

MARATHON NEXTGEN REALTY LTD.

Corporate Office:  
702, Marathon Max,  
Mulund-Goregaon Link Road,  
Mulund (West), Mumbai - 400 080.  
Tel.: +91-22-6724 8484 / 88  
Fax: +91-22-6772 8408  
E-mail: [marathon@marathonrealty.com](mailto:marathon@marathonrealty.com)  
Website: [www.marathonrealty.com](http://www.marathonrealty.com)  
CIN: L65990MH1978PLC020080

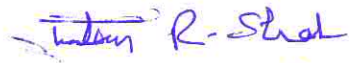

April 07, 2016

To  
The Members of  
Marathon Nextgen Realty Ltd.  
Mumbai-13

**Sub: Declaration of Voting Results –Postal Ballot –Voting concluded on April 07, 2016 at 5.00 p.m.**

On the basis of the Report dated 07/04/2016 forwarded by the Scrutinizer, Mr. Nitin R. Joshi - Practicing Company Secretary, since the Resolution mentioned in the "Postal Ballot Notice" sent to the Public Shareholders for their voting got concluded on Thursday, April 07, 2016 and were voted in favor with absolute majority, accordingly, I hereby declare them as "Passed".

For Marathon Nextgen Realty Ltd.

Chetan R. Shah  
Chairman & Managing Director.



April 07, 2016

The Bombay Stock Exchange Ltd  
Dept of Corporate Services,  
P.J.Towers,  
Mumbai-400001.

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Dear sirs,

**Scrip code: 503101**

**Sub: Disclosure of Voting results as per Regulations 44 (3) of the SEBI (Listing Obligations and Disclosure) Regulations, 2015 (LODR -2015).**

Pursuant to section 110 of the Companies Act 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the LODR-2015, the Company has conducted Postal Ballot of the Public Shareholders for seeking approval for:

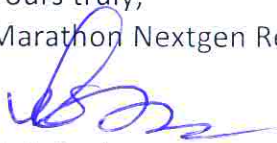
**“Scheme Amalgamation of Parmeka Pvt. Ltd., a wholly owned Subsidiary with the Company” (Scheme)**

In this context, we wish to inform you that the Public Shareholders have approved the Scheme proposed by the Company with requisite majority.

The details of the voting results of the said Postal Ballot (including e-voting) along with the report dated April 07, 2016 of the Scrutinizer are enclosed.

Thanking you.

Yours truly,  
Marathon Nextgen Realty Ltd.



K. S. Raghavan  
Company Secretary & Compliance Officer.

Encl: as above



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**VOTING RESULTS OF POSTAL BALLOT PROCESS:**

Date of the AGM / EGM	Postal Ballot
Total number of Shareholders on record date	4,715
No. of shareholders present in the meeting either in person or through proxy: Promoters & Promoter Group Public	NA
No. of shareholders present in the meeting video conferencing: Promoters & Promoter Group Public	NA

Agenda-wise disclosure: Scheme of Amalgamation of Parmeka Pvt. Ltd. (PPL), a wholly owned subsidiary with Marathon Nextgen Realty Ltd.(Clause 24 f of the Listing Agreement)

Resolution required: (Ordinary / Special)		Ordinary Resolution						
Whether promoter / promoter group are interested in the agenda / resolution?		Yes						
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
Promoters & Promoters Group								
					Not Voted. Postal Ballot is for Public Share Holders.			
Public	E-Voting	14754	14754	100	12996	1758	88.08	11.92
	Postal Ballots	2520209	2519380	100	2519362	18	100	0.00
	Total	2534963	2534134	-	2532358	1776	-	-



# Nitin R. Joshi

**B.COM., LL.B., D.C.E.C., F.C.S.  
COMPANY SECRETARY**

415, Marathon Max, Next to UdyogKshetra, Jn.Of L.B.S. Marg & Goregoan Link Road, Mulund (W),  
Mumbai-400 080. Tel. 2562 5660 Fax 2562 5661. Cell 98201 29178

Date: 07.04.2016

## REPORT OF THE SCRUTINIZER

To  
The Chairman,  
**MARATHON NEXTGEN REALTY LIMITED**  
Marathon Futurex, N.M. Joshi Marg,  
Lower Parel,  
Mumbai - 400 013.

Dear Sir,

I, Nitin R. Joshi, a Company Secretary in Practice, have been appointed as a scrutinizer for postal ballot voting process including voting by way of electronic means/e-voting (hereinafter referred as "the said Voting Process") by the Board of Directors of Marathon Nextgen Realty Limited (the Company) for the purpose of scrutinizing the said Voting Process under the provisions of Section 110 of the Companies Act 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014.

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 ordinary resolution contained in the Postal Ballot Notice (the Notice) issued under Section 110 of the Act dated 02.03.2016. My responsibility as a scrutinizer for the said voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution 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 Board of Directors of the Company has appointed me as the scrutinizer for the said voting process in respect of the following resolution:

Resolution-1: "As an Ordinary Resolution"-Approval for Scheme of Amalgamation of Parmeka Private Limited., a wholly owned subsidiary with Marathon Nextgen Realty Limited.-



I further state that:

1. Sending of e-mails or dispatch of the Notices along with Postal Ballot Forms to all the Members, whose names appeared in the Register of Members / Records of Depositories as on 26.02.2016, have been completed by the Company on 05.03.2016. The Members of the Company as on cut -off date i.e. Friday, 26.02.2016 were entitle to vote on the resolution contained in the Notice.
2. The Particulars of all postal ballot forms received from the Members have been entered in a separate register maintained for the purpose.
3. The e-voting commenced from Wednesday, 09.03.2016 (9.00 AM) and ended on Thursday, 07.04.2016 at (5.00PM).
4. I have downloaded the data of e-voting after the e-voting module was disabled by the National Securities Depository Limited (NSDL) on 07.04.2016 at 5.00 PM.
5. The postal ballot forms were kept under safe custody of Adroit Corporate Services Private Limited, the Registrar and Share Transfer Agent (RTA) of the Company, before commencing the scrutiny of such postal ballot forms.
6. All postal ballot forms received up to the close of working hours (i.e. 5.00 PM) on 07.04.2016, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny and none of the envelopes containing the postal ballot forms received after the business hours (i.e. 5.00 PM) on 07.04.2016.
7. The postal ballot envelopes were opened from time to time, under my authorization by the RTA and the last lot was opened on 07.04.2016 after 5.00 P.M.in the presence of two (2) witnesses not being employees of the Company.
8. The postal Ballot forms were scrutinized in my presence and details of shareholders were matched with the Register of Members of the Company.
9. I did not find any defaced or mutilated ballot paper.
10. A summary of the postal ballot papers and e-voting received is given below:



*Card*

### Result of Resolution No. 1:

As an Ordinary Resolution for Scheme of Amalgamation of Parmeka Private Limited., a wholly owned subsidiary with Marathon Nextgen Realty Limited.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total Public paid up equity capital(i.e.7109445 shares)	% of Total Votes Polled
<b>Physical Mode</b>					
A	Total Postal Ballot Forms received	47	2520209	35.45	
B	Less :Invalid Postal Ballot Forms	07	829	0.01	
C	Net Valid Postal Ballot in physical (A-B)	40	2519380	35.44	
<b>Electronic Mode</b>					
D	Total E-voting option received	15	14754	0.20	
E	Less:- Invalid E-voting option	00	00	00	
F	Net Valid E-voting option (D-E)	15	14754	0.20	
	<b>Total Net Valid Postal Ballot in Physical and electronic mode (C+F)</b>	<b>55</b>	<b>2534134</b>	<b>35.64</b>	<b>100%</b>
G	Postal Ballot Forms with assent for Ordinary Resolution-Physical	38	2519362	35.44	
H	E-voting Options with assent for Ordinary Resolution-Electronic	12	12996	0.18	
	<b>Total Postal Ballot Forms with assent in physical and electronic mode</b>	<b>50</b>	<b>2532358</b>	<b>35.62</b>	<b>99.93</b>
I	Postal Ballot Forms with dissent for Ordinary Resolution-Physical	02	18	0.00	
J	E-voting option with dissent for Ordinary Resolution-Electronic	03	1758	0.02	
	<b>Total Postal Ballot Forms with dissent in Physical and electronic mode</b>	<b>05</b>	<b>1776</b>	<b>0.02</b>	<b>0.07</b>
In brief total votes cast for ordinary resolution is 99.93% and total votes cast against ordinary resolution is 0.07%					



*Col*

I further report that as per the Rule 22 of the Companies (Management and Administration) Rules, 2014, I maintained the records including the data as obtained from NSDL for e-voting facility extended by them and also Register recording the consent or otherwise received from the members, voting through Postal Ballot which includes all the particulars of members such as the names, folio number, DP ID/Client ID number of share held, number of voted, no. of shares assented, no. of shares dissented, no. of shares rejected, ballot paper and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the Minutes of the Meeting.


You may accordingly declare the result of the said Voting Process.

I thank you for the opportunity given to act as Scrutinizer for the above Postal Ballot.

Thanking you,

Yours faithfully,



  
\_\_\_\_\_  
(NITIN R. JOSHI)

Practising Company Secretary

FCS 3137

CP 1884

Place : Mumbai

Dated : 07.04.2016.



