authority (SRA) is relatively fast, and there is sufficient clarity in executing projects with SRA compared to other verticals. Marathon Group has over the years acquired sufficient expertise in this sphere of activity.



- d. The company has already acquired a part constructed tower approved under the SRA scheme in Bhandup. This tower is surrounded by land that is owned by Ithaca informatics Pvt. Ltd. and Matrix Waste Pvt. Ltd both being related parties within the meaning of the Companies Act 2013. The Company is proposing to enter into a Joint Venture with these Companies, which would enable the unlocking of tremendous synergies and would result high value addition to the company.
- e. Details of the transactions are contained in the Notice Convening this meeting that I am sure all of you would have gone through. I would be glad to answer any query relating to the items of business to be transacted.
- f. With your permission, I would like to proceed to transact the business as contained in the notice convening the meeting.

4. Thank you."

Upon the invitation of the Chairman, several members addressed the meeting, gave their suggestions and sought clarifications on the business potential of SRA projects and its approximate completion time period etc.

The queries and clarifications posed by the members were duly answered by Mr.Chetan R Shah.

The Chairman further informed the members that pursuant to the provisions of the Companies Act 2013, Rules framed there under, the Company had extended the remote e-voting facility to the members of the Company in respect of resolutions to be passed at the meeting. The remote e-voting commenced at 10.00 am on Saturday, December 5, 2015 and ended at 5.00 pm on Wednesday, December 9, 2015.

The Chairman informed the members that the facility for voting through Ballot form is made available at the meeting for the members who have not cast their vote through remote e-voting.

He further informed that the Board have appointed Mr. Nitin R Joshi, Practicing Company Secretary, Mumbai ,as scrutinizer, who is also present for the purpose of scrutinizing the ballot poll process.



Thereafter, all the Three resolutions to be passed were proposed and seconded.

Thereafter, the Chairman ordered a poll to be taken at the meeting through ballot form, which were circulated to the members present and requested Mr. Nitin R Joshi for an orderly conduct of the voting.

The Chairman announced that the combined results along with the consolidated scrutinizer's report shall be placed on the website of the Company and the websites of BSE, NSDL & CDSL the depositories.

The resolutions passed by the members with requisite majority related to the following:

1. **Approval of issue of Bonus Shares at a proportion of 1(ONE) new Share for every 2 (TWO) held :**

Proposed by: Mr. Nilesh M Dodhia

Seconded by: Ms. Ashalata Maheshwari

**Ordinary Resolution:**

“RESOLVED THAT, in accordance with Section 63 and the applicable rules thereon and other applicable provisions of the Companies Act, 2013, the relevant Clauses of the Articles of Association of the Company and the recommendation of the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall be deemed to include a Committee of Directors duly authorized in this behalf), and subject to Securities and Exchange Board of India (SEBI) regulations and such other approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of Capital Redemption Reserve of Rs.25,00,000 (Rupees twenty five lacs) and such sum not exceeding of Rs. 9,22,91,150/-(Rupees nine crore twenty two lacs ninety one thousand one hundred fifty only) out of reserve and surplus of the Company and be distributed amongst the Members whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited, on the Record date as fixed in this regard by the Board, in the proportion of 1 (ONE) equity share for every 2(TWO) existing equity share held by the shareholders and shall rank pari-passu in all respects with the existing issued Equity Shares of the Company on the Record Date,



except the right and eligibility of dividend, if any declared, by the Company after the allotment of such bonus shares as may be determined by the Board of Directors"

**"RESOLVED FURTHER THAT** no allotment letters shall be issued to the allottees for bonus shares and for the shareholders who hold their existing equity shares in electronic form as bonus shares shall be credited to their respective demat accounts and for the shareholders who hold their existing equity shares in physical form, the share certificate(s) for the bonus shares shall be prepared and dispatched within the period prescribed or that may be prescribed in this behalf, from time to time."

**"RESOLVED FURTHER THAT** the issue and allotment of the said bonus shares to the extent they relate to Non- Resident Indians (NRIs), Persons of Indian Origin (PIO)/ Overseas Corporate Bodies (OCBs) and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India (RBI), as may be required."

**"RESOLVED FURTHER THAT** if as a result of implementation of this resolution, any member becomes entitled to a fraction of new equity share/s to be allotted as Bonus Shares, the Company shall not issue any certificate or coupon in respect of such fractional shares instead, the Board (which term shall be deemed to include any Committee thereof) shall consolidate all such fractional entitlements and thereupon issue and allot Bonus Shares in lieu thereof to any director(s) or officer(s) of the Company who shall hold the shares as trustee for the equity shareholders who would have been entitled to such fractions in case the same were issued and such nominee(s) will as soon as possible sell such shares allotted at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and the expenses in respect thereof be distributed among such members who are entitled to such fractions in the proportion of their respective holding and fraction thereof."

**"RESOLVED FURTHER THAT** for the purposes of giving effect to the bonus issue of Equity Shares resolved hereinbefore, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing of documents with the Securities and Exchange Board of India, listing the additional Equity Shares on the Bombay Stock Exchange Limited."



2. **Approval Of Related Party Transactions with Ithaca Informatics Pvt. Ltd.:**

Proposed by: Ms. Jagruti Shah

Seconded by: Mr. Jehengir Batiwala

**Ordinary Resolution:**

"RESOLVED THAT pursuant to section 188 and other applicable provisions if any of the Companies Act, 2013 and the relevant Rules framed there under and are made applicable from time to time and pursuant to clause 49(VII)(E) of the listing agreement governing the Related party Transactions and the circulars issued from time to time by the Securities Exchange Board of India (SEBI), consent of the members be and is hereby accorded to the Board of Directors to enter into contract/ agreement /understanding /arrangement with "Ithaca Informatics Pvt. Ltd.", the Holding Company and being a "Related Party" for acquisition of property/ies developmental rights to an extent of around 15,000 sq. mtrs, situate in Bhandup Village, Mumbai, and the consideration for such acquisition shall be 12.5% of the sale revenue generated from the area, that will be sold after due development of the said property/ies, utilization of eligible development rights, whatsoever and that the payment shall be made out of the sale proceeds, if and when generated out of escrow account in the trenches of Rs.12.50 lac per Rs1 crore deposited"

"RESOLVED FURTHER THAT Mr. Chetan R. Shah, Chairman & Managing Director of the Company, Mr. Mayur R. Shah, Vice Chairman of the Company be and are hereby severally authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution".

3. **Approval Of Related Party Transactions with Matrix Waste Management Pvt. Ltd.:**

Proposed by: Mr. Nimesh Shah

Seconded by: Mr. Kishore R.Kuchalia





**Ordinary Resolution:**

"RESOLVED THAT pursuant to section 188 and other applicable provisions if any of the Companies Act 2013 and the relevant Rules framed there under and are made applicable from time to time and pursuant to Clause 49(VII)(E) of the listing agreement governing the Related party Transactions and the circulars issued from time to time by the Securities Exchange Board of India (SEBI), consent of the members be and is hereby accorded to the Board of Directors to enter into contract/ agreement /understanding /arrangement with "Matrix Waste Management Pvt. Ltd." a Marathon Group Company and being a "Related Party" for acquisition of property/ies developmental rights to an extent of around 9,000 sq. mtrs, situate in Bhandup Village, Mumbai and the consideration for such acquisition shall be 12.5% of the sale revenue generated from the area, that will be sold after due development of the said property/ies, utilization of eligible development rights whatsoever and that the payment shall be made out of the sale proceeds, if and when generated out of "escrow account" in the trenches of Rs.12.50 lacs per Rs.1 crore deposited."

"RESOLVED FURTHER THAT Mr. Chetan R. Shah, Chairman & Managing Director of the Company, Mr. Mayur R. Shah, Vice Chairman of the Company be and are hereby severally authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution"

The EGM concluded with a vote of thanks to the Chair.

The consolidated scrutinizer's report was uploaded on the websites of the Company, BSE, NSDL & CDSL. Further ,the results in the form prescribed were notified to the BSE.



