

**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

**CONSOLIDATED SCRUTINIZER'S REPORT**

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

To,

The Chairman of The Thirty Eighth Annual General Meeting of the Equity Shareholders of Marathon Nextgen Realty limited held on Friday, 28<sup>th</sup> day of August 2015 at at Kilachand Conference Hall, 2<sup>nd</sup> Floor, Indian Merchants' Chamber building, IMC, Churchgate, Mumbai 400 020 at 03.30 p.m.

Dear Sir,

I, Nitin R. Joshi, Practising a 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 alongwith physical ballot forms and ascertaining the requisite majority on the voting carried out, as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with the Companies ( Management and Administration) Rule 2014 ( Rules) and applicable clause(s) of the Listing Agreement with Stock Exchange, on the resolutions contained in the notice to the Thirty Eighth Annual General Meeting of the members of the Company.

The Chairman of the Annual General Meeting (the Meeting) had suo moto provided in additional opportunity of voting to those members present at the Meeting who have not cast their vote earlier either through e-voting facility or vide physical ballot form sent to them along with the Notice of the Meeting to vote on the resolutions contained in the notice to the Thirty Eighth 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 and physical voting on the resolutions contained in the Notice to the Thirty Eighth Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and voting through physical ballot form (received up to August 27, 2015 and 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 up to August 27, 2015 and at the AGM.

Further to above, I submit my report as under :

1. The Members of the Company as on the cut-off date i. e. August 21, 2015 were entitled to vote ( whether by way of e-voting or physical ballot form) on the resolutions contained in the notice of the Thirty Eighth Annual General meeting of the Members of the Company.

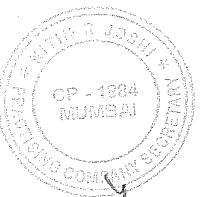


2. As requested by the Management, I submit herewith my consolidated report on the results of e-voting together with that of physical ballot forms received up to 27.08.2015 and at the AGM, given as under:

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 Statement of Profit and Loss, Balance Sheet, Report of the Board of Directors and the Auditors for the year ended March 31, 2015.	Ordinary	e-voting	11	1625	--	--	--	--	--	--
			Physical Ballot Form	17	14232610	--	--	--	--	3	962
			<b>Total</b>	<b>28</b>	<b>14234235</b>	<b>100%</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>3</b>	<b>962</b>
2	Declaration of dividend on equity shares for the Financial Year 2014-15	Ordinary	e-voting	11	1625	--	--	--	--	--	--
			Physical Ballot Form	17	14232610	--	--	--	--	3	962
			<b>Total</b>	<b>28</b>	<b>14234235</b>	<b>100%</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>3</b>	<b>962</b>
3	Re-appointment of Mr. Mayur R. Shah as a Director.	Ordinary	e-voting	11	1615	--	--	--	--	--	--
			Physical Ballot Form	14	14232310	--	--	--	--	6	1262
			<b>Total</b>	<b>25</b>	<b>14233925</b>	<b>100%</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>6</b>	<b>1262</b>
4	Appointment of Auditors and fixing their remuneration.	Ordinary	e-voting	11	1615	--	--	--	--	--	--
			Physical Ballot Form	17	14232610	--	--	--	--	3	962
			<b>Total</b>	<b>28</b>	<b>14234225</b>	<b>100%</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>3</b>	<b>962</b>
5	Appointment (Regularizing) of Mrs. Shailaja C. Shah as a Director.	Special	e-voting	10	1212	--	01	400	--	--	--
			Physical Ballot Form	14	14232310	--	--	--	--	6	1262
			<b>Total</b>	<b>24</b>	<b>14233522</b>	<b>99.9972%</b>	<b>01</b>	<b>400</b>	<b>0.0028%</b>	<b>6</b>	<b>1262</b>

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

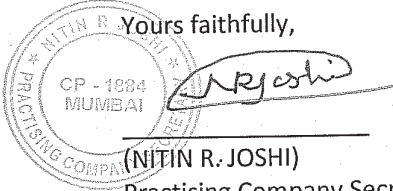
*Shah R. Shah*



The Register and all other papers relating to physical ballot forms received up to August 27, 2015 and 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 Register and related papers to the Company.

Thanking you,

Yours faithfully,



(NITIN R. JOSHI)

Practising Company Secretary

FCS 3137 CP 1884

Place : Mumbai

Dated : 31.08.2015