

May 08 2017

007580

The Corporate Relations Department BSE Limited Rotunda Building, 1 st floor Mumbai Samachar Marg Mumbai - 400 001	Listing Department National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block Bandra-Kurla Complex Bandra (E), Mumbai - 400 051
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Dear Sir/Madam,

SUB: BUY-BACK OF NOT EXCEEDING 54,37,345 (FIFTY FOUR LAKHS THIRTY SEVEN THOUSAND THREE HUNDRED AND FORTY FIVE) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹10 EACH (THE "EQUITY SHARE") OF MARATHON NEXTGEN REALTY LIMITED (THE "COMPANY") AT A PRICE OF ₹275/- EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE MAXIMUM AMOUNT OF ₹149,52,69,875/- (RUPEES ONE HUNDRED FORTY NINE CRORE FIFTY TWO LAKHS SIXTY NINE THOUSAND EIGHT HUNDRED AND SEVENTY FIVE ONLY) EXCLUDING TRANSACTION COSTS, UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK OF SECURITIES) REGULATIONS, 1998, AS AMENDED, ("SEBI BUY-BACK REGULATIONS"), AND THE COMPANIES ACT, 2013, AS AMENDED, (THE "COMPANIES ACT") ("BUY-BACK").


- In terms of the Buy-back Regulations, ICICI Securities Limited has been appointed by the Company as the manager to the Buy-back (the "Manager").
- This is in furtherance to our letter dated May 02, 2017, for submission of the public announcement ("Public Announcement") in connection with the Buy-back which was published on May 01, 2017, in the following newspapers:

Newspaper	Language	Editions
Business Standard	English	All
Business Standard	Hindi	All
Navshakti	Marathi	Mumbai
- As mentioned in our earlier letter dated May 02, 2017, the Company is undertaking the Buy-back, in accordance with the SEBI Buyback Regulations, and the Companies Act.
- With respect to the captioned Buy-back, please find enclosed a copy of the draft letter of offer dated May 05, 2017, ("Draft Letter of Offer") (**Annexure 1**) and a soft copy of the same in PDF format (**Annexure 2**).

Capitalised terms used but not defined herein shall have the meaning assigned to such terms in the Draft Letter of Offer.

Thanking you,
Yours sincerely,

For ICICI Securities Limited


 Authorized Signatory
 Name: Amit Joshi
 Designation: VP

Member of National Stock Exchange of India Ltd. & Bombay Stock Exchange Ltd.
 Capital Market : MF Regn. No. MF 230773037, BSE Regn. No. 186854
 Futures & Options : MF Regn. No. MF 230773037, BSE Regn. No. 186854
 Currency Derivatives : MF Regn. No. MF 230773037, BSE Regn. No. 186854
 CIN No.: U67120MH1995PL10000721

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 Registered Office (Institutional):
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 Churchgate, Mumbai 400 020, India.
 Tel (91 22) 2288 2460/70
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ICICI Securities Limited
 Registered Office (Retail):
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 T.T.C. Area, M.I.D.C., Turbhe, Navi Mumbai - 400 705
 Tel (91 22) 4070 1000
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Name of Compliance Officer (Broking Operations) : Ms. Mamta Jayaram Shetty
 Email Address: complianceofficer@icicisecurities.com / Tel (91 22) 4070 1000
 Website Address: www.icicisecurities.com / www.icicidirect.com

DRAFT LETTER OF OFFER*



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is being sent to you as a registered shareholder/beneficial owner of the Equity Shares (“Equity Shareholder”) of Marathon Nextgen Realty Limited (“Company”) as on the Record Date (May 12, 2017, and such Equity Shareholder, “Eligible Shareholder”) in accordance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (“SEBI Buy-back Regulations”). If you require any clarifications about the action to be taken, you should consult your stock broker or your investment consultant or the Manager to the Buy-back (ICICI Securities Limited) or the Registrar to the Buy-back (Adroit Corporate Services Private Limited). Please refer to “Definition of Key Terms” on page 4 for definitions of the capitalised terms used herein.

<p style="text-align: center;">MARATHON NEXTGEN REALTY LIMITED Corporate Identity Number: L65990MH1978PLC020080 Registered Office & Correspondence Address: Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013 Telephone: +91 22 6724 8484/88, Facsimile: +91 22 6158 8410 Corporate Office: 702, Marathon Max, Mulund-Goregaon Link Road, Mulund (West), Mumbai 400 080 Telephone: +91 22 6724 8484/88; Facsimile: +91 22 6772 8408 Contact Person: Mr. K. S. Raghavan, Company Secretary & Compliance Officer Telephone: +91 22 6772 8484, Facsimile : +91 22 6772 8408 E-mail: shares@marathonnextgen.com Website: www.marathonnextgen.com</p>	
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Cash Offer to Buy-back of not exceeding 54,37,345 (Fifty Four Lakhs Thirty Seven Thousand Three Hundred and Forty Five) fully paid-up equity shares of the Company of the face value of ₹ 10 each (“Equity Shares”), representing 19.12% of the issued, subscribed and paid-up Equity Shares of the Company, from all Eligible Shareholders (Equity Shareholders as on the Record Date, being May 12, 2017) on a proportionate basis, through the “Tender Offer” process, at a price of ₹ 275 (Rupees Two Hundred and Seventy Five only) per Equity Share payable in cash, for an aggregate maximum amount of ₹ 149,52,69,875 (Rupees One Hundred and Forty Nine Crore Fifty Two Lakhs Sixty Nine Thousand Eight Hundred and Seventy Five only) excluding the Transaction Costs (defined hereinafter) (“Buy-back”).

- (1) The Buy-back is being undertaken in accordance with the Article 40 of the Articles of Association of the Company, Sections 68, 69 and 70, and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof (“Companies Act”) and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and the SEBI Buy-back Regulations. The Buy-back is subject to receipt of such approvals, permissions and sanctions, as may be required under applicable laws including from the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies, Maharashtra, Reserve Bank of India and/or other regulatory, statutory or governmental authorities, institutions or bodies as may be applicable (“Appropriate Authorities”) and subject to such conditions and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors.
- (2) The Buy-back Size is for an aggregate maximum amount of ₹ 149,52,69,875 (Rupees One Hundred and Forty Nine Crore Fifty Two Lakhs Sixty Nine Thousand Eight Hundred and Seventy Five only) excluding the Transaction Costs, which represents 24.38% of the aggregate of the paid-up Equity Share capital and free reserves as per the Company’s audited financial statements, as at March 31, 2016 (the last audited financial statements available as on the date of the Board Resolution approving the Buy-back). The Buy-back Size is within the statutory limit of 25% of the aggregate of paid-up share capital and free reserves of the Company.
- (3) The Letter of Offer is sent to all Eligible Shareholders (Equity Shareholders/Beneficial Owner(s) as on the Record Date, being May 12, 2017).
- (4) For details of the procedure for tender and settlement, please refer to “Procedure for Tender Offer and Settlement” on page 28. The Form of Acceptance-cum-Acknowledgement (“Tender Form”) is enclosed together with this Draft Letter of Offer.
- (5) For details of the procedure for Acceptance, please refer to “Process and Methodology for the Buy-back” on page 24. For mode of payment of cash consideration to the Eligible Shareholders, please refer to “Procedure for Tender Offer and Settlement - Method of Settlement” on page 28.
- (6) A copy of the Public Announcement dated April 29, 2017 published on May 1, 2017 and this Draft Letter of Offer (including the Tender Form) is available on the website of the Securities and Exchange Board of India at www.sebi.gov.in.
- (7) Eligible Shareholders are advised to refer to “Details of Statutory Approvals” and “Note on Taxation” on pages 23 and 35, respectively, before tendering their Equity Shares in the Buy-back.

MANAGER TO THE BUY-BACK	REGISTRAR TO THE BUY-BACK
 <p>ICICI Securities Limited ICICI Centre, H.T. Parekh Marg Churchgate Mumbai 400 020 Telephone: +91 22 2288 2460 Facsimile: +91 22 2282 6580 Email: marathon.buyback@icicisecurities.com Contact Person: Mr. Arjun A Mehrotra /Mr. Rupesh Khant Website: www.icicisecurities.com SEBI Registration Number: INM000011179 Corporate Identity Number: U67120MH1995PLC086241</p>	 <p>Adroit Corporate Services Private Limited 17/18/19/20, Jaferbhoy Industrial Estate Andheri (East) Mumbai 400 072 Telephone: +91 22 4227 0400 Facsimile: +91 22 2850 3748 Email: info@adroitcorporate.com; valsas@adroitcorporate.com sandeeph@adroitcorporate.com; Contact Person: Ms. Valsa Sajan /Mr. Sandeep Holam Website: www.adroitcorporate.com SEBI Registration Number: INR000002227 Corporate Identity Number: U67190MH1994PTC079160</p>
BUY-BACK PROGRAMME	
BUY-BACK OPENS ON	[] []
BUY-BACK CLOSES ON	[] []
LAST DATE OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS INCLUDING CERTIFICATES FOR PHYSICAL SHARES BY THE REGISTRAR TO THE BUY-BACK	[] []

*This Draft Letter of Offer will be updated at the time of filing the Letter of Offer with SEBI.

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1. SCHEDULE OF ACTIVITIES FOR THE BUY-BACK

Activity	Schedule of Activities	
	Date	Day
Date of meeting of the Board of Directors approving the proposal for the Buy-back	March 17, 2017	Friday
Date of declaration of the result of the postal ballot approving the Buy-back	April 27, 2017	Thursday
Date of Public Announcement for the Buy-back	April 29, 2017	Saturday
Date of publication of the Public Announcement for the Buy-back in newspapers	May 1, 2017	Monday
Record Date for determining the Eligible Shareholders and the Buy-back Entitlement	May 12, 2017	Friday
Buy-back Opens on	[]	[]
Buy-back Closes on	[]	[]
Last date of receipt of completed Tender Forms and other specified documents including certificates for Physical Shares by the Registrar	[]	[]
Last date of verification by Registrar	[]	[]
Last date of providing Acceptance to the Stock Exchange by the Registrar	[]	[]
Last date of completion of settlement of bid on the Stock Exchange	[]	[]
Last date of dispatch of share certificate(s) by the Registrar/return of unaccepted demat equity shares by Stock Exchange to Selling Member	[]	[]
Last date of extinguishment of the bought back Equity Shares	[]	[]

Note: Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.

2. DEFINITION OF KEY TERMS

- 2.1 This Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended, modified, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.
- 2.2 The words and expressions used in this Draft Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the SEBI Buy-back Regulations, the Companies Act, the Depositories Act, and the rules and regulations made thereunder.

Term	Description
Acceptance	Acceptance of Equity Shares tendered by the Eligible Shareholders in the Buy-back.
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the BSE in the form of a separate window in accordance with the Specified Procedures.
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder up to the extent of Equity Shares held by such Eligible Shareholder on the Record Date.
Appropriate Authorities	Any statutory, regulatory or governmental authority, institution or body whose approval, permission or sanction may be required by the Company for the completion of the Buy-back in accordance with applicable laws including without limitation SEBI, Stock Exchanges, ROC and RBI
Articles of Association	Articles of Association of the Company.
Board Meeting	Meeting of the Board of Directors held on March 17, 2017, wherein among other things, the proposal for the Buy-back was approved.
Board/Board of Directors	Board of directors of the Company.
BSE	BSE Limited.
Buy-back Closing Date	[]
Buy-back Committee	A committee constituted by the Board (comprising of Mr. Chetan R. Shah, Chairman and Managing Director, Mr. S. Ramamurthy, Whole-Time Director and Chief Financial Officer, and Mr. K.S. Raghavan, Company Secretary and Compliance Officer) pursuant to a resolution passed by the Board dated March 17, 2017, to exercise certain powers in relation to the Buy-back.
Buy-back Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buy-back, which is computed based on the number of Equity Shares held by such Eligible Shareholder as on the Record Date and the ratio of Buy-back applicable in the category, to which such Eligible Shareholder belongs.
Buy-back Opening Date	[]
Buy-back Price	Price at which Equity Shares will be bought back from the Eligible Shareholders, i.e. ₹275 per Equity Share, payable in cash.
Buy-back Size	Number of Equity Shares proposed to be bought back (i.e. not exceeding 54,37,345 Equity Shares) multiplied by the Buy-back Price (i.e. not exceeding ₹275 per Equity Share), aggregating to ₹149,52,69,875 (Rupees One Hundred and Forty Nine Crores Fifty Two Lakhs Sixty Nine Thousand Eight Hundred and Seventy Five only). The Buy-back Size does not include brokerage costs, fees, turnover charges, taxes such as securities transaction tax and service tax (if any), stamp duty and other Transaction Costs.
Buy-back or Buy-back Offer or Offer	Offer by Marathon Nextgen Realty Limited to buy-back of not exceeding 54,37,345 fully paid-up Equity Shares of face value of ₹ 10 each at a price of ₹ 275 per Equity Share from all the Eligible Shareholders, through the Tender Offer process on a proportionate basis.
CDSL	Central Depository Services (India) Limited.
CIN	Corporate Identity Number.
Companies Act	The Companies Act, 2013, as amended (including any statutory modifications or re-enactments that may be introduced).
Company	Marathon Nextgen Realty Limited.
Demat Escrow Account	A demat account opened/to be opened by the Company, wherein demat Equity Shares bought back in the Buy-back would be transferred.
Company's Broker	ICICI Securities Limited.
Demat Shares	Equity Shares of the Company held in dematerialised form by the Equity Shareholders
Depositories	Together, NSDL and CDSL.
Designated Stock Exchange	The designated stock exchange for the Buy-back, being, BSE.

DIN	Director Identification Number.
Directors	Directors of the Company.
DP	Depository Participant.
Draft Letter of Offer	This draft letter of offer dated May 5, 2017, filed with SEBI through the Manager to the Buy-back in accordance with the provisions of the SEBI Buy-back Regulations, containing disclosures in relation to the Buy-back as specified in Schedule III of the SEBI Buy-back Regulations.
Eligible Shareholders	Equity Shareholders eligible to participate in the Buy-back and would mean and include all shareholders/beneficial owners of the Equity Shares on the Record Date being May 12, 2017, but does not include such shareholders/beneficial owners of the Equity Shares who are not permitted under applicable laws to tender shares in the Buy-back.
EPS	Earnings per Equity Share.
Equity Shareholder(s)	Shareholder/beneficial owner of the Equity Shares.
Equity Shares	Fully paid up equity shares of the Company having the face value of ₹ 10 each.
Escrow Account	The Escrow Account to be opened with [] in the name and style of 'Marathon Nextgen Buyback Escrow Account' bearing the account no. [].
Escrow Agent	[]
Escrow Agreement	The agreement dated May [], 2017 entered into between the Company, ICICI Securities Limited and [], pursuant to which certain arrangements for Escrow Account is made in relation to the Buy-back.
FEMA	The Foreign Exchange Management Act, 1999.
FII(s)	Foreign Institutional Investor(s).
FPI	Foreign Portfolio Investors.
General Category	Eligible Shareholders other than the Small Shareholders.
HUF	Hindu Undivided Family.
IPL	Ithaca Informatics Private Limited.
IT Act/Income Tax Act	Income Tax Act, 1961, as amended from time to time.
KMP	Key Managerial Personnel.
Letter of Offer	The letter of offer to be filed with SEBI, through the Manager to the Buy-back, containing disclosures in relation to the Buy-back as specified in Schedule III of the SEBI Buy-back Regulations, incorporating any comments that may be received from SEBI on this Draft Letter of Offer.
LTCG	Long-Term Capital Gains.
Manager to the Buy-back or Manager to the Offer	ICICI Securities Limited.
Non-Resident Shareholders	Includes Non-resident Indians (NRI) and Foreign Institutional Investors (FII)/Foreign Portfolio Investor as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.
OCB	Overseas Corporate Bodies.
PAN	Permanent Account Number.
Physical Shares	Equity Shares of the Company held in physical form by the Equity Shareholders
Public Announcement	Public announcement dated April 29, 2017 in connection with the Buy-back which was published on May 1, 2017 in the English and the Hindi national editions of the Business Standard daily newspaper and the Mumbai edition of Navshakti, a Marathi daily newspaper (Marathi being the regional language of Mumbai wherein the registered office of the Company is located).
RBI	Reserve Bank of India.
Record Date	The date for the purpose of determining the Buy-back Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer (including the Tender Form) will be sent, and who are eligible to participate in the proposed Buy-back in accordance with the SEBI Buy-back Regulations. The Record Date for the Buy-back is May 12, 2017.
Registrar to the Buy-back or Registrar	Adroit Corporate Services Private Limited.
Reserved Category	Small Shareholders eligible to tender Equity Shares in the Buy-back.
ROC	Registrar of Companies, Mumbai
SEBI	Securities and Exchange Board of India.
SEBI Buy-back Regulations	Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (including any statutory modifications or re-enactments that may be introduced).
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

	Regulations, 2015, as amended (including any statutory modifications or re-enactments that may be introduced).
Shareholder's Broker	The stock brokers (who is a member of the Stock Exchanges) of an Eligible Shareholder through whom the order for selling the Equity Shares will be placed in the Acquisition Window.
Small Shareholder	An Eligible Shareholder who holds Equity Shares of market value of not more than ₹ 2,00,000 (Rupees Two Lakhs only), on the basis of closing price on the Recognized Stock Exchanges registering the highest trading volume in respect of the Equity Shares as on the Record Date (May 12, 2017).
Specified Procedures /SEBI Circulars	The mechanism for acquisition of shares through stock exchange, specified by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and the procedure prescribed in the notice issued by BSE bearing reference number 20170210-23, dated February 10, 2017.
STCG	Short-Term Capital Gains.
Stock Exchanges or Recognized Stock Exchanges	Together, BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed.
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (including any statutory modifications or re-enactments that may be introduced).
Tender Form	Form of Acceptance-cum-Acknowledgement.
Tender Offer	Method of buy-back as defined in Regulation 2(1)(o) of the SEBI Buy-back Regulations.
Tendering Period	Period of 10 Working Days from the Buy-back Opening Date ([]) till the Buy-back Closing Date ([]) (both days inclusive).
Transaction Costs	The SEBI filing fees, Stock Exchange fees, advisor's fees, brokerage costs, fees, turnover charges, taxes such as securities transaction tax and service tax (if any), public announcement publication expenses, advisors fees, printing & dispatch expenses, stamp duty, other transaction charges, and other incidental and related expenses incurred in connection with the Buy-back.
TRS	Transaction Registration Slip.
U.S.	United States of America.
Working Day(s)	Days during which SEBI is working and open for business.

2.3 Certain conventions, currency of presentation, use of financial information and stock market data

(a) Page Numbers and Paragraph Numbers

Unless otherwise stated, all references to page numbers and paragraph numbers in this Draft Letter of Offer are to page numbers of this Draft Letter of Offer.

(b) Currency and Units of Presentation

All references to “₹”, “Rupee(s)”, “Rs.” or “INR” are to Indian Rupees, the official currency of the Republic of India.

(c) Financial and Other Data

Unless stated or the context requires otherwise, our financial information in this Draft Letter of Offer is derived from (i) the audited results for the fiscal year 2014, 2015 and 2016, and (ii) the unaudited results for nine months ended December 31, 2016, which have been subjected to a limited review by the Statutory Auditor.

Our Company's fiscal year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as “Fiscal”, “Fiscal Year” or “FY”).

Our Company's audited numbers are expressed in Lakhs and therefore all the figures used in this Draft Letter of Offer have been presented in Lakhs or in whole numbers where the numbers have been too small to present in Lakhs unless stated otherwise. One Lakh represents 1,00,000.

(d) Stock Market Data

Unless stated or the context requires otherwise, stock market data included in this Draft Letter of Offer is derived from the websites of the Stock Exchanges.

3. **DISCLAIMER CLAUSE**

As required, a copy of this Draft Letter of Offer has been submitted to SEBI.

It is to be distinctly understood that submission of this Draft Letter of Offer to SEBI should not, in any way, be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buy-back commitments or for the correctness of the statements made or opinions expressed in this Draft Letter of Offer. The Manager to the Buy-back, ICICI Securities Limited, has certified that the disclosures made in this Draft Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and SEBI Buy-back Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buy-back.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Draft Letter of Offer, the Manager to the Buy-back is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buy-back, ICICI Securities Limited, has furnished to SEBI a due diligence certificate dated May 5, 2017 in accordance with the SEBI Buy-back Regulations, which reads as follows:

“We have examined various documents and materials relevant to the Buy-back as part of the due diligence carried out by us in connection with the finalisation of the public announcement dated April 29, 2017, published on May 1, 2017 (“**Public Announcement**”) and the draft letter of offer dated May 5, 2017 (“**Draft Letter of Offer**”). On the basis of such examination and the discussions with the Company, we hereby state that:

- J The Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buy-back;
- J All the legal requirements connected with the said offer including the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended, have been duly complied with;
- J The disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders/beneficial owners of the company to make a well informed decision in respect of the captioned Buy-back; and
- J Funds used for the Buy-back shall be as per the provisions of the Companies Act, 2013, as amended.

The filing of offer documents with respect to the proposed Buy-back with SEBI does not, however, absolve the Company from any liabilities under the provisions of the Companies Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buy-back.

The promoters of the Company and the Board of Directors declare and confirm that no information/material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/withheld and/or incorporated in the manner that would amount to mis-statement/misrepresentation and in the event of it transpiring at any point of time that any information/material has been suppressed/withheld and/or amounts to a mis-statement/misrepresentation, the promoters of the Company/directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the SEBI Buy-back Regulations.

The promoters of the Company and the Board of Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buy-back.”

3.1 **Disclaimer for U.S. Persons:**

The information contained in this Draft Letter of Offer is exclusively intended for persons who are not U.S. Persons as such term is defined in Regulations of the U.S. Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Draft Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions.

3.2 **Important Notice to All Equity Shareholders**

This Draft Letter of Offer has been prepared for the purposes of compliance with the SEBI Buy-back Regulations. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buy-back are under no obligation to update the information contained herein at any time after the date of this Draft Letter of Offer.

This Draft Letter of Offer does not and will not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. The Letter of Offer shall be dispatched to all Eligible Shareholders (Equity Shareholders as on the Record Date) either through email or physically. However, receipt of the Letter of Offer by any Equity Shareholder in a jurisdiction in which it would be illegal to make this offer for Buy-back, or where making this offer for Buy-back would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholders as an offer being made to them. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Equity Shareholder who tenders his, her or its Equity Shares in the Buy-back shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorised under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buy-back.

3.3 Forward Looking Statements:

This Draft Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward looking statement. Actual results may differ materially from those in such forward-looking statements. The Company and the Manager to the Buy-back undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Actual results may differ materially from those suggest by forward-looking statements due to risks and uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the sector in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions which have an impact on business activities or investments, the monetary and fiscal policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of financial markets in India and globally, changes in domestic laws, regulations, and taxes and changes in competition in the sector we operate in.

4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS

The Buy-back through Tender Offer was considered and approved by the Board of Directors of the Company at their meeting held on March 17, 2017. The extracts of the Board resolution are as follows:

“RESOLVED THAT pursuant to the provisions of Article 40 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Companies Act”**), the Companies (Share Capital and Debentures) Rules, 2014, as amended and the provisions contained in the Securities and Exchange Board of India (Buy-back of Securities) Regulations 1998, as amended (**“SEBI Buyback Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to such other approvals, permissions and sanctions of Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**) and/or other authorities, institutions or bodies (the **“Appropriate Authorities”**), as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to the approval by the shareholders by postal ballot, the Board of Directors of the Company (**“Board”**, which expression shall include any Committee constituted by the Board to exercise the powers conferred by this resolution) hereby consents and approves the buyback by the Company of fully paid-up equity shares of face value of Rs. 10 each (**“Equity Shares”**), not exceeding 54,37,345 Equity Shares at a price of Rs. 275 (Rupees two hundred and seventy five) per share (**“Buyback Offer Price”**) for an aggregate maximum amount of Rs. 149,52,69,875 (Rupees one hundred and forty nine crores fifty two lakhs sixty nine thousand eight hundred and seventy five) which represents 19.12% of the aggregate of the Company’s paid-up equity share capital and free reserves as on March 31, 2016, from the equity shareholders as on a record date (as determined by the Buyback Committee), through the “tender offer” route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the **“Buyback”**”).

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders as on record date, on a proportionate basis, provided that fifteen percent of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular bearing CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular bearing CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and the Company shall approach the BSE Limited and/or National Stock Exchange of India Limited (together the “**Stock Exchanges**”) for facilitating the same.

RESOLVED FURTHER THAT the proposed Buyback be implemented from the existing shareholders as on record date in a manner the Board may consider appropriate, from out of its free reserves and/or share premium account and/or cash balances and/or internal accruals and/or such other sources or by such mechanisms as may be permitted by law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT the draft of the Declaration of Solvency in the prescribed form, placed before the meeting be and is hereby approved and that Mr. Chetan R. Shah, Chairman and Managing Director and Mr. S. Ramamurthy, Whole-Time Director and CFO of the Company, be and are hereby authorized jointly to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies and the SEBI in accordance with applicable law.

RESOLVED FURTHER THAT approval of the shareholders by postal ballot be sought and the draft of the notice for the Postal Ballot along with the accompanying Explanatory Statement as circulated to the Board be and is hereby approved.

RESOLVED FURTHER THAT Mr. Nitin R. Joshi, Practicing Company Secretary be and is hereby appointed as the scrutinizer for the postal ballot in accordance with the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Chetan R. Shah and Mr. S. Ramamurthy, Directors of the Company be and are hereby severally authorized to do all such acts and execute and sign all documents as may be required in connection with the above.

RESOLVED FURTHER THAT the Buyback from non-resident members holding Equity Shares of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) /Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, etc. shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended and the rules and regulations framed there under, if any.

RESOLVED FURTHER THAT confirmation is hereby made by the Board that:

- J all Equity Shares of the Company are fully paid up;
- J that the Company has not completed a buyback of any of its securities during the period of one year immediately preceding the record date for this Buyback;
- J Company shall not raise further capital for a period of one year from the closure of the Buyback, except in discharge of subsisting obligations;
- J the Company shall not buy back its shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- J the aggregate amount of the Buyback, i.e. Rs. 149,52,69,875, does not exceed 25% of the total number of Equity Shares in the paid-up capital and free reserves as per the audited balance sheet as on March 31, 2016;
- J the number of Equity Shares proposed to be purchased under the Buyback, i.e. Equity Shares, does not exceed 25% of the total paid-up equity share capital;
- J there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
- J the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its shares;
- J that the Company shall not directly or indirectly purchase its own Equity Shares:
 - a) through any subsidiary company including its own subsidiary companies or
 - b) through any investment company or group of investment companies;
- J the Company is in compliance with the provisions of sections 92, 123, 127 and section 129 of the Companies Act 2013;
- J that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any

shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company and;

) the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback is not more than twice the paid-up capital and its free reserves.”

RESOLVED FURTHER THAT as required by clause (x) of Part A of Schedule II under Regulation 5(1) of the SEBI Buyback Regulations, the Board hereby confirms that based on such full inquiry conducted into the affairs and prospects of the Company, and taking into account all the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the Companies Act, the Board has formed an opinion that:

) immediately following the date of this meeting and the date on which the results of shareholders’ resolution passed by way of Postal Ballot/E-voting (“**Postal Ballot Resolution**”) will be declared, there are no grounds on which the Company can be found unable to pay its debts;

) as regards the Company’s prospects for the year immediately following the date of this meeting and for the year immediately following the Postal Ballot Resolution, and having regard to the Board’s intention with respect to the management of the Company’s business during that year and to the amount and character of the financial resources which will in the Board’s view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the this Board meeting as well as the date of the passing the Postal Ballot Resolution

RESOLVED FURTHER THAT the Buyback is being proposed in keeping with the Company’s desire to (a) Optimize returns to shareholders; (b) Enhance overall shareholders value; (c) Optimize the capital structure.

RESOLVED FURTHER THAT the powers of the Board in respect of Buyback be and are hereby delegated to the Buyback Committee comprising of, Chairman, Mr. Chetan R. Shah, Mr. S. Ramamurthi, Whole-Time Director and CFO and Mr. K.S. Raghavan, Company Secretary of the Company.

RESOLVED FURTHER THAT the Buy-back Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper, including but not limited to:

-) To fix the Record date for the buyback of shares,
-) finalizing the terms of Buyback like the aggregate amount to be utilized for the Buyback, including the price and the number of Equity Shares to be bought back within the statutory limits, the mechanism for the Buyback, entitlement ratio, the timeframe for completion of the Buyback,
-) execution of escrow arrangements in accordance with SEBI Buyback Regulations,
-) earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable law,
-) opening, operating and closing of all necessary accounts for this purpose, including bank accounts, depository accounts (including escrow account), and authorizing persons to operate such accounts,
-) appointing and finalizing the terms of merchant bankers, brokers, escrow agents, registrars, legal counsel, depository participants, scrutinizer, compliance officer and such other intermediaries/agencies for the implementation of the Buyback,
-) preparing, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including public announcement, draft and final letter of offer, declaration of solvency, extinguishment of Equity Shares and certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Board,
-) extinguishment of dematerialized shares and physical destruction of share certificates and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/or Board, as required under applicable law,
-) providing such confirmation and opinions as may be required in relation to the Buyback,
-) carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals, and
-) to do all such acts, matters and things incidental and in connection with the Buyback and sign and deliver such documents as may be necessary, desirable and expedient.

RESOLVED FURTHER THAT the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any two members (including at least one Director) and Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions.

RESOLVED FURTHER THAT the Buyback Committee be and is hereby authorized to delegate all or any of the authorities conferred upon it to any officer(s)/authorized signatory(ies) of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Mr. Chetan R. Shah, Managing Director is hereby authorized to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever may arise in relation to the Buyback.

RESOLVED FURTHER THAT, Mr. K.S. Raghavan, Company Secretary of the Company be and is hereby appointed as the Compliance Officer for the Buyback, and Adroit Corporate Services Private Limited, Registrar and Transfer Agent, is appointed as the Investors Service Centre, as required under regulation 19(3) of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Buyback be and is subject to:

-) the Buyback not causing the Company to be in violation of the conditions for continuous listing prescribed in terms of Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, i.e. the Company continuing to maintain a minimum public shareholding of 25%;
-) the Equity Shares that may be bought back not exceeding the maximum number of Equity Shares permissible under applicable law;
-) the aggregate consideration payable pursuant to the Buyback not exceeding the Buyback size; and
-) compliance with the statutory and regulatory timelines in respect of the Buyback, on the terms and conditions as may be decided by the Buyback Committee and in such manner as prescribed under the Companies Act, the SEBI Buyback Regulations and any other applicable laws.

RESOLVED FURTHER THAT the Company shall not buyback locked-in Equity Shares, if any, and non-transferable Equity Shares, if any, till the pendency of the lock-in or till the Equity Shares become transferable.

RESOLVED FURTHER THAT as per the provisions of section 68(8) of the Companies Act 2013, the Company will not issue Equity Shares or other securities within a period of six months after the completion of the Buyback, except by way of a bonus issue of Equity Shares or Equity Shares issued in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

RESOLVED FURTHER THAT no information/material likely to have a bearing on the decision of the shareholders has been/shall be suppressed/withheld and/or incorporated in the manner that would amount to mis-statement/misrepresentation and in the event of it transpiring at any point of time that any information/material has been suppressed/withheld and/or amounts to mis-statement/misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and SEBI Buyback Regulations.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer, or confer any obligation on the Company or the Board or the Buyback Committee to buyback any shares, or impair any power of the Company or the Board to terminate any process in relation to such Buyback, if permitted by law.

RESOLVED FURTHER THAT the Company shall maintain a register of securities bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying the Equity Shares and such other particulars as may be prescribed in relation to the Buyback shall be entered and that the company secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.

RESOLVED FURTHER THAT any one of the Buy Back Committee Members of the Company be and are hereby severally authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with the Regulation 8(1) of the SEBI Buy-back Regulations, the Company has made a Public Announcement for the Buy-back dated April 29, 2017 which was published on May 1, 2017 in the newspapers mentioned below, which is within 2 (two) Working Days from the date of declaration of the postal ballot (including e-voting) results for approving the Buy-back (April 27, 2017):

Publication	Language	Editions
Business Standard	English	All editions
Business Standard	Hindi	All editions
Navshakti	Marathi	Mumbai edition

A copy of the Public Announcement is available on the website of SEBI at www.sebi.gov.in.

6. DETAILS OF THE BUY-BACK

- 6.1 The Board of Directors (and unless repugnant to the context or meaning thereof, be deemed to include a duly authorized Buy-back Committee) of Marathon Nextgen Realty Limited (“**Company**”), at their meeting held on March 17, 2017 (“**Board Meeting**”) have approved Buy-back of not exceeding 54,37,345 (Fifty Four Lakh Thirty Seven Thousand Three Hundred and Forty Five) fully paid up Equity Shares, representing 19.12% of the issued, subscribed and paid-up Equity Shares, from all Eligible Shareholders (Equity Shareholders as on the Record Date, being May 12, 2017) on a proportionate basis, through the Tender Offer process, at a price of ₹275 (Rupees Two Hundred Seventy Five only) per Equity Share payable in cash, for an aggregate maximum amount of ₹149,52,69,875 (Rupees One Hundred Forty Nine Crore Fifty Two Lakhs Sixty Nine Thousand Eight Hundred and Seventy Five only) excluding the Transaction Costs, which represents 24.38% of the aggregate of the paid-up Equity Share capital and free reserves as per the Company’s audited financial statements, as at March 31, 2016 (the last audited financial statements available as on the date of the Board Resolution approving the Buy-back). The Buy-back Size is within the statutory limit of 25% of the aggregate of paid-up share capital and free reserves of the Company. The Buy-back would involve reservation for Small Shareholders, which will be 15% of the number of Equity Shares that the Company proposes to Buy-back, or their entitlement, whichever is higher.
- 6.2 The Buy-back is being undertaken in accordance with the Article 40 of the Articles of Association, Sections 68, 69 and 70, and other applicable provisions of the Companies Act, 2013, and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014 (“**Share Capital Rules**”), SEBI Listing Regulations, and the SEBI Buy-back Regulations. The Buy-back is subject to receipt of such approvals, permissions and sanctions, as may be required under applicable laws including from the SEBI, ROC, and/or the Stock Exchange(s) and/or other statutory, regulatory or governmental authorities, institutions, or bodies, as may be applicable (“**Appropriate Authorities**”) and subject to such conditions and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors.
- 6.3 The Company will adopt the Tender Offer route for the purpose of Buy-back. The Buy-back will be implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular dated April 15, 2015 and “Streamlining the Process for Acquisition of Shares pursuant to Tender – Offers made for Takeovers, Buy Back and Delisting of Securities” notified by SEBI vide circular dated December 9, 2016, and a notice issued by BSE bearing reference number 20170210-23, dated February 10, 2017.
- 6.4 The Buy-back shall be on a proportionate basis from all the equity shareholders of the Company as of the record date being May 12, 2017 (“**Record Date**”) (“**Eligible Shareholders**”) through the tender offer process, as prescribed under Regulation 4(1)(a) of the Buy-back Regulations. Additionally, the Buy-back shall be, subject to applicable laws, facilitated by the tendering of Equity Shares by such Eligible Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the SEBI Circulars.
- 6.5 In accordance with the provisions of the Companies Act, the Buy-back Size, i.e. ₹149,52,69,875 (Rupees One Hundred Forty Nine Crore Fifty Two Lakhs Sixty Nine Thousand Eight Hundred and Seventy Five only) represents 24.38% of the aggregate of the fully paid-up equity share capital and free reserves (including securities premium account) of the Company, as per the audited accounts of the Company for the Fiscal Year ended March 31, 2016 (the last audited financial statements available as on the date of Board Meeting approving the proposal of the Buy-back) and is within the statutory limits of 25% of the total fully paid up equity share capital and free reserves as per the audited accounts of the Company for the Fiscal Year ended March 31, 2016.
- 6.6 Further, under the Companies Act, the number of Equity Shares that can be bought back during the Fiscal Year shall not exceed 25% of the paid-up Equity Shares of the Company. Accordingly, the number of Equity Shares that can be bought back during the Fiscal Year cannot exceed 71,09,336 Equity Shares being 25% of 2,84,37,345 (Two Crore Eighty Four Lakhs Thirty Seven Thousand Three Hundred and Forty Five only) Equity Shares of face value of ₹ 10 each. Since the Company proposes to Buy-back upto 54,37,345 (Fifty Four Lakhs Thirty Seven Thousand Three hundred and Forty Five) Equity Shares, the same is within the aforesaid 25% limit.

- 6.7 The funds for the implementation of the Buy-back will be sourced out of the free reserves of the Company including securities premium account or such other source as may be permitted by the SEBI Buy-back Regulations or the Companies Act. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares bought back through the Buy-back to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statement.
- 6.8 In terms of the SEBI Buy-back Regulations, under the Tender Offer route, members of the promoter and promoter group have the option to participate in the Buy-back. In this regard, Ithaca Informatics Private Limited (“**I IPL**”), the promoter of the Company, has informed the Company, vide its letter dated March 22, 2017, its intention to participate in the Buy-back. The extent of its participation in the Buy-back has been detailed in paragraph 11.5 of this Draft Letter of Offer. The promoter and promoter group of the Company are already in control over the Company and therefore such change in shareholding/voting rights of the promoter and promoter group will not result in any change in control over the Company.
- 6.9 The aggregate shareholding of the promoters and promoter group or persons in control of the Company as on the date of Public Announcement, i.e. April 29, 2017, is as follows:

Sr. No.	Name of Shareholder	No. of Shares held	Percentage of total shareholding
1.	Ithaca Informatics Private Limited	2,13,27,000	75.00
2.	Mr. Chetan R. Shah	150	Negligible
3.	Mr. Mayur R. Shah	150	Negligible
4.	Ms. Shailaja C. Shah	150	Negligible
5.	Ms. Sonal M. Shah	150	Negligible
6.	Mr. Ramniklal Z. Shah	150	Negligible
7.	Ms. Ansuya R. Shah	150	Negligible
	Total	2,13,27,900	75.00

- 6.10 The aggregate shareholding of the directors of the promoter and promoter group as on the date of Public Announcement, i.e. April 29, 2017, is as follows:

Sr. No.	Name of directors	No. of Shares held	Percentage of total shareholding
1.	Mr. Chetan R. Shah	150	Negligible
2.	Mr. Mayur R. Shah	150	Negligible
3.	Ms. Shailaja C. Shah	150	Negligible

- 6.11 The shareholding of the directors or key managerial personnel (“**KMP**”) of the Company as on the date of Public Announcement, i.e. April 29, 2017, is as follows:

Sr. No.	Name of directors and KMP	No. of Shares held	Percentage of total shareholding
1.	Mr. Chetan R. Shah, Chairman and Managing Director	150	Negligible
2.	Mr. Mayur R. Shah, Director	150	Negligible
3.	Ms. Shailaja C. Shah, Director	150	Negligible
4.	Mr. K. S. Raghavan, Company Secretary & Compliance Officer	300	Negligible

- 6.12 No Equity Shares or other specified securities in the Company were either purchased or sold by any member of the (i) promoters; (ii) members of the promoter group; (iii) directors of the promoter and promoter group, where such promoter or promoter group entity is a company; and (iv) of persons who are in control of the Company during a period of twelve months preceding the date of the Public Announcement, i.e. April 29, 2017.
- 6.13 Assuming that I IPL, promoter of the Company, tenders upto 54,37,345 Equity Shares in the Buy-back (in accordance with the declaration provided by them), the aggregate shareholding of the promoter and promoter group, post Buy-back will increase to [] of the post Buy-back equity share capital of the Company if all the public Shareholders participate upto their entitlement (full Acceptance) in the Buy-back.
- 6.14 Pursuant to the Buy-back and depending on the response to the Buy-back, the shareholding/voting rights of the promoter and promoter group in the Company may increase over the existing 75% holding in the total equity capital and voting rights of the Company. The promoter of the Company is already in control over the Company and therefore such further increase in shareholding/voting rights of the promoter will not result in any change in control over the Company. The promoter has undertaken that in case there is an increase in shareholding/voting rights of the promoter beyond 75% in the Company, necessary steps will be taken to reduce the shareholding/voting rights of the promoter in accordance with the

provisions contained under Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended, within the timelines specified in proviso to Regulation 10(4)(c) of the Takeover Regulations within a period of ninety (90) days from the date of closure of the Buy-back Offer, so that the Company is in due compliance of the minimum public shareholding requirement. The Company and IPL (the promoter of the Company) have undertaken vide their respective letters dated April 28, 2017 to comply with the minimum public shareholding requirements even after the Buy-back.

7. AUTHORITY FOR THE BUY-BACK

- 7.1 The Buy-back is being undertaken in accordance with the Article 40 of the Articles of Association, Sections 68, 69 and 70, and other applicable provisions of the Companies Act and applicable provisions, if any, including the applicable rules thereunder, SEBI Listing Regulations, and the SEBI Buy-back Regulations. The Buy-back is subject to receipt of such other approvals, permissions and sanctions, as may be required under applicable laws and from Appropriate Authorities.
- 7.2 The Buy-back has been authorised by the resolution of the Board of Directors passed at the Board Meeting, and the special resolution passed by the Equity Shareholders through postal ballot (including e-voting), the results of which were declared on April 27, 2017, which is the date when the special resolution is deemed to have been passed by the Shareholders. The equity shareholders of the Company authorized the Board to determine the total amount to be deployed in the Buy-back, final Buy-back Price, number of Equity Shares to be bought back within the aforesaid limits. Subsequently, the Buy-back Committee, at its meeting held on April 29, 2017 determined the final Buy-back Price of ₹275 (Rupees Two Hundred and Seventy Five only) per Equity Share viz., the Buy-back Price and the total amount for Buy-back, i.e. ₹149,52,69,875 (Rupees One Hundred Forty Nine Crore Fifty Two Lakhs Sixty Nine Thousand Eight Hundred and Seventy Five only), viz., Buy-back Size, excluding the Transaction Costs. Further, the Buy-back Committee has also, at its meeting held on April 29, 2017, passed various resolutions relating to the Buy-back.

8. NECESSITY OF THE BUY-BACK

- 8.1 Share buy-back is the acquisition by a company of its own shares. Considering the current cash balance of the Company, the healthy cash flows that the Company has been able to consistently generate, the future projected cash flows of the Company and the anticipated funds required for capital expenditure and working capital to meet the expected future growth of the Company, the Company has proposed this Buy-back. The Board is of the view that the proposed Buy-back will help the Company achieve the following objectives:
- a) Optimize returns to shareholders;
 - b) Enhance overall shareholders' value; and
 - c) Optimize the capital structure
- 8.2 The above objectives will be achieved by returning a part of surplus cash back to the Eligible Shareholders through the Buy-back process. This may lead to reduction in outstanding Equity Shares, improvement in EPS and enhanced return on invested capital. The Company believes that the Buy-back will not in any manner impair its ability to pursue the growth opportunities or meet its cash requirements for business operations.
- 8.3 The Board at its meeting held on March 17, 2017, considered the accumulated free reserves as well as the cash liquidity reflected in the audited accounts as on March 31, 2016 and considering these, the Board decided to allocate a sum of ₹149,52,69,875 (Rupees One Hundred Forty Nine Crore Fifty Two Lakhs Sixty Nine Thousand Eight Hundred and Seventy Five only) excluding Transaction Costs.
- 8.4 After considering several factors and benefits to the members holding Equity Shares of the Company, the Board decided to recommend Buy-back of not exceeding 54,37,345 (Fifty Four Lakhs Thirty Seven Thousand Three Hundred and Forty Five) Equity Shares (representing 19.12% of the total number of Equity Shares of the Company) at a price of ₹275 (Rupees Two Hundred and Seventy Five only) per Equity Share for an aggregate consideration of ₹149,52,69,875 (Rupees One Hundred Forty Nine Crore Fifty Two Lakhs Sixty Nine Thousand Eight Hundred and Seventy Five only) excluding Transaction Costs. The Buy-back is being undertaken, inter-alia, for the following reasons:
- (i) The Buy-back will help the Company to return surplus cash to its members holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to members;
 - (ii) The Buy-back, which is being implemented through the Tender Offer route as prescribed under the SEBI Buy-back Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the Small Shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(1)(la) of the SEBI Buy-back Regulations;
 - (iii) The Buy-back may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;

- (iv) As required under Section 68(2)(d) of the Companies Act, 2013 the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid up Equity Share capital and free reserves post completion of the Buyback
- (v) The Buy-back gives an option to the members holding Equity Shares of the Company, who can either (a) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buy-back offer; or (b) choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buy-back offer, without any additional investment; and
- (vi) The Buy-back will help to optimize the capital structure.

9. MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUY-BACK

The Company proposes to Buy-back not exceeding 54,37,345 (Fifty Four Lakhs Thirty Seven Thousand Three Hundred and Forty Five) Equity Shares of the Company.

10. BASIS OF CALCULATING THE BUY-BACK PRICE

- 10.1 The Equity Shares of the Company are proposed to be bought back at a price of ₹275 (Rupees Two Hundred and Seventy Five only) per share ("**Buy-back Price**"). The Buy-back Price has been arrived at after considering various factors including, but not limited to, the trends in the volume weighted average market prices of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, the net worth of the Company, the price earnings ratio, the impact of the Buy-back on other financial parameters and the possible impact of the Buy-back on the EPS.
- 10.2 The Buy-back Price represents:
- (i) a premium of 31.30% and 30.23% over the volume weighted average market price of the Equity Shares on the BSE and on NSE, respectively, during the three months preceding March 10, 2017 viz., the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-back; and
 - (ii) a premium of 23.70% and 22.10% over the volume weighted average market price of the Equity Shares on the BSE and on NSE, respectively for a period of two weeks preceding March 10, 2017 viz., the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-back.
- 10.3 The closing market price of the Equity Shares as on the date of intimation of the date of the Board Meeting (March 10, 2017) was ₹ 223.55 and ₹ 224.10 per Equity Share on BSE and NSE, respectively.
- 10.4 Certain financial ratios as at March 31, 2016 ("**Pre-Buy-back**") as derived from the standalone audited financial statements and the corresponding ratios assuming full Acceptance of Equity Shares in the Buy-back ("**Post-Buy-back**") are set forth below:

Particulars	Pre-Buy-back (As at March 31, 2016)	Post-Buy-back
Book value per Equity Share (₹)	215.68	201.65
Basic EPS (₹)	26.51	32.78
Return on net worth (%)	12.29	16.25

11. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUY-BACK ON THE COMPANY

- 11.1 The Buy-back is not likely to cause any material impact on the profitability/earnings of the Company except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming there is full response to the Buy-back, the funds deployed by the Company towards the Buy-back would be ₹149,52,69,875 (Rupees One Hundred Forty Nine Crore Fifty Two Lakhs Sixty Nine Thousand Eight Hundred and Seventy Five only) excluding the Transaction Costs. This shall impact the investment income earned by the Company, on account of reduced amount of funds available.
- 11.2 The Buy-back is expected to result in overall enhancement of value for Equity Shareholders and is not expected to impact, in any manner, either the growth opportunities of the Company or its cash requirements for business operations.
- 11.3 The Buy-back is not expected to result in a change in control or otherwise affect the existing management structure of the Company.
- 11.4 In terms of the SEBI Buy-back Regulations, under the Tender Offer process, the members of the promoter and the promoter group of the Company have the option to participate in the Buy-back. In this regard IIP has expressed its intention, vide its letter dated Wednesday, March 22, 2017, to participate in the Buy-back and tender up to 54,37,345

(Fifty Four Lakhs Thirty Seven Thousand Three Hundred and Forty Five) Equity Shares or such lower number of shares as required to comply with the SEBI Buy-back Regulations.

- 11.5 Details of the date and price of acquisition of the Equity Shares that I IPL (promoter of the Company) intends to tender are set out below:

Date of Acquisition	No. of Equity Shares	Face Value per Equity Share (₹)	Cost of Acquisition per Equity Share (₹)	Consideration
August 22, 2003	5,98,964	10	10.00	Allotment as per BIFR order dated May 14, 2003 including fractional shares
March 29, 2006	25,33,636	10	Nil	Allotment pursuant to bonus shares in the ratio of 4:1
November 6, 2006	165	10	2,258.00	Market Purchase
October 15, 2007	23,04,580	10	Nil	Balancing figure and includes Bonus shares in the ratio of 2:1
Total	54,37,345			

- 11.6 Consequent to the Buy-back and based on the number of Equity Shares bought back from the Non-Resident Shareholders (including FIIs and FPIs), Indian financial institutions, banks, mutual funds, and other shareholders, the shareholding under each category may undergo a change. The FIIs/FPIs are advised to ensure that their investment in the Company continue to be within the limit prescribed under applicable laws, post completion of the Buy-back.
- 11.7 Consequent to the Buy-back and based on the number of shares bought back within each category of shareholders, the shareholding pattern of the Company would undergo a change. Assuming response to the Buy-back is to the extent of 100% (full Acceptance) from all the Eligible Shareholders upto their entitlement, the aggregate shareholding of the promoters and promoter group, post Buy-back may increase to []% from 75.00% pre Buyback, and the aggregate shareholding of the public in the Company shall decrease to []% post Buyback from 25% pre Buyback.
- 11.8 As required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid up Equity Share capital and free reserves post completion of the Buy-back, even if the response to the Buy-back is to the extent of 100% (full Acceptance).
- 11.9 No Equity Shares or other specified securities in the Company were either purchased or sold by the Directors/KMP of the Company, during a period of twelve months preceding the date of the Board Meeting at which the Buy-back was approved, which is also the date of the notice of postal ballot for Buy-back, i.e. March 17, 2017.
- 11.10 In furtherance to the Regulation 19(1)(e) of the SEBI Buy-back Regulations, the promoters and members of the promoter group have undertaken not to deal in Equity Shares on the Stock Exchange or off-market, including inter-se transfer of Equity Shares among themselves, from the date of the special resolution approving the Buy-back until the completion of the Buy-back.
- 11.11 In compliance with the provisions of the SEBI Buy-back Regulations, the Company shall not raise further capital for a period of 1 (one) year from the closure of the Buy-back, except in discharge of its subsisting obligations. Further, the Company shall not issue any Equity Shares or other securities including by way of bonus issue or convert any outstanding instruments into Equity Shares, till the date of closure of the Buy-back in accordance with the Companies Act and the SEBI Buy-back Regulations.
- 11.12 Salient financial parameters consequent to the Buy-back based on the latest audited results as on March 31, 2016 are set forth below:

Parameter	Audited Financial Statements	
	Pre-Buy-back	Post-Buy-back*
Networth (₹ in lakhs)	61,332.28	46,379.58
Return on Net worth (%)	12.29	16.25
Basic EPS (₹)	26.51	32.78
Book value per share (₹)	215.68	201.65
P/E as per the latest audited financial results	9.71	7.85
Total Debt/Equity Ratio	Nil	Nil

* Assuming full Acceptance of Equity Shares in the Buy-back.

Note:

- 1 Net worth = Equity Share capital plus free reserves and excludes revaluation reserves and miscellaneous expenditure to the extent not written off.
- 2 Total Debt = Long term borrowings + Other long term borrowings + Short term borrowings + Current maturities of long term borrowings.

The key ratios have been computed as below:

Key Ratios	Basis
Basic EPS (₹)	Net profit after tax attributable to the Equity Shareholders/Number of Equity Shares outstanding at the end of the period outstanding
Book Value per Equity Share (₹)	(Paid up Equity Share Capital + Free Reserves and Surplus)/Number of Equity Shares outstanding at year end
Return on Net worth excluding revaluation reserves (%)	Net profit after tax a /Net Worth excluding revaluation reserves
Debt-Equity Ratio	Total Debt (including current maturities of long term debt) /Net Worth
Price to Earning (P/E) Ratio	Market Price per Equity Share /Earnings per Equity Share. (Market price has been taken as the closing price of Equity Shares on BSE as of March 17, 2017, being the date on which Board resolution was passed approving Buy-back of equity shares for both pre and post Buy-back P/E ratio).

12. SOURCES OF FUNDS FOR THE BUY-BACK

- 12.1 Assuming full Acceptance, the funds that would be utilised by the Company for the purpose of the Buy-back would be approximately ₹149,52,69,875 (Rupees One Hundred Forty Nine Crore Fifty Two Lakhs Sixty Nine Thousand Eight Hundred and Seventy Five only) excluding the Transaction Costs.
- 12.2 The funds required for implementation of the Buy-back (including the Transaction Costs) will be sourced out of the free reserves of the Company including securities premium account or such other source as may be permitted by the SEBI Buy-back Regulations or the Companies Act. The Company will transfer from its free reserves a sum equal to the nominal value of the Equity Shares bought back pursuant to the Buy-back to the capital redemption reserve account and details of such transfer will be disclosed in the subsequent audited financial statements of the Company.
- 12.3 The Company does not intend to raise additional debt for the explicit purposes of the Buy-back. Thus, the Company shall not use any funds borrowed for the purposes of the Buy-back. The Company may however, if so required, borrow funds in the ordinary course of its business.

13. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

- 13.1 In accordance with Regulation 10 of the SEBI Buy-back Regulations, the Company has appointed [], having its registered office at [] as the Escrow Agent for Buy-back, and an Escrow Agreement (dated [], 2017) has been entered into amongst the Company, ICICI Securities Limited and the Escrow Agent and pursuant to which the Escrow Account in the name and style “Marathon Nextgen Buyback Escrow Account” bearing account number [] has been opened with the Escrow Agent.
- 13.2 In accordance with Regulation 10 of the Buy-back Regulations, the Company undertakes to issue a bank guarantee for an amount of ₹29,95,26,988 (Rupees Twenty Nine Crore Ninety Five Lakhs Twenty Six Thousand Nine Hundred and Eighty Eight only) (“**Bank Guarantee**”) being equivalent to 25% upto ₹100 Crore and 10% thereafter of the total consideration payable by the Company under the Buy-back Offer, assuming full Acceptance, in favour of the Manager to the Offer on or before opening of the Buy-back Offer. Further, the Company undertakes to deposit cash of ₹1,49,52,699 (Rupees One Crore Forty Nine Lakhs Fifty Two Thousand Six Hundred and Ninety Nine) in the Escrow Account, constituting 1% of the total consideration payable by the Company under the Buy-back Offer, assuming full Acceptance, in compliance with the provisions of Regulation 10(8) of the Buy-back Regulations.
- 13.3 In accordance with the SEBI Buy-back Regulations, the Manager to the Buy-back is empowered under the Escrow Agreement to operate the Escrow Account.
- 13.4 The Bank Guarantee is valid from [], till [], 2017 which is at least thirty (30) days from the date of closing of Buy-back.

14. FIRM FINANCING ARRANGEMENTS

- 14.1 V.R. Bhabhra & Co., (Firm Registration No: 112861W) through their proprietor, Vimal R. Bhabhra (Membership Number: 112861W) have issued a certificate dated May 4, 2017, certifying that the Company has adequate and firm financial resources to fulfill its obligations under the Buy-back.
- 14.2 Based on the aforementioned certificate, the Manager to the Buy-back confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buy-back are in place and that the Company has the ability to implement the Buy-back in accordance with the SEBI Buy-back Regulations.

15. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

15.1 The pre- Buy-back and the post Buy-back capital structure of the Company are set forth below:

Particulars	Pre Buy-back	Post completion of the Buy-back [#]
Authorised share capital		
a) Equity Shares	₹5,025.00 Lakhs (5,02,50,000 equity shares of ₹10 each)	₹5,025.00 lakhs (5,02,50,000 equity shares of ₹10 each)
b) Redeemable Cumulative Preference Shares	₹25.00 lakhs (25,000 shares at 6% p.a. of ₹100 each)	₹25.00 lakhs (25,000 shares of ₹ 100 each at 6% p.a.)
c) Cumulative Preference Shares	₹100.00 lakhs (1,00,000 shares at 0% of ₹ 100 each)	₹100.00 lakhs (1,00,000 shares of ₹100 each at 0%)
Issued, subscribed and fully paid up equity share capital	₹2,843.73 lakhs (2,84,37,345 equity shares of ₹10 each)	₹2,300.00 lakhs (2,30,00,000 equity shares of ₹10 each) [#]

[#] Note: Assuming the full Acceptance of the Buy-back Size. However, the post-Buy-back issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.

15.2 The Company has not issued any Equity Shares from the date of receipt of approval of the shareholders for the Buy-back and shall not issue any Equity Shares including by way of bonus till the date of closure of the Buy-back Offer.

15.3 During the three years preceding the date of publication of the Public Announcement (May 1, 2017), the Company has not undertaken any buy-back programme.

15.4 As on the date of this Draft Letter of Offer:

- all Equity Shares are fully paid-up and there are no partly-up shares or calls-in-arrears;
- there are no outstanding convertible securities; and
- no scheme of amalgamation or compromise or arrangement pursuant to the Companies Act is pending in relation to the Company.

15.5 The shareholding pattern of the Company as on the Record Date, May 12, 2017 (pre-Buy-back) and the post-Buy-back is set forth below:

Category of Shareholder	Pre-Buy-back		Post-Buy-back [#]	
	No. of Equity Shares	% to the equity share capital	No. of Equity Shares	% to the equity share capital
Promoters and persons acting in Concert (Collectively “the Promoters”)	[]	[]	[]	[]
Foreign Investors (Including Non-Resident Indians, FIIs and Foreign Mutual Funds)	[]	[]	[]	[]
Financial Institutions/Banks, NBFC’s & Mutual Funds	[]	[]	[]	[]
Others (Public, Public Bodies Corporate, Clearing Members, Trusts and HUF)	[]	[]	[]	[]
Total	[]	100.00	[]	100.00

[#] Note: Assuming the full Acceptance of the Buy-back Size in accordance with the Buy-back Entitlement for all Eligible Shareholders. However, the post-Buy-back shareholding pattern may differ.

15.6 None of the (i) promoters; (ii) members of the promoter group; (iii) directors of the promoter and promoter group entities (where such promoter or member of the promoter group is a company); (iv) persons who are in control of the Company; and (v) directors and key managerial personnel of the Company have either purchased or sold the Equity Shares or other specified securities of the Company, during a period of:

- Six months preceding the date of the Board Meeting/Notice (i.e. March 17, 2017); and
- Twelve months preceding the date of the Public Announcement (i.e. April 29, 2017).

16. BRIEF INFORMATION ABOUT THE COMPANY

16.1 The Company was incorporated on January 13, 1978 under the name of “Mahadevi Investment Co. Ltd.” and after its incorporation, the Company was originally engaged in the manufacture of cotton and synthetic blended fabrics of all varieties and the processing thereof. In the year 1979, consequent to amalgamation of Mahadevi Investment Company Limited with Piramal Spinning and Weaving Mills Limited, the name of the Company was changed to “Piramal Spinning

and Weaving Mills Ltd.”. The Company obtained a revised certificate of incorporation number 20080/TA, reflecting the change in name on November 9, 1979. The securities of the Company were listed in the year 1979 on the BSE and the Ahmedabad Stock Exchange Limited. In 2003, Marathon group infused additional capital into the Company, and with effect from July 31, 2003 the name of the Company changed to “Marathon Nextgen Realty and Textiles Limited”. The name of the Company was further changed to “Marathon Nextgen Realty Limited” with effect from September 7, 2007 and the Company obtained a revised certificate of incorporation number L65990MH1978PLC020080. The Company is engaged in the real estate and construction sector and has constructed commercial and residential real estate projects at Lower Parel, Mumbai.

16.2 The registered office of the Company is located at Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013 and corporate office of the Company is located at Marathon Max, Junction of Mulund-Goregaon Link Road, Mulund (West), Mumbai 400 080.

16.3 There has been no change in the business activity of the Company during the last three years.

16.4 Details of the listing of the equity shares on the various stock exchanges is set forth below:

Name of the stock exchange	Date of listing	Whether continues to be listed
BSE	September 19, 1978	Yes
NSE	September 29, 2016	Yes

16.5 The Equity Shares are currently traded in dematerialised mode under the trading code 503101 at BSE and MARATHON at NSE. The ISIN of the Equity Shares is INE182D01012.

16.6 The following table sets forth the history of the equity share capital of the Company:

Date of allotment	Number of Equity Shares	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Consideration	Particulars of transaction	Cumulative number of Equity Shares	Cumulative paid up Equity Share capital (₹)
November 2, 1979	17,65,000	10	-	Other than Cash	Amalgamation with Piramal Spinning and Weaving Mills Limited	17,65,000	1,76,50,000
March 30, 1992	1,50,000	10	-	Other than Cash	Amalgamation with Niranjani Textile Mills Limited	19,15,000	1,91,50,000
June 1, 1993	8,62,500	10	-	Other than Cash	Conversion of 17% Partly Convertible Debentures in the ratio of 1:1	27,77,650	2,77,75,000
<p><i>Pursuant to an order by Board for Industrial and Financial Reconstruction dated May 14, 2003, a scheme of demerger was sanctioned (“Scheme”) wherein Piramal Spinning and Weaving Mills Limited was demerged and its share capital was divided among three resulting companies, including the Company. Pursuant to the Scheme, the share capital of the Company was reduced from ₹2,77,75,000 to ₹92,58,800 and further de-rated/written down to 10% of the paid up value by allotting 1 Equity Share for every 10 Equity Shares held by the shareholders of the Company, resulting in the share capital of the Company reducing from ₹2,77,75,000 to ₹92,58,800.</i></p>							
August 22, 2003	92,588	10	-	Other than Cash	As per BIFR order dated May 14, 2003, the share capital was divided into three parts, as per the de-merger and de-rated to the extent of 10%	92,588	9,25,880
August 22, 2003	7,50,000	10	10	Cash	Capital Infusion by HIPL (a Marathon group company); Equity Shares allotted as per BIFR order	8,42,588	84,25,880
March 31, 2006	33,70,352	10	-	Other than Cash	Bonus Issue in the ratio of 4:1	42,12,940	4,21,29,400
October 27, 2007	84,25,880	10	-	Other than Cash	Bonus Issue in the ratio of 2:1	1,26,38,820	12,63,88,200
July 9, 2010	63,19,410	10	-	Other than Cash	Bonus Issue in the ratio of 1:2	1,89,58,230	18,95,82,300
December 23, 2015	94,79,115	10	-	Other than Cash	Bonus Issue in the ratio of 1:2	2,84,37,345	28,43,73,450

16.7 Under the Articles of Association of the Company, the Board shall have not less than three Directors and no more than the number of Directors prescribed by the Companies Act. The Board currently comprises of nine Directors. The following table sets forth details regarding the Board of Directors as on the date of this Draft Letter of Offer:

Name, Qualification, Occupation, Age (in years) and DIN	Designation	Date of appointment/Re-appointment	Other Directorships
<p>Mr. Chetan R. Shah Qualification: B.Tech (Civil Engineering) and M.S. (Structural Engineering) Occupation: Business Age: 61 DIN: 00135296</p>	<p>Chairman and Managing Director – Executive Director</p>	<p>March 31, 2003</p>	<ol style="list-style-type: none"> 1. Citadel Realty & Developers Limited 2. Columbia Chrome (I) Private Limited 3. Cornell Housing & Infrastructure Private Limited 4. Lark Consultancy Private Limited 5. Marathon Fiscal Private Limited 6. Marathon IT Infrastructure Private Limited 7. Marathon Prachin Infrastructures Private Limited 8. Marathon Realty Private Limited 9. Matrix Fiscal Private Limited 10. Matrix Waste Management Private Limited 11. Matrix Water Management Private Limited 12. Nextgen Buildcon Private Limited 13. Nexzone Fiscal Services Private Limited 14. Nexzone Land Private Limited 15. Nexzone Utilities Private Limited 16. Terrapolis Assets Private Limited 17. Svarnim Enterprises Private Limited 18. Matrix Enclaves Projects Developments Private Limited
<p>Mr. Mayur R. Shah Qualification: B.Tech (Civil Engineering) and M.S. (Structural Engineering) Occupation: Business Age: 61 DIN: 00135504</p>	<p>Vice Chairman and Director – Non-executive Director</p>	<p>March 31, 2003</p>	<ol style="list-style-type: none"> 1. Columbia Chrome (I) Private Limited 2. Cornell Housing & Infrastructure Private Limited 3. Lark Consultancy Private Limited 4. Marathon Fiscal Private Limited 5. Marathon IT Infrastructure Private Limited 6. Marathon Nexzone Infra Private Limited 7. Marathon Prachin Infrastructures Private Limited 8. Marathon Realty Private Limited 9. Matrix Enclaves Projects Development Private Limited 10. Matrix Land Hub Private Limited 11. Nextgen Land Private Limited 12. Rare Townships Private Limited 13. Terrapolis Assets Private Limited 14. Svarnim Enterprises Private Limited
<p>Mr. S. Ramamurthy Qualification: B.A., ACA, P.G. (System Management) Occupation: Service Age: 65 DIN: 00135602</p>	<p>Whole-time Director – Executive Director</p>	<p>January 28, 2005</p>	<ol style="list-style-type: none"> 1. Citadel Realty & Developers Limited
<p>Mr. V. Nagarajan Qualification: B.Com, LLB., ACS Occupation: Practising Company Secretary Age: 82 DIN: 00135714</p>	<p>Independent Director – Non-executive Director</p>	<p>January 28, 2005</p>	<ol style="list-style-type: none"> 1. Citadel Realty and Developers Limited.
<p>Mr. V Ranganathan Qualification: I.A.S. (Retd.) Occupation: Consultant Age: 74 DIN: 00269682</p>	<p>Independent Director – Non-executive Director</p>	<p>January 30, 2007</p>	<ol style="list-style-type: none"> 1. Citadel Realty and Developers Limited
<p>Mr. Padmanabha Shetty Qualification: B.A., LLB Occupation: Financial Consultant Age: 70 DIN: 00433761</p>	<p>Independent Director – Non-executive Director</p>	<p>May 20, 2009</p>	<ol style="list-style-type: none"> 1. Spectrum Corporate Consultants Private Limited 2. Saint Gobain Sekurit India Limited 3. Ganpati Credit Private Limited
<p>Mrs. Shailaja C. Shah Qualification: Arts and Psychology Graduate and Master of Arts Occupation: Business Age: 58 DIN: 00215042</p>	<p>Director – Non-executive Director</p>	<p>March 25, 2015</p>	<ol style="list-style-type: none"> 1. Fibre Box (Bombay) Private Limited 2. Lark Stock Broking Private Limited 3. Marathon Infotech Private Limited

Name, Qualification, Occupation, Age (in years) and DIN	Designation	Date of appointment/Re-appointment	Other Directorships
Dr. Anup P. Shah <i>Qualification:</i> ACA & PhD (Restructuring of Business Entities) <i>Occupation:</i> Tax Consultant <i>Age:</i> 40 <i>DIN:</i> 00293207	Independent Director – Non-executive Director	August 28, 2015	1. The Ruby Mills Limited 2. Claris Lifesciences Limited 3. Jaicorp Limited 4. J.M. Financial Services Limited 5. J.M. Financial Credit Solutions Limited 6. Claris Injectables Limited 7. Knowhowhub.com Private Limited 8. Landmark Business Service Centre Private Limited 9. Macro Investment and Financial Consultants Private Limited
Mr. Deepak R. Shah <i>Qualification:</i> Practicing Chartered Accountant <i>Occupation:</i> Professional <i>Age:</i> 52 <i>DIN:</i> 06954206	Independent Director – Non-executive Director	February 9, 2017	1. The Ruby Mills Limited

16.8 The changes in our Board during the three years immediately preceding the date of this Draft Letter of Offer are as follows:

Name of Director, Designation and DIN	Appointment/Cessation	Effective Date	Reasons
Dr. Anup P. Shah	Appointment	August 28, 2015	Additional Director – Non-executive Director
Mrs. Shailaja C. Shah	Appointment	March 25, 2015	Additional Director – Non-executive Director
Dr. Anup P. Shah	Appointment (regularizing)	September 27, 2016	Independent Director – Non-executive Director
Mr. Deepak R. Shah	Appointment	February 9, 2017	Additional Director – Non-executive Director

16.9 Mr. Chetan R. Shah (Chairman and Managing Director) holds 150 Equity Shares, Mr. Mayur. R. Shah (Director) holds 150 Equity Shares, Ms. Shailaja Shah (Director) holds 150 Equity Shares and Mr. K.S. Raghavan (KMP) holds 300 Equity Shares in the Company. Certain of the (i) promoters; (ii) members of the promoter group (iii) directors of the promoter, promoter group entities (where such promoter or member of the promoter group is a company); and (iv) persons who are in control of the Company, who hold Equity Shares may receive cash consideration from the Company pursuant to their respective participation in the Buy-back in their capacity as the Eligible Shareholders. There may also be an increase or a decrease in their shareholding percentage as per the Acceptance in the Buy-back, as a result of reduction in the Equity Share Capital post completion of the Buy-back. For details of the shareholding of (i) promoters; (ii) members of the promoter group (iii) directors of the promoter, promoter group entities (where such promoter or member of the promoter group is a company); and (iv) persons who are in control of the Company, please refer to “*Details of the Buyback – Shareholding of the Promoters*” on page 13.

17. FINANCIAL INFORMATION ABOUT THE COMPANY

17.1 The salient financial information of the Company, as extracted from: (i) the audited standalone financial statements as of and for the Fiscal Year ended March 31, 2014, March 31, 2015 and March 31, 2016, (ii) the audited consolidated financial statements as of and for the Fiscal Year ended March 31, 2016; and (iii) the unaudited standalone financial results for nine months period ended December 31, 2016, which have been subjected to a limited review by the Statutory Auditor are given below:

(Amount in ₹lakhs)

Particulars	Audited	Un-Audited	Audited	Audited	Audited
	Consolidated	Standalone	Standalone	Standalone	Standalone
	March 31, 2016	Nine months period ended on December 31, 2016	March 31, 2016	March 31, 2015	March 31, 2014
Revenue from Operation	626.88	13,932.28	626.88	2,332.71	2,955.67
Other Income	11,818.38	4,192.57	11,818.38	4,781.78	4,217.81
Total Income	12,445.26	18,124.85	12,445.26	7,114.49	7,173.49
Total Expense (excluding interest, depreciation,	1,379.82	9,642.86	1,378.45	1,731.88	2,429.19

tax and exceptional items)					
Finance costs	-	-	-	0.65	18.69
Depreciation & Amortization	29.08	11.01	29.08	31.19	13.54
Exceptional Items	-	-	-	-	-
Profit Before Tax	11,036.36	8,442.88	11,037.73	5,250.77	4,712.06
Profit After Tax	7,537.21	6,643.02	7,538.57	3,841.01	3,648.72
Paid-up Equity Share capital	2,843.73	2,843.73	2,843.73	1,895.82	1,895.82
Reserve & Surplus	58,487.18	NA	58,488.55	52,240.15	49,769.69
Net worth excluding revaluation Reserves	61,330.92	NA	61,332.28	54,135.97	51,665.51
Total debt	-	NA	-	-	14.01

Note: Limited review for nine months period ended December 31, 2016 has been prepared in accordance with Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 & other recognized accounting practices and policies to the extent applicable.

*NA: Not available.

17.2 Details of Key Ratios:

Key Ratios	Audited	Un-Audited	Audited	Audited	Audited
	Consolidated	Standalone	Standalone	Standalone	Standalone
	March 31, 2016	Nine months period ended on December 31, 2016	March 31, 2016	March 31, 2015	March 31, 2014
Basic Earnings per Share (₹)	26.51	23.36	26.51	20.26	19.25
Diluted Earnings Per Share	26.51	23.36	26.51	20.26	19.25
Book value per Share (₹)	215.68	NA	215.68	285.55	272.52
Debt /Equity Ratio	Nil	NA	Nil	Nil	0.03
Return on Net Worth (%)	12.29	NA	12.29	7.10	7.06

*NA: Not available.

Note: Since figure pertaining to Reserves & Surplus, Net worth excluding revaluation reserves, Total debt (Secured & Unsecured Loans) for the nine months period ended December 31, 2016 do not form part of Limited Review report which was submitted to Stock Exchanges. Ratios relating to them are reported as "NA".

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per Share (₹)	Net Profit attributable to equity shareholders /Number of Shares outstanding during the year
Diluted Earnings per Share (₹)	Net Profit attributable to equity shareholders /Weighted average number of Shares outstanding during the year
Book value per Share (₹)	(Paid up Equity Share Capital + Free Reserves and Surplus) /Number of Equity Shares subscribed outstanding at year end
Debt-Equity Ratio	Total Debt (Including current maturities of long term debt) /Net Worth
Return on Net Worth excluding revaluation reserves (%)	Net Profit After Tax /Net Worth excluding revaluation reserves

17.3 The Company shall comply with the Takeover Regulations, if applicable, in connection with the Buy-back.

17.4 The Company hereby also declares that it has complied with and will comply with Sections 68, 69 and 70 of the Companies Act, in connection with the Buy-back.

18. STOCK MARKET DATA

18.1 The Equity Shares are currently listed and traded on BSE and NSE.

18.2 The high, low and average market prices in preceding three Fiscal Years and the monthly high, low and average market prices for the six months preceding the date of publication of the Public Announcement and their corresponding volumes on BSE and NSE are given below:

For BSE:

Period	High price (₹)*	Date of High	Number of Equity Shares traded on date of high	Low price (₹)*	Date of Low	Number of Equity Shares traded on date of low	Average price (₹)*	Total volume traded in the period (Number of Equity Shares)
Three Fiscal Years								
FY 2015 (April 2014 – March 2015)	235.99	September 11, 2014	26,076	112.39	May 15, 2014	1,021	160.84	5,02,146
FY 2016 (April 2015 – March 2016)	298.99	December 3, 2015	43,907	115.50	February 12, 2015	4,021	173.99	10,83,634

Period	High price (₹)*	Date of High	Number of Equity Shares traded on date of high	Low price (₹)*	Date of Low	Number of Equity Shares traded on date of low	Average price (₹)*	Total volume traded in the period (Number of Equity Shares)
FY 2017 (April 2016 – March 2017)	297.00	August 12, 2016	12,414	135.00	April 5, 2016	1,329	215.95	21,44,897
Six Months								
November 2016	275.00	November 2, 2016	14,532	185.20	November 15, 2016	2,644	229.67	62,223
December 2016	229.50	December 5, 2016	389	184.80	December 28, 2016	2,777	210.10	15,039
January 2017	210.00	January 2, 2017	5,267	192.00	January 3, 2017	6,693	200.61	25,963
February 2017	224.95	February 28, 2017	339	195.00	February 1, 2017	750	210.54	20,657
March 2017	273.95	March 16, 2017	54,014	211.00	March 6, 2017	3,309	247.85	8,34,912
April 2017	345	April 20, 2017	34,832	262.05	April 3, 2017	1,348	295.44	3,15,059

Source: www.bseindia.com

*High and Low price for the period are based on intraday prices and Average Price is based on average of closing price.

For NSE:

Period	High price (₹)*	Date of High	Number of Equity Shares traded on date of high	Low price (₹)*	Date of Low	Number of Equity Shares traded on date of low	Average price (₹)*	Total volume traded in the period (Number of Equity Shares)
Three Financial Years								
FY 2015 (April 2014 – March 2015) [#]	NA	NA	NA	NA	NA	NA	NA	NA
FY 2016 (April 2015 – March 2016) [#]	NA	NA	NA	NA	NA	NA	NA	NA
FY 2017 (September 29, 2016 – March 2017) [#]	299.50	October 25, 2016	22,483	184.80	December 28, 2016	2,777	225.34	10,85,455
Six Months								
November 2016	275.00	November 2, 2016	14,532	185.20	November 15, 2016	2,644	229.67	62,223
December 2016	229.50	December 5, 2016	389	184.80	December 28, 2016	2,777	210.10	15,039
January 2017	210.00	January 2, 2017	5,267	192.00	January 3, 2017	6,693	200.61	25,963
February 2017	224.95	February 28, 2017	339	195.00	February 1, 2017	750	210.54	20,657
March 2017	273.95	March 16, 2017	54,014	211.00	March 6, 2017	3,309	247.85	8,34,912
April 2017	348.7	April 21, 2017	29,722	262	April 3, 2017	3,008	295.59	9,72,687

Source: www.nseindia.com

NA: Not Applicable

The Company's equity share was admitted for trading and listed on NSE w.e.f. September 29, 2016

*High and Low price for the period are based on intraday prices and Average Price is based on average of closing price.

18.3 The closing market price of the Equity Shares of the Company:

- As on March 16, 2017, i.e. the trading day before March 17, 2017 being the date of Board Meeting approving the Buy-back, was ₹262.90 per Equity Share on BSE and ₹260.30 per Equity Share on NSE.
- As on March 17, 2017, i.e. the date of Board Meeting approving the Buy-back, was ₹257.40 per Equity share on BSE and ₹ 256.95 per Equity share on NSE.
- As on March 20, 2017, i.e. the trading day immediately after March 17, 2017 being the date of Board Meeting approving the Buy-back, was ₹261.35 per Equity Share on BSE and ₹262.15 per Equity Share on NSE.
- As May 1, 2017, i.e. the date of the publication of Public Announcement, was a holiday, the price of the Equity Share on May 2, 2017, i.e. the next Working Day, was ₹305.65 per Equity Share on BSE and ₹304.60 per Equity Share on NSE.

19. DETAILS OF THE STATUTORY APPROVALS

19.1 The Buy-back will be subject to such necessary approvals as may be required under applicable laws, rules and regulations in force including from the SEBI and/or the Stock Exchange(s), and the Buy-back from OCBs and other applicable categories will be subject to such approvals of the RBI, if any, under the FEMA and the rules and regulations framed thereunder.

19.2 The Buy-back from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The Eligible Shareholder shall be solely responsible for

obtaining all such statutory consents and approvals (including, without limitation the approvals from the RBI, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buy-back. Eligible Shareholders would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buy-back. The Company will have the right to make payment in respect of the Equity Shareholders for whom no prior approval from the RBI approval is required and not accept Equity Shares from the Equity Shareholders in respect of whom prior approval from the RBI is required and in the event copies of such approvals are not submitted.

- 19.3 Erstwhile OCBs are required to obtain specific prior approval from RBI for tendering Equity Shares in the Buy-back Offer.
- 19.4 By agreeing to participate in the Buy-back the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting.
- 19.5 To the best of the knowledge of the Company, no other statutory approvals are required by it for the Buy-back as on the date of this Draft Letter of Offer. If any statutory or regulatory approval becomes applicable subsequently, the Buy-back will be subject to such statutory or regulatory approval(s) and the Company shall obtain such statutory approvals as may be required, from time to time, if any. In the event of any delay in receipt of any statutory/regulatory approvals, changes to the proposed timetable of the Buy-back, if any, shall be intimated to the Stock Exchanges.

20. DETAILS OF REGISTRAR TO THE BUY-BACK AND COLLECTION CENTRES

The Company has appointed Adroit Corporate Services Private Limited as the Registrar to the Buy-back. The contact details of the Registrar to the Buy-back are set forth below:

Adroit Corporate Services Private Limited

17/18/19/20 Jaferbhoy Industrial Estate

Andheri (East), Mumbai 400 072

Telephone: +91 22 4227 0400

Facsimile: +91 22 2850 3748

Contact Person: Ms. Valsa Sajan /Mr. Sandeep Holam;

E-mail: info@adroitcorporate.com; valsas@adroitcorporate.com; sandeeph@adroitcorporate.com;

Website: <http://www.adroitcorporate.com>

SEBI Registration Number: INR000002227

CIN: U67190MH1994PTC079160

In case of any queries, the shareholders may contact the Registrar to the Buy-back during office hours, i.e. 10:00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and public holidays.

Eligible Shareholders are requested to submit their Form(s) and requisite documents either by registered post/courier to the Registrar to the Buy-back, super scribing the envelope as “**Marathon Nextgen Buy-back Offer 2017**”, or hand deliver the same to the Registrar to the Buy-back at the address mentioned above.

THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUY-BACK.

ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

21. PROCESS AND METHODOLOGY FOR THE BUY-BACK

- 21.1 The Company has proposed the Buy-back of not exceeding 54,37,345 (Fifty Four Lakhs Thirty Seven Thousand Three Hundred and Forty Five) Equity Shares, representing 19.12% of the issued, subscribed and paid-up Equity Shares, from all Eligible Shareholders (Equity Shareholders as on the Record Date, being May 12, 2017) on a proportionate basis, through the “Tender Offer” process, at a price of ₹275 (Rupees Two Hundred and Seventy Five) per Equity Share payable in cash, for an aggregate maximum amount of ₹149,52,69,875 (Rupees One Hundred Forty Nine Crore Fifty Two Lakhs Sixty Nine Thousand Eight Hundred and Seventy Five only) excluding the Transaction Costs, which represents 24.38% of the aggregate of the paid-up Equity Share capital and free reserves as per the Company’s audited financial statements, as at March 31, 2016 (the last audited financial statements available as on the date of the Board Resolution approving the Buy-back). The Buyback is subject to the grant of certain exemptions and no action relief by the staff of the U.S. Securities and Exchange Commission prior to the commencement of the tendering period in order to allow the Buyback Offer to be made to U.S. Eligible Sellers without breaching the rules under the U.S. Securities

Exchange Act of 1934, as amended. The Buyback Size does not exceed 25% of the fully paid-up equity share capital and free reserves as per the audited financial statements of the Company for the nine month period ended December 31, 2016.

- 21.2 The Buy-back is being undertaken in accordance with the Article 40 of the Articles of Association, Sections 68, 69 and 70, and other applicable provisions of the Companies Act and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, and the SEBI Buy-back Regulations. The Buy-back is subject to receipt of such approvals, permissions and sanctions, as may be required under applicable laws including from the Appropriate Authorities.
- 21.3 The aggregate shareholding of the promoter and promoter group of the Company as at the date of the Public Announcement is 2,13,27,900 (Two Crore Thirteen Lakhs Twenty Seven Thousand and Nine Hundred) Equity Shares which represents 75.00% of the total paid-up equity share capital of the Company. In terms of the Buy-back Regulations, under Tender Offer, the promoters and promoter group of a Company have the option to participate in the Buy-back. In this regard, IPL, the promoter of the Company, has expressed its intention vide its letter dated March 22, 2017 to participate in the Buy-back to the extent of its entitlement in the Company as on Record Date and such number of Equity Shares as may be permitted by applicable laws and terms of the Buy-back, up to an aggregate maximum of 54,37,345 (Fifty Four Lakhs Thirty Seven Thousand Three Hundred and Forty Five) Equity Shares.
- 21.4 Assuming response to the Buy-back is to the extent of 100% (full Acceptance) from all the Eligible Shareholders upto their Buy-back Entitlement, the aggregate shareholding of the (i) promoters, and (ii) members of the promoter group may increase from 75.00% to []% of the post Buy-back Equity Share capital.

21.5 Record Date, Ratio of Buy-back and Buy-back Entitlement in each category:

- (a) As required under the SEBI Buy-back Regulations, the Buy-back Committee vide its resolution dated April 29, 2017 has fixed May 12, 2017 as the Record Date for the purpose of determining the entitlement and the names of the Equity Shareholders, who are eligible to participate in the Buy-back.
- (b) The Equity Shares to be bought back, as part of the Buy-back is divided into two categories and the entitlement of a shareholder in each category shall be calculated accordingly:
a. reserved category for Small Shareholders (“**Reserved Category**”); and
b. General Category for all other Eligible Shareholders other than Small Shareholders (“**General Category**”).
- (c) As defined in the SEBI Buy-back Regulations, a ‘Small Shareholder’ includes an Eligible Shareholder who holds Equity Shares of market value of not more than ₹ 2,00,000 (Rupees Two Lakhs Only), on the basis of closing price on the recognized stock exchange in which registering the highest trading volume in respect of the Equity Shares on the Record Date (May 12, 2017). As on Record Date, the volume of Equity Shares traded on BSE was [] Equity shares and on NSE was [] Equity Shares. Accordingly, [] being the stock exchange with highest trading volume, the closing price was ₹ [] and hence all Eligible Shareholders holding not more than [] Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buy-back Offer.
- (d) Based on the above definition, there are [] Small Shareholders with aggregate shareholding of [] Equity Shares (as on the Record Date), which constitutes []% of the outstanding number of Equity Shares of the Company as on Record Date and []% of the 54,37,345 Equity Shares which are proposed to be bought back as part of this Buy-back.
- (e) Pursuant to Regulation 6 of the SEBI Buy-back Regulations, the reservation for the Small Shareholders, will be higher of:
a. 15% of the number of Equity Shares which the Company proposes to Buy-back (15% of 54,37,345 Equity Shares), which works out to 8,15,602 (Eight Lakhs Fifteen Thousand Six Hundred and Two) Equity Shares; and
b. number of Equity Shares as per their entitlement as on the Record Date (i.e. []/2,84,37,345×54,37,345), which works out to [] Equity Shares. All the outstanding Equity Shares have been used for computing the Buy-back Entitlement of Small Shareholders since IPL, the promoter of the Company, also intends to participate in the Buy-back.

In case the total number of Equity Shares held by the Small Shareholders on the Record Date is [], which is less than [] (higher of (i) and (ii) above), the maximum number of Equity Shares reserved for Small Shareholders will be restricted to the total number of Equity Shares held by the Small Shareholders as on Record Date.

Based on the above and in accordance with Regulation 6 of the SEBI Buy-back Regulations, [] Equity Shares will be reserved for Small Shareholders. Accordingly, General Category shall consist of [] Equity Shares.

- (f) Based on the aforementioned, the entitlement ratio of Buy-back for both categories is set forth below:

Category	Entitlement ratio in the Buy-back
Reserved Category	[] Equity Shares out of every [] Equity Shares held on the Record Date
General Category	[] Equity Shares out of every [] Equity Shares held on the Record Date

Note: The above ratio of Buy-back is approximate and provides an indicative Buy-back Entitlement. Any computation of entitled Equity Shares using the above ratio may provide a slightly different number due to rounding off. The actual Buy-back Entitlement for Reserved category for Small Shareholders is []% and for General Category for all other Eligible Shareholders is []%.

21.6 Fractional Entitlements

If the Buy-back Entitlement under Buy-back, after applying the above mentioned ratios to the Equity Shares (held on the Record Date), is not a round number (not in the multiple of one Equity Share), then the fractional entitlement shall be ignored for computation of the Buy-back Entitlement to tender Equity Shares in the Buy-back for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold [] or less Equity Shares (as on the Record Date) will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buy-back and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares.

21.7 Basis of Acceptance of Equity Shares validly tendered in the Reserved Category:

In accordance with the Letter of Offer and Tender Form, the Acceptance in the Buy-back from the Reserved Category will be implemented in the following order of priority:

- (a) Full Acceptance from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buy-back Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- (b) Post-Acceptance as described in Paragraph (a) above, in case there are any Equity Shares left to be bought back from the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buy-back, shall be given preference and one Equity Share each from the Additional Equity Shares applied by such Small Shareholders would be bought back in the Reserved Category.
- (c) Post-Acceptance as described in Paragraphs (a) and (b) above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buy-back Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances shall be made in accordance with the SEBI Buy-back Regulations (valid Acceptance per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by them divided by the total Additional Equity Shares validly tendered by the Small Shareholders and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category). For the purpose of this calculation, the Additional Equity Shares taken into account for the Small Shareholders, from whom one Equity Share has been accepted in accordance with Paragraph (b) above, shall be reduced by one.
- (d) The procedure of adjustment for fractional results in case of proportionate Acceptance, as described in Paragraph (c) above, is set forth below:
 - a. For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - b. For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

21.8 Basis of Acceptance of Equity Shares validly tendered in the General Category:

In accordance with the Letter of Offer and Tender Form, the Acceptance in the Buy-back from the General Category will be implemented in the following order of priority:

- (a) Full Acceptance in the General Category from the Eligible Shareholders who have validly tendered their Equity Shares, to the extent of their Buy-back Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- (b) Post-Acceptance as described in Paragraph (a) above, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the Eligible Shareholders under the General Category over and above their Buy-back Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances shall be made in accordance with the SEBI Buy-back Regulations (valid Acceptance per such Eligible Shareholder shall be equal to the Additional Equity Shares validly tendered by them divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category).
- (c) Adjustment for fractional results in case of proportionate Acceptance as described in Paragraph (b) above:
 - a. For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not a multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - b. For any Eligible Shareholder if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not a multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

21.9 Basis of Acceptance of Equity Shares between the two Categories:

- (a) In case there are any Equity Shares left to be bought back in one category (“**Partially Filled Category**”) after Acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be Accepted proportionately (valid Acceptances per Eligible Shareholder shall be equal to the additional outstanding Equity Shares validly tendered by a Eligible Shareholder in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the Partially Filled Category).
- (b) If the Partially Filled Category is the General Category, and the second category is the Reserved Category, then any Small Shareholder who has received a Tender Form with zero Buy-back Entitlement and who has tendered Additional Shares shall be eligible for priority Acceptance of one Equity Share before Acceptance in paragraph 21.9(a) out of the Equity Shares left to be bought back in the Partially Filled Category provided no Acceptance could take place from such Small Shareholder in accordance with Paragraph 21(7).
- (c) Adjustment for fraction results in case of proportionate Acceptance, as described in Paragraph 21.9(a) and (b) above:
 - a. For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not a multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - b. For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not a multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in this Paragraph 21.

21.10 For avoidance of doubt, it is clarified that the Equity Shares accepted under the Buy-back from each Eligible Shareholder, in accordance with paragraphs above, shall be lower of the following:

- (a) number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and
- (b) the Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date.

21.11 Clubbing of Entitlements

In order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General Category) and the Buy-back Entitlement. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of shareholders holding Physical Shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies, etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar to the Buy-back as per the shareholder records received from the Depositories.

22. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

A. GENERAL

- 22.1 The Buy-back is open to all Eligible Shareholders (Equity Shareholders as on the Record Date, being May 12, 2017), holding either Physical Shares or Demat Shares.
- 22.2 The Company proposes to implement the Buy-back through the tender offer process, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buy-back and additional disclosures as specified in the SEBI Buy-back Regulations, will be emailed to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date and who have their email IDs registered with the Company and for all remaining Eligible Shareholders who do not have their email IDs registered with the Company, the Letter of Offer along with Tender Form will be sent physically. However, on receipt of a request by the Manager to the Buy-back or Registrar to the Buy-back to receive a copy of Letter of Offer in physical format from such Eligible Shareholder to whom the Letter of Offer and Tender Form were emailed, the same shall be dispatched physically.
- 22.3 The Company will not accept any Equity Shares offered for Buy-back where there exists any restraint order of a Court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.
- 22.4 The Company shall comply with Regulation 19(5) of the SEBI Buy-back Regulations which restricts the Company from buying back the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the time the Equity Shares become transferable.
- 22.5 The Eligible Shareholders participation in the Buy-back will be voluntary. The Eligible Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buy-back or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post - Buy-back, without additional investment. The Eligible Shareholders may also tender a part of their Buy-back Entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their Buy-back Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. Acceptance of any Equity Shares tendered in excess of the Buy-back Entitlement by the Eligible Shareholder, shall be in terms of procedure outlined in the in Paragraph 21 of this Draft Letter of Offer.
- 22.6 Eligible Shareholders will have to transfer their Demat Shares from the same demat account in which they were holding such shares (as on the Record Date) and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Demat Shares were held (as on Record Date), such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buy-back, and the such tendered Demat Shares may be accepted subject to appropriate verification and validation by the Registrar.
- 22.7 The Equity Shares proposed to be bought back in the Buy-back is divided into two categories and the entitlement of a shareholder in each category shall be calculated accordingly:
- (i) Reserved Category for Small Shareholders; and
 - (ii) the General Category for all other Eligible Shareholders.
- 22.8 The Company will accept Equity Shares validly tendered for the Buy-back by the Eligible Shareholders, on the basis of their Buy-back Entitlement.

- 22.9 After Accepting the Equity Shares tendered on the basis of Buy-back Entitlement, Equity Shares left to be bought as a part of the Buy-back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buy-back Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buy-back Entitlement, in other category.
- 22.10 The maximum tender under the Buy-back by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.
- 22.11 For implementation of the Buy-back, the Company has appointed ICICI Securities Limited as Company's Broker through whom the purchases and settlements on account of the Buy-back would be made by the Company. The contact details of the Company's Broker are as follows:

ICICI Securities Limited

ICICI Centre, H. T. Parekh Marg,
Churchgate,
Mumbai 400 020

Contact Person: Mr. Allwyn Cardoza /Mr. Mitesh Shah

Tel.: (+91 22) 2288 2460

Fax: (+91 22) 2282 6580

Email: allwyn.cardoza@icicisecurities.com

Website: www.icicisecurities.com

SEBI Registration Number: NSE - INB230773037, BSE - INB011286854

CIN: U67120MH1995PLC086241

- 22.12 The Buy-back will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by SEBI vide circulars CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and the procedure prescribed in the notice issued by issued by BSE bearing reference number 20170210-23, dated February 10, 2017, and in accordance with the procedure prescribed in the Companies Act and the SEBI Buy-back Regulations, and as may be determined by the Board of Directors, or the Buy-back Committee, on such terms and conditions as may be permitted by applicable laws from time to time. In this regard, the Company will request BSE to provide the Acquisition Window. For the purpose of this Buy-back, BSE would be the Designated Stock Exchange. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers ("**Shareholder Broker**").
- 22.13 In the event a Shareholder Broker(s) of an Eligible Shareholder is not registered with BSE, then that Eligible Shareholder can approach any BSE registered stock broker and can make a bid by using quick unique client code (UCC) facility through that BSE registered stock broker after submitting the details as may be required by that stock broker to be in compliance with the SEBI regulations. In case an Eligible Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker then the Eligible Shareholder may approach Company's Broker to bid by using quick UCC facility.
- 22.14 The Eligible Shareholder approaching BSE registered stock broker (with whom he does not have an account) may have to submit following details:

a) In case of Eligible Shareholder being an individual or HUF:

(i) *If Eligible Shareholder is registered with KYC Registration Agency ("**KRA**"):*

A. Forms required:

- Central Know Your Client (CKYC) form
- Know Your Client (KYC) form

B. Documents required (all documents self-attested):

- Bank details (cancelled cheque)
- Demat details in case of Demat Shares (Demat Master /Latest Demat statement)

(ii) *If Eligible Shareholder is not registered with KRA:*

A. Forms required:

- CKYC form
- KRA form
- KYC form

B. Documents required (all documents self-attested):

- PAN card copy
- Address proof
- Bank details (cancelled cheque)
- Demat details in case of Demat Shares (Demat Master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

b) In case of Eligible Shareholder other than Individual and HUF:

(i) If Eligible Shareholder is KRA registered:

A. Form required:

- KYC form

B. Documents required (all documents certified true copy):

- Bank details (cancelled cheque)
- Demat details in case of Demat Shares (Demat Master /Latest Demat statement)
- Latest list of directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements

(ii) If Eligible Shareholder is not KRA registered:

A. Forms required:

- KRA form
- KYC form

B. Documents required (all documents certified true copy):

- PAN card copy of company/firm/LLP/trust
- Address proof of company/firm/LLP/trust
- Bank details (cancelled cheque)
- Demat details in case of Demat Shares (Demat Master/Latest Demat statement)
- Latest list of directors/authorised signatories/partners/trustees
- PAN card copies & address proof of directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution/partnership declaration
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements
- MOA/Partnership deed/trust deed

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

- 22.15 At the beginning of the Tendering Period, the order for buying Equity Shares will be placed by the Company through Company's Broker. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.
- 22.16 Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.

- 22.17 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buy-back.
- 22.18 The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 22.19 The non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any person who is eligible to receive the Offer, shall not invalidate the Offer to any person who is eligible to receive this Offer. In case of non-receipt of the Letter of Offer, Eligible Shareholders may participate in the offer by applying on the Tender Form downloaded from the Company's website (www.marathonnextgen.com) or obtain a duplicate copy of the same by writing to the Registrar to the Buy-back. Such Eligible Shareholders may also participate in the Buy-back by providing their application in plain paper in writing signed by such shareholder (in case jointly held then signed by all shareholders), stating name, address, number of shares held, Client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents as detailed in "*Procedure to be followed by Eligible Shareholders holding Physical Shares*" on page 32 in case of Physical Shares. Eligible Shareholder(s) have to ensure that their bid is entered in the Acquisition Window prior to the closure of the Offer. Please note that the Company shall accept Equity Shares from the Eligible Shareholders on the basis of their holding and Buy-back Entitlement. Eligible Shareholder(s) who intend to participate in the Buy-back using the 'plain paper' option as mentioned in this paragraph are advised to confirm their Buy-back Entitlement from the Registrar to the Buy-back, before participating in the Buy-back.
- 22.20 All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

22.21 Procedure to be followed by Eligible Shareholders holding Demat Shares:

- (a) Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buy-back would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buy-back.
- (b) The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buy-back using the Acquisition Window of the BSE. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Demat Shares to the BSE, by using the settlement number through the early pay in mechanism of the Depositories prior to placing the bid by the Shareholder Broker. This shall be validated by the Shareholder Broker at the time of order/bid entry. The details of the settlement number for the Buy-back will be provided in a separate circular which shall be issued at the time of issue opening by Clearing Corporation.
- (c) For custodian participant orders for Demat Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the Tendering Period (Buy-back Closing Date). Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian's confirmation and the revised order shall be sent to the custodian again for confirmation.
- (d) Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered, etc.
- (e) Eligible Shareholders who have tendered their Demat Shares in the Buy-back may deliver the Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares, along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buy-back at the address mentioned on the cover page of this Draft Letter of Offer, so that the same are received not later than two days of Buy-back Closing Date () by 5:00 p.m. The envelope should be super scribed as "**Marathon Nextgen Buy-back Offer 2017**". In the event of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the Clearing Corporation and a valid bid in the stock exchange bidding system, the Buy-back shall be deemed to have been accepted for such shareholders holding Demat Shares.
- (f) The Eligible Shareholders who have tendered their Demat Shares in the Buy-back will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial Acceptance.

- (g) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholders would be returned to them by the Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian depository pool account.
- (h) Eligible Shareholders who have tendered their Demat Shares in the Buy-back shall also provide all relevant documents, which are necessary to ensure transferability of the Demat Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
 - (i) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
 - (ii) Duly attested death certificate and succession certificate in case any Eligible Shareholder is deceased; and
 - (iii) In case of companies, the necessary certified corporate authorisations (including board and/or general meeting resolutions).

22.22 Procedure to be followed by Eligible Shareholders holding Physical Shares:

- (a) Eligible Shareholders who are holding Physical Shares and intend to participate in the Buy-back will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include: (i) tender form duly signed (by all shareholders in case Equity Shares are held in joint names) in the same order in which they hold the Equity Shares; (ii) original share certificate(s), (iii) valid Form SH.4 share transfer form(s) duly filled and signed by the transferors (i.e. by all registered shareholders who are transferring the Physical Shares in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of shareholder(s) PAN Card(s), (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable.
- (b) In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the shareholder would be required to submit a self-attested copy of address proof consisting of any one of the documents such as valid Aadhar Card, Voter Identity Card or Passport.
- (c) Based on these documents, the concerned Shareholder Broker shall place a bid on behalf of the shareholders holding Physical Shares and who wish to tender Equity Shares in the Buy-back, using the Acquisition Window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the stock exchange bidding system to the shareholder. The TRS will contain the details of order submitted such as the folio No., certificate No., distinctive No., No. of Equity Shares tendered, etc.
- (d) Any Eligible Shareholder/Shareholder Broker who places a bid for Physical Shares, is required to deliver the Tender Form, original share certificate(s) & documents (as mentioned in "*Procedure to be followed by Eligible Shareholders holding Physical Shares*" of this Draft Letter of Offer) along with the TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buy-back at the address mentioned on the cover page not later than two days of bidding by the Shareholder Broker. The envelope should be super scribed as "**Marathon Nextgen Buy-back Offer 2017**". One copy of the TRS will be retained by Registrar to the Buy-back and it will provide acknowledgement of the same to the Shareholder Broker.
- (e) Eligible Shareholders holding Physical Shares should note that Physical Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Physical Shares for Buy-back by the Company shall be subject to verification as per the SEBI Buy-back Regulations and any further directions issued in this regard. Registrar to the Buy-back will verify such bids based on the documents submitted on a daily basis and till such verification, the BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buy-back confirms the bids, they will be treated as 'confirmed bids'.

22.23 Additional requirements in respect of tenders by the Non-Resident Shareholders:

- (a) While tendering their Equity Shares under the Buy-back, all Eligible Shareholders being Non-Resident Shareholders should provide relevant confirmations/declarations in the duly filled-in and signed (by all shareholders in case the Equity Shares are held in joint names) Tender Forms (including a copy of the permission received from RBI wherever applicable). In the event relevant confirmations/declarations are not

provided in the Tender Forms or there is ambiguity in the information provided, the Company reserves the right to reject such Tender Forms.

- (b) Equity Shareholders who are FIIs/FPIs should also enclose a copy of their SEBI registration certificate.
- (c) In case the Equity Shares are held on a repatriation basis, the Non-Resident Eligible Shareholders should enclose documents in support of the same. Such documents include:
 -] a copy of the permission received by them from RBI at the time of the original acquisition of Equity Shares;
 -] a letter from the Eligible Shareholder's authorised dealer/bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident shareholder from the appropriate account as specified by RBI in its approval; and
 -] any other document which evidences repatriability of sale proceeds in respect of the tendered Equity Shares.
- (d) In case the Non-Resident shareholder is not in a position to produce supporting documents towards enabling repatriation, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares Accepted in the Buy-back.
- (e) If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-back are liable to be rejected.
- (f) In case any Eligible Shareholder has submitted Physical Shares for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buy-back before the Buy-back Closing Date.
- (g) The participation of the Eligible Shareholders in the Buy-back is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buy-back.
- (h) The Company will not be responsible in any manner for any loss of certificate(s) for Physical Shares and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.
- (i) The instructions and authorisations contained in the Tender Form constitute an integral part of the terms of this Buy-back.

B. ACCEPTANCE OF ORDERS

The Registrar to the Buy-back shall provide details of order Acceptance to the Clearing Corporation within specified timelines.

C. METHOD OF SETTLEMENT

Upon finalisation of the basis of Acceptance as per SEBI Buy-back Regulations:

- (a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- (b) The Company will transfer the funds pertaining to the Buy-back to the Clearing Corporation's bank account as per the prescribed schedule.
- (c) The Demat Shares Accepted in the Buy-back would be transferred directly to the Demat Escrow Account provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Demat Escrow Account on receipt of the Equity Shares from the Clearing Corporation of BSE.
- (d) The Eligible Shareholders holding Demat Shares will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buy-back.
- (e) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation as a part of the exchange payout process. In case of custodian

participant orders, excess Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian depository pool account. Any excess Physical Shares pursuant to proportionate Acceptance/rejection will be returned back to the concerned shareholders directly by the Registrar to the Buy-back. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buy-back.

- (f) The settlements of fund obligation for Demat Shares and Physical Shares shall be effected as per the SEBI circulars and as prescribed by BSE and Indian Clearing Corporation Limited from time to time. For Demat Shares accepted under the Buy-back, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the RBI/bank(s), due to any reason, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders.
- (g) In case of certain shareholders, viz., NRIs, non-residents, etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.
- (h) In case of bids confirmed by custodian, settlement will be released to custodian's settlement account.
- (i) The Clearing Corporation would settle the trades by making direct funds pay-out to Equity Shareholders and the Shareholder Broker would issue a contract note to the Eligible Shareholders tendering Equity Shares in the Buy-back. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back.
- (j) Eligible Shareholders who intend to participate in the Buy-back should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Shareholders for tendering Equity Shares in the Buy-back (secondary market transaction). The Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholders.
- (k) The Equity Shares lying to the credit of the Demat Escrow Account and the Physical Shares bought back and accepted will be extinguished in the manner and following the procedure prescribed in the SEBI Buy-back Regulations.

D. SPECIAL ACCOUNT OPENED WITH THE CLEARING CORPORATION

The details of transfer of the Demat Shares to the special account by trading member or custodians shall be informed in the issue opening circular that will be issued by the BSE or the Clearing Corporation.

E. REJECTION CRITERIA

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

- (i) For Eligible Shareholders holding Demat Shares:
 -) the Equity Shareholder is not an Eligible Shareholder (Equity Shareholder as on the Record Date); or
 -) if there is a name mismatch in the demat account of the Eligible Shareholder.
- (ii) For Eligible Shareholders holding Physical Shares:
 -) The documents mentioned in the Tender Form for Eligible Shareholders holding Physical Shares are not received by the Registrar to the Buy-back on or before the close of business hours of [], 2017 ([]) by 05:00 p.m.;
 -) If the certificates of Physical Shares is not enclosed with the Tender Form;
 -) If the transfer/transmission of Physical Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;

- J If the Eligible Shareholders bid the Equity Shares but if the Registrar to the Buy-back does not receives the certificate for Physical Shares tendered in the Buy-back; or
- J In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or the Registrar to the Buy-back.

23. NOTE ON TAXATION

Disclosures in this section are based on expert opinion sought by the Company from M/s. V. R. Bhabhra & Co., Chartered Accountant.

IN VIEW OF THE PARTICULARIZED NATURE OF TAX CONSEQUENCES, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE SUMMARY OF THE TAX CONSIDERATIONS IN THESE PARAGRAPHS ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, ELIGIBLE SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUY BACK OF LISTED EQUITY SHARES ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

GENERAL

The basis of charge of Indian Income-Tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to taxation in India on his worldwide income, subject to certain tax exemptions, which are provided under the Income Tax Act.

A person who is treated as non-resident for Indian Income-Tax purposes is generally subject to tax in India only on such person's India sourced income or income received by such person in India. Any gains arising to a non-resident on transfer of Equity Shares should be taxable in India under the Income Tax Act. Further, the non-resident can avail the beneficial provisions of the DTAA between India and the respective jurisdiction of the shareholder subject to meeting relevant conditions and providing and maintaining necessary information and documents as prescribed under the Income Tax Act.

The Income Tax Act also provides for different tax regimes /rates applicable to the gains arising on buyback of shares, based on the period of holding, residential status and category of the shareholder, nature of the income earned, etc. The summary tax implications on buyback of listed equity shares on the stock exchange is set out below. All references to equity shares in this note refer to listed equity shares unless stated otherwise.

CLASSIFICATION OF SHAREHOLDERS

Shareholders can be classified under the following categories:

- (a) **Resident Shareholders being:**
 - J Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of
 - J Individuals (BOI)
 - J Others
- (b) **Non-Resident Shareholders being:**
 - J Non Resident Indians (NRIs)
 - J Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs)
 - J Others:
 - Company
 - Other than Company

CLASSIFICATION OF INCOME

Shares can be classified under the following 2 (two) categories:

- (a) Shares held as investment (income from transfer taxable under the head “*Capital Gains*”)
- (b) Shares held as stock-in-trade (income from transfer taxable under the head “*Profits and Gains from Business or Profession*”)

Gains arising from the transfer of shares may be treated either as “capital gains” or as “business income” for tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock -in- trade). Traditionally, the issue of characterization of income arising from sale of shares has been a subject matter of litigation with the tax authorities. The apex body of Income-tax has issued Circular no. 6 of 2016, as per which, if the taxpayer opts to consider the shares as stock-in-trade, the income arising from the transfer of such shares would be treated as its business income. Also, if such shares are held for a period of more than twelve (12) months, if the taxpayer desires to treat the income arising from the transfer thereof as “capital gains”, the same shall not be put to dispute by the Tax Officer.

Further, investments by FII in any securities in accordance with the regulations made under the Securities Exchange Board of India Act, 1992 would be treated as capital asset under the provisions of the Income Tax Act.

As per the Finance Act 2017, the income arising to the shareholders from the sale(bought back) of the shares is exempt from the levy of long term capital gains tax as the payment of STT has been effected on the bought back shares.

SHARES HELD AS INVESTMENT

For non-residents, taxability of capital gains would be subject to the provisions of the Income tax act or beneficial provisions of applicable Double Taxation Avoidance Agreement (“DTAA”), whichever is more beneficial.

As per the provisions of the Income Tax Act, where the shares are held as investments, income arising from the transfer of such shares is taxable under the head “Capital Gains”. Capital gains on buyback of shares are governed by the provisions of Section 46A of the Income Tax Act and would attract capital gains in the hands of shareholders as per provisions of Section 48 of the Income Tax Act. The provisions of buy back tax under Section 115QA in Chapter XII-DA of the Income Tax Act do not apply for shares listed on the stock exchange.

PERIOD OF HOLDING

Depending on the period for which the shares are held, the gains would be taxable as “shortterm capital gain” or “long term capital gain”:

-) In respect of equity shares held for a period less than or equal to 12 months prior to the date of transfer, the same shall be treated as a short-term capital asset, and the gains arising therefrom shall be taxable as “short term capital gains” (“STCG”).
-) Similarly, where equity shares are held for a period more than 12 months prior to the date of transfer, the same shall be treated as a long-term capital asset, and the gains arising therefrom shall be taxable as “long- term capital gains” (“LTCG”).

BUY-BACK OF SHARES THROUGH A RECOGNIZED STOCK EXCHANGE

Since the buyback is undertaken on the stock exchange, such transaction is chargeable to Securities Transaction Tax (“STT”). STT is a tax payable in India on the value of securities on every purchase or sale of securities that are listed on the Indian Stock Exchange. Currently, the STT rate applicable on the purchase or sale of shares on the stock exchange is 0.1% of the value of security.

Where transaction for transfer of such equity shares (i.e. buyback) is transacted through a recognized stock exchange then the taxability will be as under (for all categories of shareholders):

-) LTCG arising from such transaction would be exempt under Section 10(38) of the Income Tax Act; and
-) STCG arising from such transaction would be subject to tax @ 15% under Section 111A of the Income Tax Act.

If the short term Capital Gain is below the maximum amount not chargeable to tax in that case such short term Capital Gain shall be reduced by the amount of shortfall. In addition to the above STCG tax, Surcharge, Education Cess and

Secondary and Higher Education Cess are leviable (*Please refer to Note 21.7 for rate of surcharge and cess*). Further, in case of resident individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such STCG.

Non-Resident Shareholders can avail beneficial provisions of the applicable DTAA entered into by India with relevant country in which the shareholder is resident but subject to fulfilling relevant conditions and submitting/maintaining necessary documents prescribed under the Income Tax Act.

SHARES HELD AS STOCK-IN-TRADE

If the shares are held as stock-in-trade by any of the shareholders of the Company, then the gains would be characterized as business income and taxable under the head "Profits and Gains from Business or Profession". In such a case, the provisions of Section 46A of the Income Tax Act will not apply.

RESIDENT SHAREHOLDERS

- (a) For individuals, HUF, AOP, BOI, profits would be taxable at slab rates.
- (b) For persons other than stated in (a) above, profits would be taxable @ 30%. No benefit of indexation by virtue of period of holding would be available in any case.
- (c) For a domestic company, gain arising from transfer of shares held as stock in trade will be chargeable under the head "Profit and gains of business or profession" as per the provision of the IT Act.

NON-RESIDENT SHAREHOLDERS

- (a) Non-Resident Shareholders can avail beneficial provisions of the applicable DTAA entered into by India with relevant shareholder country but subject to fulfilling relevant conditions and submitting /maintaining necessary documents prescribed under the Income Tax Act.
- (b) Where DTAA provisions are not applicable:
 - ∫ For non-resident individuals, HUF, AOP, BOI, profits would be taxable at slab rates
 - ∫ For foreign companies, profits would be taxed in India @ 40%
 - ∫ For other Non-Resident Shareholders, such as foreign firms, profits would be taxed in India @ 30%.

In addition to the above, Surcharge, Education Cess and Secondary and Higher Education Cess are leviable.

TAX DEDUCTION AT SOURCE

In case of Resident Shareholders

In absence of any specific provision under the Income Tax Act, the Company is not required to deduct tax on the consideration payable to resident shareholders pursuant to the said Buy-back.

In case of Non-Resident Shareholders

Since the buy-back is through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is primarily on the non-resident shareholder. It is therefore important for the non-resident shareholders to suitably compute such gains (if any) on this transaction and immediately pay taxes in India (either through deduction at source or otherwise) in consultation with their custodians /authorized dealers /tax advisors /stock broker appropriately. In the event, the Company is held liable for the tax liability of the Shareholder, the same shall be to the account of the Shareholder and to that extent the Company is entitled to be indemnified.

THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.

NOTES:

- i. In addition to the basic tax rate, Surcharge, Education Cess and Secondary and Higher Education Cess are leviable as under:
 - a. In case of foreign companies and FIIs: Surcharge is levied @ 2% on the amount of income tax if total income exceeds Rs. 1 crore but does not exceed Rs. 10 crore and @ 5% on the amount of income-tax if total income exceeds Rs. 10 crore.

- b. In case of other non-resident assesses (i.e. other than foreign companies): Surcharge @ 15% for non-resident individual/HUF (@12% in case of others) is levied where the total income exceeds Rs.1 crore.
 - c. In case of domestic companies: Surcharge @ 7% is levied where the total income exceeds Rs.1 crore but does not exceeds Rs.10 crores and @ 12% is levied where the total income exceeds Rs.10 crores.
 - d. In case of resident assesses (i.e. other than domestic companies): Surcharge @ 15% for Resident individual/HUF/AOP/BOI/Artificial Judicial Person (@12% in case of firm, local authority & Co-operative Society) is levied where the total income exceeds Rs.1 crore
 - e. Further, in a case where surcharge is levied, Education Cess of 2% and Secondary and Higher Education Cess off 1% will be levied on the amount of income-tax plus surcharge.
- ii. The above note on taxation sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the disposal of equity shares.
 - iii. All the above benefits are as the per the current tax laws (including amendments made by the Finance Act, 2016), legislation, its judicial interpretation and the policies of the regulatory authorities are subject to change from time to time, and theses may have a bearing on the benefits listed above. Accordingly, any changes or amendments in the law or relevant regulations would necessitate a review of the above.
 - iv. Several of these benefits are dependent on the shareholders fulfilling the conditions prescribed under the provisions of the relevant sections under the relevant tax laws.

THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.

RATE OF SURCHARGE AND CESS

In addition to the basic tax rate, Surcharge, Education Cess and Secondary and Higher Education Cess are leviable as under:

Surcharge

- a. In case of domestic companies: Surcharge @ 12% is leviable where the total income exceeds Rs. 10 crore and 7% where the total income exceeds Rs. 1 crore but less than 10 crore.
- b. In case of companies other than domestic companies: Surcharge @ 5% is leviable where the total income exceeds Rs. 10 crore and @ 2% where the total income exceeds Rs. 1 crore but less than Rs. 10 crore.
- c. In case of other assessee (i.e. Individuals, HUF's, AOP, BOI): Surcharge @ 15% is leviable where the total income exceeds Rs. 1 crore.

Further, the Finance Bill, 2017 has proposed to amend the surcharge rate from AY2018-19 as below:

- d. In case of resident assesses (i.e. other than domestic companies): Surcharge @ 15% for Resident individual/HUF/AOP/BOI/Artificial Judicial Person (@12% in case of firm, local authority & Co-operative Society) is levied where the total income exceeds Rs.1 crore

Further, the Finance Bill, 2017 has proposed to amend the surcharge rate from AY 2018-19 as below:

- J Surcharge @ 15% will be applicable where the total income exceeds Rs. 1 crore and @ 10% where the income exceeds Rs. 50 Lacs but less than Rs. 1 crore.
- J In case of Co-op. Societies, Firms & Local Authority: Surcharge @ 12% is leviable where the total income exceeds INR 1 crore.

Cess

Education Cess @ 2% and Secondary and Higher Education Cess @ 1% is leviable in all cases on the amount of tax and surcharge, if any.

24. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Part A of Schedule II to the SEBI Buy-back Regulations:

The Board of Directors made the following declaration as on the date of the Board Resolution approving the Buy-back (March 17, 2017). Subsequently, pursuant to the authority granted to the Buy-back Committee by the Board of Directors, the Buy-back Committee by its resolution dated May 5, 2017, has confirmed on behalf of Board of Directors that:

- 1) that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banks;
- 2) it has made a full enquiry conducted into the affairs and prospects of the Company, and has taken into account all the liabilities, as if the Company were being wound up under the provisions of the Companies Act (including prospective and contingent liabilities) has formed the opinion that:
 - a) immediately following the date of the Board Resolution (March 17, 2017), and the date of this Draft Letter of Offer, there will be no grounds on which the Company could be found unable to pay its debts;
 - b) as regards the Company's prospects for the year immediately following the date of the Board Resolution (March 17, 2017) and the date of this Draft Letter of Offer, and having regard to the Board's intention with respect to the management of the Company's business during that year, and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
 - c) in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, 2013.

This declaration is made and issued by the Buy-back Committee (under the authority of the Board of Directors) in terms of the resolution passed at the meeting of Buy-back Committee held on May 5, 2017.

For and on behalf of the Board of Directors of Marathon Nextgen Realty Limited

Name: Mr. Chetan Ramniklal Shah
Designation: Chairman and Managing Director
DIN: 00135296

Name: Mr. S. Ramamurthy
Designation: Whole Time Director and Chief Financial Officer
DIN: 00135602

25. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated March 17, 2017 received from M/s. Harbhakti and Co., Chartered Accountants, the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote:

“Board of Directors
Marathon Nextgen Realty Limited
Marathon Future X,
N.M. Joshi Marg,
Lower Parel,
Mumbai- 400 013

Independent Auditor's Report on buy back of shares pursuant to the requirement of conditions mentioned in terms of Clause (xi) of Part A of Schedule II to the Securities and Exchange Board of India (Buy-back of securities) Regulations, 1998, as amended

1. This Report is issued in accordance with the terms of our engagement letter dated March 7, 2017.
2. In connection with the proposal of Marathon Nextgen Realty Limited (the “**Company**”), and as approved by its Board of Directors at its meeting held on March 17, 2017, which is subject to the approval of the shareholders of the Company to buy back its equity shares and in pursuance of the provisions of Section 68 and 70 of the Companies Act, 2013 ('the Act') and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended ('the Regulations'), we have been engaged by the Company to perform a reasonable assurance engagement on the reporting criteria, specified in paragraph 6 of this report. The accompanying Statement of determination of

permissible capital payment towards Buy-back of Equity Shares (“the Statement”) is set out in Annexure A which we have initialled for identification purpose only.

Management’s Responsibility

3. The preparation of the Statement is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for ensuring that the Company complies with the requirements of the Regulations and provides all relevant information to Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, National Securities Depository Limited and the Central Depository Securities (India) Limited.
5. The Board of Directors are responsible for the following:
 - a. Appropriately determining the amount of permissible capital payment towards the Buy-back of equity shares in accordance with Section 68 of the Act,
 - b. To make a full inquiry into the affairs and prospectus of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of board meeting and the date on which the result of the shareholders’ resolution passed by way of postal ballot/e-voting approving the Buy-back is declared; and
 - c. A declaration signed by at least 2 directors of the Company, that the Board of Directors has made full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board meeting and the shareholders resolution process by way of postal ballot/e voting approving the buyback is declared and in forming the opinion, it has taken into account the liabilities as if the Company were being wound up under the provisions of the Act.

Auditor’s Responsibility

6. Pursuant to the requirements of conditions mentioned in terms of Clause (xi) of Part A of Schedule II of the Regulations, it is our responsibility to provide a reasonable assurance:
 - i. Whether we have inquired into the Company’s State of Affairs as on March 31, 2016 based on audited standalone financial statements;
 - ii. Whether the amount of capital payment for the Buy-back is within the permissible limit and computed in accordance with the provisions of Section 68 of the Act;
 - iii. Whether the Board of Directors has formed their opinion, as specified in Clause (x) of Part A of Schedule II of the Regulations, on a reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date on which the results of the postal ballot for Buy-back of its Equity shares will be declared; and
 - iv. Whether we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.
7. The standalone financial statements of the financial year ended March 31, 2016 referred to in paragraph 6 above, have been audited by us on which we issued an unmodified audit opinion vide our report dated May 30, 2016. Our audit of these standalone financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (‘ICAI’). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this Certificate.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by ICAI.
10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting criteria mentioned in paragraph 6 above. The procedures selected depend on the auditor’s judgment,

including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:

- i. We have inquired into the state of affairs of the Company in relation to its audited standalone financial statements for the year ended March 31, 2016;
- ii. Examined authorization for buyback from the Articles of Association of the Company;
- iii. Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within permissible limit computed in accordance with section 68 of the Act;
- iv. Examined that the ratio of debt owned by the Company, is not more than twice the paid up equity share capital and its free reserve after such buy-back;
- v. Examined that all Equity shares for buy-back are fully paid-up;
- vi. Examined resolution passed in the meeting of the Board of Directors;
- vii. Examined Director's declarations for the purpose of buy back and solvency of the Company;
- viii. Examined the copy of Explanatory Statement to the notice of general meeting for passing special resolution with regard to the buy-back of equity shares as per Schedule II of the Regulations ('the Explanatory Statement');
- ix. Obtained necessary representations from the management of the Company.

Opinion

Based on our examination and procedures performed by us as mentioned above, and the information and explanations given to us, we report that:

- 1) We have inquired into the company's state of affairs as on March 31, 2016;
- 2) The permissible capital payment towards Buy-back of Equity shares, as stated in Annexure A, is properly determined in accordance with Section 68 of the Act, and is not exceeding 25% of the total paid up capital and free reserves of the Company ; and
- 3) The Board of Directors, in their meeting held on March 17, 2017, have formed their opinion, as specified in clause (x) of Part A of Schedule II of the Regulations, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date on which the result of the shareholders' resolution passed by way of postal ballot/e-voting approving the Buy-back is declared. We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on Use

This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Regulations solely to enable them to include it (a) in the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders (b) in the public announcement to be made to the Shareholders of the Company, (c) in the draft letter of offer and letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies as required by the Regulations, the National Securities Depository Limited and the Central Depository Securities (India) Limited, and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. Haribhakti & Co. LLP shall not be liable to the Company, Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies as required by the Regulations, the National Securities Depository Limited and the Central Depository Securities (India) Limited or to any other concerned for any claims, liabilities or expenses relating to this assignment, except to the extent of fees relating to this assignment.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W/W100048

Snehal Shah

Partner

Membership No.048539

Encl: Statement of determination of permissible capital repayment towards Buy-back

Mumbai: March 17, 2017

Annexure A

Statement of determination of permissible capital payment towards Buy-back of Equity Shares ("the Statement") in accordance with the provisions of Section 68 (2) (b) and (c) of the Companies Act, 2013

Particulars	Amount (Rs.in	Amount (Rs.in
-------------	---------------	---------------

	million)	million)
Total paid up equity share capital as at March 31, 2016*		
28,437,345 equity Shares of Rs.10 each, fully paid up		284.37
Free reserves as per audited standalone financial statements as on March 31, 2016* -		
General Reserves	3,407.71	
Net surplus in the Statement of profit and loss	2,441.15	5,848.86
Total of paid up equity capital and free reserves as at March 31, 2016		6,133.23
Maximum amount permissible for Buy-back (i.e 25% of aggregate of paid-up capital and free reserves, with Board approval, which is subject to Shareholder approval) under section 68 (2) (b) and (c) of the Companies Act, 2013		1,533.31
Maximum amount permitted by Board resolution dated March 17, 2017 approving Buy-back, based on the standalone audited accounts for the year March 31, 2016, which is subject to Shareholder approval		1,495.27

*Calculation in respect to the Buy-back is done on basis of standalone audited financial statements of the Company for the year ended March 31, 2016.

For Marathon Nextgen Realty Limited

S. Ramamurthi

Whole-Time Director and Chief Financial Officer

Place: Mumbai

Date: March 17, 2017

Unquote

26. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company located at Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013 and the Corporate Office of the Company located at 702, Marathon Max, Mulund-Goregaon Link Road, Mulund (West), Mumbai 400 080 between 10.00 a.m. and 5.00 p.m. on any day, except Saturday, Sunday and public holidays, during the Tendering Period:

- (1) Copy of the Certificate of Incorporation;
- (2) Memorandum of Association and Articles of Association of the Company
- (3) Copy of the annual reports of the Company for the fiscal years ended March 31, 2016, March 31, 2015 and March 31, 2014 and limited reviewed financials for the nine months ended December 31, 2016;
- (4) Copy of the resolution passed by the Board of Directors at the meeting held on March 17, 2017 approving the proposal for Buy-back;
- (5) Copy of Report dated March 17, 2017 received from M/s Haribhakti & Co., Chartered Accountants, the Statutory Auditor of the Company, in terms of clause (xi) of Part A to Schedule II of the SEBI Buy-back Regulations;
- (6) Results of the resolution of the Shareholders passed by way of postal ballot dated April 27, 2017.
- (7) Copy of Declaration of solvency and an affidavit verifying the same, as prescribed under Section 68(6) of the Companies Act;
- (8) Observations from SEBI on the Draft Letter of Offer issued by its letter no. [] dated [];
- (9) Copy of Escrow Agreement dated [], 2017 entered into amongst the Company, the Manager to the Buy-back and the Escrow Agent;
- (10) Copy of the certificate from M/s V.R. Bhabra & Co. (Firm Registration No: 112861W), dated May 4, 2017 certifying that the Company has adequate funds for the purposes of Buy-back;
- (11) Copy of Public Announcement for Buy-back dated April 29, 2017 published in newspapers on May 1, 2017; and
- (12) Copy of the Bank Guarantee drawn at [] dated [] in favour of the Manager to Buy-back.

27. DETAILS OF COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. K.S. Raghavan

Company Secretary and Compliance Officer

Corporate Office: 702, Marathon Max

Mulund-Goregaon Link Road, Mulund (West)

Mumbai 400 080

Telephone: +91 22 6772 8484

Facsimile: +91 22 6772 8408

E-mail: krishnamurthy.raghavan@marathonrealty.com

Eligible Shareholders may contact the Company Secretary & Compliance Officer for any clarification or to address their grievances, if any, during office hours (10:00 a.m. to 5:00 pm.) on all Working Days except holidays.

28. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

- (a) In case of any grievances relating to the Buy-back (including non-receipt of the Buy-back consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach either of the Company Secretary & Compliance Officer, Manager to the Buy-back or the Registrar to the Buy-back for redressal thereof.
- (b) If the Company defaults in complying with the provisions of Sections 68, 69, 70 of the Companies Act including the rules thereunder, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, as applicable.
- (c) The address of the concerned office of the ROC is as follows:
The Registrar of Companies, Maharashtra
Ministry of Corporate Affairs,
Office of Registrar of Companies
100, Everest Building,
Marine Drive, Mumbai 400 002

29. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUY-BACK

In case of any query, the Equity Shareholders may contact the Registrar to the Buy-back on any day, except Saturday, Sunday and public holidays between 10:00 a.m. and 5:00 p.m. at the following address:

	<p>Adroit Corporate Services Private Limited 17/18/19/20, Jaferbhoy Industrial Estate, Andheri (East), Mumbai 400 072 Telephone: +91 22 4227 0400 Facsimile: +91 22 2850 3748 Contact Person: Ms. Valsa Sajan /Mr. Sandeep Holam E-mail: info@adroitcorporate.com; sandeeph@adroit.com;valsas@adroitcorporate.com Website: www.adroitcorporate.com SEBI Registration No.: INR000002227 CIN: U67190MH1994PTC079160</p>
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30. MANAGER TO THE BUY-BACK

	<p>ICICI Securities Limited ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai 400 020 Telephone: +91 22 2288 2460 Facsimile: +91 22 2282 6580 E-mail: marathon.buyback@icicisecurities.com; Contact Person: Mr. Arjun A Mehrotra /Mr. Rupesh Khant Website: www.icicisecurities.com SEBI Registration No.: INM000011179 CIN: U67120MH1995PLC086241</p>
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31. LEGAL COUNSEL TO THE BUY-BACK OFFER

	<p>Verist Law The Empire Business Centre, 414, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 Telephone: +91 22 6690 7368 Facsimile: +91 22 6787 1516 E-mail: contact@veristlaw.com Contact Person: Ms. Srishti Ojha /Mr. Madhav Kanoria Website: www.veristlaw.com</p>
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32. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE DRAFT LETTER OF OFFER

As per Regulation 19(1)(a) of the SEBI Buy-back Regulations, the Board of Directors accepts full and final responsibility for the information contained in this Draft Letter of Offer and for the information contained in all other advertisements, circulars, brochures, publicity materials, etc. which may be issued in relation to the Buy-back and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of Marathon Nextgen Realty Limited

Name: Chetan Ramniklal Shah

Name: S. Ramamurthi

Name: K. S. Raghavan

Designation: Chairman and
Managing Director

Designation: Whole-Time
Director and C.F.O.

Designation: Company Secretary
& Compliance Officer

DIN: 00135296

DIN: 00135602

Membership No.: ACS 8269

Place: Mumbai

Date: May 5, 2017

Bid Number:
Date:

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES DEMATERIALIZED FORM)**

BUY-BACK OPENS ON:	[]
BUY-BACK CLOSES ON:	[]
For Registrar's use	
Inward No.	Date
	Stamp

Route of investment (For Non-Resident Shareholders only)	
Portfolio Investment scheme	
Foreign Direct Investment scheme	
Others	

India Tax Residency Status: Please tick appropriate box

Resident in India Non-Resident in India Resident of _____ (Eligible Shareholder to fill-in the country of residence)

To,
The Board of Directors
Marathon Nextgen Realty Limited ("Company")
Marathon Future X,
N.M Joshi Marg,
Lower Parel, Mumbai 400 013
Telephone:+91 22 67248484/88,
Facsimile: +91 22 6158 8410

Status: Please tick appropriate box			
<input type="checkbox"/>	Individual	<input type="checkbox"/>	Foreign Institutional Investors/ Foreign Portfolio Investors
<input type="checkbox"/>	Foreign Company	<input type="checkbox"/>	Non Resident Indian / OCB
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / Financial Institution
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/ LLP
		<input type="checkbox"/>	Insurance Company
		<input type="checkbox"/>	FVCI
		<input type="checkbox"/>	Pension/ PF
		<input type="checkbox"/>	Others (specify)

Dear Sirs/ Madam,

Subject: Letter of Offer dated [] to Buy-back of not exceeding 54,37,345 (Fifty Four Lakhs Thirty Seven Thousand Three Hundred and Forty Five) fully paid-up equity shares of the Company of the face value of ₹ 10 each ("Equity Shares") at a price of ₹275(Rupees Two hundred and seventy five only) per Equity Share payable in cash ("Buy-back").

- I/We (having read and understood the Letter of Offer dated []) hereby tender/ offer my/ our Equity Shares in response to the Buy-back on the terms and conditions set forth below and in the Letter of Offer.
- I/ We authorise the Company to Buy-back the Equity Shares tendered (as mentioned below) or lesser number as the Board may decide and to issue instruction(s) to the Registrar to the Buy-back to extinguish the Equity Shares.
- I/ We hereby affirm and warrant that the Equity Shares comprised in this tender/ offer are offered for Buy-back by me/ us are free from all liens, pledges, equitable interest, charges and encumbrance.
- I/ We declare and warrant that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits/ restricts in any manner my / our right to tender Equity Shares for Buy-back and that I am / We are legally entitled to tender/ offer the Equity Shares for the Buy-back.
- I/ We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the SEBI Buy-back Regulations and circulars issued by SEBI.
- I/We agree that the excess Demat Shares or unaccepted Demat Shares, if any, tendered would be returned to the Eligible Shareholder as per the SEBI Buy-back Regulations and circulars issued by SEBI, the Stock Exchanges and the Clearing Corporation.
- I/ We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.
- I/ We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/ our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buy-back in accordance with the Companies Act, 2013 and rules made thereunder and the SEBI Buy-back Regulations.

----- Tear along this line -----

Acknowledgement Slip: Marathon Nextgen Realty Limited - Buy-back Offer
(to be filled by the Eligible Shareholder) (subject to verification)

Folio No./DP ID: _____ Client ID No.: _____
Received from M/s./Mr./ Ms.: _____
Form of Acceptance-cum-Acknowledgement, Original TRS along with:
No. of Equity Shares offered for Buy-back: (In Figures) _____
(In Words) _____

Please quote Client ID No. & DP No. for all future correspondence

STAMP OF BROKER

9. Details of Equity Shares held and tendered/ offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date i.e. May 12, 2017, Friday		
Number of Equity Shares entitled for Buy-back (Buy-back Entitlement)		
Number of Equity Shares tendered for Buy-back		
- Number of Equity Shares held for a period more than 12 months		
- Number of Equity Shares held for a period less than or equal to 12 months		

Note: An Eligible Shareholders may tender Equity Shares over and above their Buy-back Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buy-back Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder shall be Accepted in accordance with paragraph 21 on "Process and Methodology for the Buy-back" of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

10. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL <input type="checkbox"/>
Name of the Depository Participant	
DP ID No.	
Client ID with the Depository Participant	

11. Eligible Shareholders' Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Shareholder(s)				
Signature(s)*				
PAN No.				
Address of the Sole/First Eligible Shareholder				
Telephone No. / Email ID of the Sole/First Eligible Shareholder				

*Corporate must affix rubber stamp and sign under valid authority. The Corporate Authorisation should be enclosed with the application form submitted.

12. Applicable for all Non- resident Shareholders-

I/ We undertake to pay income taxes in India on any income arising on such Buy-back and taxable in accordance with the prevailing income tax laws in India within seventh day of the succeeding month in which the Equity Shares are bought back by the Company. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me/us. Details of bank account of the sole or first Shareholder to be incorporated in the consideration warrant (to be mandatorily filled).

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.

- This Buy-back will open on [] () and close on [] ().
- The Equity Shares tendered in the Buy-back shall be rejected if (i) the tenderer is not an Eligible Shareholder of the Company as on the Record Date; or (ii) if there is a name mismatch in the demat account of the Eligible Shareholder; or (iii) in case of receipt of completed tender application form but non receipt of shares in the special account of the clearing corporation or non-receipt of bid in the exchange bidding system.
- The Eligible Shareholder is required to transfer the Equity Shares under the Buy-back to Clearing Corporation, by using the settlement number through the early pay-in mechanism of Depositories. This shall be validated by the Shareholder Broker at the time of order/bid entry. The details of the settlement number for the Buy-back will be provided in a separate circular which shall be issued at the time of issue opening by Clearing Corporation.
- Eligible Shareholders who have tendered their Equity Shares in the Buy-back shall deliver the Tender Form duly signed (by all Eligible Shareholders in case Equity Shares are held in joint names) in the same order in which they hold the shares, along with the TRS generated by the stock exchange bidding system either by registered post, speed post or courier or hand delivery to the Registrar to the Buy-back, so that the same are received not later than 2 (two) days of Buy-back Closing Date ([]) by 5:00 p.m. The envelope should be super scribed as "Marathon Nextgen Buy-back Offer 2017". In case of non-receipt of the completed Tender Form and other documents, but receipt of Demat Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Buy-back shall be deemed to have been accepted, for the Eligible Shareholders holding the Demat Shares. The tendering of Demat Shares in the Buy-back shall be rejected for the Eligible Shareholders holding Demat Shares even in case of receipt of the completed Tender Form and other documents but non-receipt of Demat Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the stock exchange bidding system.
- The Eligible Shareholders who have tendered their Demat Shares in the Buy-back will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial Acceptance.
- For the procedure to be followed by Equity Shareholders for tendering in the Buy-back, please refer to Paragraph [] of the Letter of Offer.
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

----- Tear along this line -----
 ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUY-BACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

INVESTOR SERVICE CENTRE, MARATHON NEXTGEN BUY-BACK OFFER 2017

Adroit Corporate Services Private Limited

17/18/19/20, Jaferbhoy Industrial Estate,

Andheri (East), Mumbai 400 072

Telephone: +91-22 4227 0400; **Facsimile:** +91 22 2850 3748

Email: info@adroitcorporate.com; sandeeph@adroitcorporate.com; valsas@adroitcorporate.com

Contact Person: Ms. Valsa Sajan/ Mr. Sandeep Holam; **Website:** http://www.adroitcorporate.com

Bid Number:
Date:

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)**

BUY-BACK OPENS ON:	[]
BUY-BACK CLOSES ON:	[]
For Registrar's use	
Inward No.	Date
	Stamp

Route of investment (For Non-Resident Shareholders only)	
Portfolio Investment scheme	
Foreign Direct Investment scheme	
Others	

India Tax Residency Status: Please tick appropriate box

Resident in India Non-Resident in India Resident of _____ (Eligible Shareholder to fill-in the country of residence)

To,

The Board of Directors

Marathon Nextgen Realty Limited ("Company")

Marathon Future X,

N.M Joshi Marg,

Lower Parel, Mumbai 400 013

Telephone: +91 22 6724 8484/88,

Facsimile: +91 22 6158 8410

Status: Please tick appropriate box					
<input type="checkbox"/>	Individual	<input type="checkbox"/>	Foreign Institutional Investors/ Foreign Portfolio Investors	<input type="checkbox"/>	Insurance Company
<input type="checkbox"/>	Foreign Company	<input type="checkbox"/>	Non Resident Indian / OCB	<input type="checkbox"/>	FVCI
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / Financial Institution	<input type="checkbox"/>	Pension/ PF
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/ LLP	<input type="checkbox"/>	Others (specify)

Dear Sirs/ Madam,

Subject: Letter of Offer dated [] to Buy-back of not exceeding 54,37,345 (Fifty Four Lakhs Thirty Seven Thousand Three Hundred and Forty Five) fully paid-up equity shares of the Company of the face value of ₹ 10 each ("Equity Shares") at a price of ₹275 (Rupees Two hundred and seventy five only) per Equity Share payable in cash ("Buy-back").

- I/ We (having read and understood the Letter of Offer dated []) hereby tender/ offer my/ our Equity Shares in response to the Buy-back on the terms and conditions set forth below and in the Letter of Offer.
- I/ We authorise the Company to Buy-back the Equity Shares tendered (as mentioned below) or lesser number as the Board may decide and to issue instruction(s) to the Registrar to the Buy-back to extinguish certificates for the Physical Shares.
- I/ We hereby affirm and warrant that the Equity Shares comprised in this tender/ offer are offered for Buy-back by me/ us are free from all liens, pledges, equitable interest, charges and encumbrance.
- I/ We declare and warrant that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits/ restricts in any manner my / our right to tender Equity Shares for Buy-back and that I am / We are legally entitled to tender/ offer the Equity Shares for the Buy-back.
- I/ We agree that the Company is not obliged to accept any Equity Shares offered for Buy-back where loss of Equity Share certificates has been notified to the Company.
- I/ We irrevocably and unconditionally agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration may be paid as per the SEBI Buy-back Regulations and circulars issued by SEBI.
- I/ We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.
- I/ We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/ our tender/ offer and agree to abide by any decision that may be taken by the Company to effect the Buy-back in accordance with the Companies Act 2013 and rules made thereunder and the SEBI Buy-back Regulations.
- I/ We authorise the Company to split the certificates for Physical Share and issue a new consolidated certificates for Physical Share for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered by me/ us in the Buy-back.

----- Tear along this line -----

Acknowledgement Slip: Marathon Nextgen Realty Limited - Buy-back Offer 2017 (to be filled by the Eligible Shareholder) (subject to verification)

Ledger Folio No.: _____

Received from M/s/ Mr./ Ms. _____

Form of Acceptance-cum-Acknowledgement, Original TRS along with:

No. of Equity Shares offered for Buy-back (In Figures) _____

(In Words) _____

Please quote Ledger Folio No. for all future correspondence

STAMP OF BROKER

10. Details of Equity Shares held and tendered/ offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date i.e. May 12, 2017, Friday		
Number of Equity Shares entitled for Buy-back (Buy-back Entitlement)		
Number of Equity Shares tendered for Buy-back		
- Number of Equity Shares held for a period more than 12 months		
- Number of Equity Shares held for a period less than or equal to 12 months		

Note: Eligible Shareholders may tender Equity Shares over and above their Buy-back Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buy-back Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder shall be accepted in accordance with paragraph 21 on "Process and Methodology for the Buy-back" of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

11. Details of certificate(s) for Physical Shares enclosed: Total number of certificate(s) for Physical Shares submitted:

Serial No.	Folio No.	Share Certificate No.	Distinctive No.		No. of Equity Shares
			From	To	
1.					
2.					
3.					
4.					
Total					

In case the number of folios and equity share certificates enclosed exceed four nos., please attach a separate sheet giving details in the same format as above.

12. Details of the bank account of the sole or first Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

13. Details of other Documents (duly attested) (Please tick as appropriate, if applicable) enclosed:

<input type="checkbox"/>	Power of Attorney	<input type="checkbox"/>	Previous RBI approvals for acquiring the Equity Shares of Marathon Nexgen Realty Limited
<input type="checkbox"/>	Corporate authorizations	<input type="checkbox"/>	Death Certificate
<input type="checkbox"/>	Succession Certificate	<input type="checkbox"/>	Self attested copy of Permanent Account Number (PAN Card)
<input type="checkbox"/>	TRS	<input type="checkbox"/>	Others (please specify)

14. Eligible Shareholders' Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Shareholder(s)				
Signature(s)*				
PAN No.				
Address of the Sole/First Eligible Shareholder				
Telephone No. / Email ID of the Sole/ First Eligible Shareholder				

* Corporate must affix rubber stamp and sign.

Applicable for all Non- resident Shareholders- I/ We undertake to pay income taxes in India on any income arising on such Buy-back and taxable in accordance with the prevailing income tax laws in India within seventh day of the succeeding month in which the Equity Shares are bought back by the Company. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me/us.

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

1. This Buy-back will open on [] () and close on [] ().
2. Eligible Shareholder(s) who wish to tender their Equity Shares in response to this Buy-back should deliver the following documents so as to reach the Registrar to the Buy-back on or before [], 2017 () (by 05.00 p.m.). Non-receipt of the below mentioned documents by the Registrar to the Buy-back on or before [] () (by 05.00 p.m.) shall result in the rejection of the tendered Equity Shares:
 - (a) The Tender form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold shares;
 - (b) Original certificate(s) for Physical Shares;
 - (c) Valid share transfer form(s) (SH-4) duly filled and signed by the transferors (i.e. by all Eligible Shareholders in case the Equity shares are held in joint names, in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorising the transfer in favour of the Company.
 - (d) Self-attested copy of the Permanent Account Number (PAN) Card of all Eligible Shareholders.
 - (e) A cancelled cheque of the Account where the funds are to be credited
 - (f) Any other relevant documents such as (but not limited to):
 - (i) Duly attested power of attorney registered with the Registrar, if any person other than the Eligible Shareholder has signed the relevant Tender Form.
 - (ii) Notarised copy of death certificate /succession certificate or probated will, if the original in case any Eligible Shareholder(s) is deceased.
 - (iii) Necessary corporate authorisation, such as Board Resolutions/ General Meeting Resolutions, etc., in case of companies.
 - (iv) In addition to the above, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, such Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the documents viz., valid Aadhar Card, Voter identity card or Passport.
3. Eligible Shareholders to whom the offer for the Buy-back is made are free to tender Equity Shares to the extent of their Buy-back Entitlement in whole or in part or in excess of their Buy-back Entitlement, but not exceeding their holding as on the Record Date.
4. All documents sent by the seller member/ custodian will be at their own risk and the seller member/ custodian is advised to adequately safeguard their interests in this regard. For the procedure to be followed by Equity Shareholders for tendering in the Buy-back, please refer to paragraph [] of the Letter of Offer.
5. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) The documents mentioned in the Tender Form for Eligible Shareholders holding Physical Shares are not received by the Registrar to the Buy-back on or before the close of business hours of [], 2017 ([]) by 05:00 p.m; (ii) If the certificates of Physical Shares is not enclosed with the Tender Form; (iii) If the transfer/ transmission of Physical Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iv) If the Eligible Shareholders bid the Equity Shares but if the Registrar to the Buy-back does not receive the certificate for Physical Shares tendered in the Buy-back; or (v) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or the Registrar to the Buy-back.
6. All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

----- Tear along this line -----
ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR
TO THE BUY-BACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NUMBER:
INVESTOR SERVICE CENTRE, MARATHON NEXTGEN BUY-BACK OFFER 2017

Adroit Corporate Services Private Limited

17/18/19/20, Jaferbhoy Industrial Estate,
Andheri (East), Mumbai 400 072

Telephone: +91 22 4227 0400; **Facsimile:** +91 22 2850 3748

Email: info@adroitcorporate.com; sandeeph@adroitcorporate.com; valsas@adroitcorporate.com

Contact Person: Ms. Valsa Sajan / Mr. Sandeep Holam; **Website:** http://www.adroitcorporate.com