

MARATHON NEXTGEN REALTY LTD.



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

✓
July 07, 2017

To
Dept. of Corporate Services
The BSE Ltd.
P.J. Towers, Dalal Street
Mumbai- 400 001
Scrip Code : 503101

To
Dept. of Corporate Services
The NSE Ltd.
BKC, Bandra (E)
Mumbai - 400 050
Symbol: "MARATHON"

Dear sirs,

Sub: Buy-back of 54,37,345 Equity shares of face value of Rs.10/- each ("Equity Shares") by Marathon Nextgen Realty Limited ("the Company").

Ref.: Confirmation of the Extinguishment of Shares Bought-back. : Reg 19(4) of Buy back.

This certificate is being submitted in compliance with the requirements of Regulation 12 (3) of the Securities & Exchange Board of India (Buy-back of Securities) Regulations, 1998 and subsequent amendments thereto ("Buy-back Regulations").

Pursuant to the Letter of Offer dated June 01, 2017, that was dispatched to shareholders of the Company as on the Record Date (May 12, 2017). The Company commenced the Buy-back of 54,37,345 Equity Shares through the tender offer process from June 12, 2017 to June 23, 2017 (both days inclusive). During the course of the Buy-back, the Company bought back the entire 54,37,345 fully paid-up Equity shares (both in physical and dematerialized form).

Further, we hereby confirm that out of the 54,37,345 Equity Shares bought-back by the Company, 359 Equity Shares were held in physical form and 54,36,986 were held in the demat form. In accordance with Regulation 12 (2) of the Buy-



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back Regulations, the Equity Shares held in the demat form have been extinguished in the manner specified under the Securities & Exchange Board of India (Depository and Participants) Regulations, 1996. Further, the Equity Shares held in the physical form have been extinguished in accordance with the Regulation 12 (1) of the Buy-back Regulations.

Reconciliation of Share Capital of the Company (pre & post extinguishment) is 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) 6% 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) 0% Cumulative Preference Shares	₹100.00 lakhs (1,00,000 shares at 0% of ₹100 each)	₹100.00 lakhs (1,00,000 shares at 0% of ₹100 each)
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)

The Share Certificates pertaining to 359 Equity Shares bought-back in physical form have been physically destroyed in presence of the Registrar to the Buy-back i.e. Adroit Corporate Services Pvt. Ltd and Statutory Auditors of the Company , i.e. Haribhakti & Co. LLP in accordance with the Regulation 12 (1) of the Buy-back Regulations.

As required under Regulation 19 (4) of the Buy-back Regulations, an intimation aforesaid bought-back Equity Shares having been extinguished as stated above has been given to the Stock Exchanges on July 06, 2017 where the Shares of the Company are listed - The BSE Ltd. and The NSE Ltd., a copy of which is enclosed as Annexure A for your reference.



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We are also enclosing a copy of the extinguishment confirmation (debit) letter Ref No: II/CA/COM/29807/2017 dated July 6,2017 issued by the National Securities Depositories Limited, as Annexure B for your reference. This is for your information and record.

Thanking you.

Yours faithfully,
For Marathon Nextgen Realty Limited



K. S. Raghavan
Company Secretary & compliance Officer.
M. No.: ACS 8269

Place: Mumbai
Date: July 7, 2017

We hereby certify the compliance by the Company with Regulation 12 (1) of the Buy-back Regulations and we confirm that we have verified the contents of this certificate, we find the same to be in accordance with the Buy-back Regulations.

For Adroit Corporate Services Pvt. Ltd.

For Haribhakti & Co. LLP



Sushant Alva
Compliance Officer



N. Surreash
Assistant General Manager

Snehal Shah
Partner
Membership No:048539

Place; Mumbai.
Dated: July 7,2017

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July 06, 2017

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Dept. of Corporate Services
The BSE Ltd.
P.J. Towers, Dalal Street
Mumbai- 400 001
Scrip Code : 503101

To
Dept. of Corporate Services
The NSE Ltd.
BKC, Bandra (E)
Mumbai - 400 050
Symbol: "MARATHON"

Dear sirs,

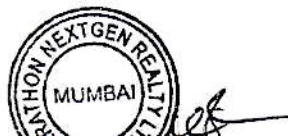
Sub: Completion of extinguishment of 54,36,986 Equity Shares (Demat) of the Marathon Nextgen Realty Limited ("the Company").

Pursuant to the Public Announcement dated April 29, 2017 published on May 1, 2017 (the "Public Announcement") and the Letter of Offer dated June 01, 2017 (the "Letter of Offer"), the Tendering Period for the Buy-back which opened on June 12, 2017 was closed on June 23, 2017.

In accordance with the provisions of Regulation 19 (4) of the Securities & Exchange Board of India (Buy-back Regulations), 1998 as amended (the "Buy-back Regulations"), the following are the details of the Equity Shares bought-back by the Company were extinguished.

The Equity Shares extinguished are as under:

Name of the Depository Participant and DPID no.	Client ID	Date of Extinguishment	No. of Equity Shares extinguished
Axis Bank Ltd DPID - IN 300484	25471184	July 6, 2017	54,36,986



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The terms used but not defined in this letter shall same meaning as assigned in the Public Announcement and the Letter of Offer.

We enclose herewith certificate Ref: II/CA/COM/29807/2017 dated July 06, 2017 received from NSDL relating to the above extinguishment of 54,36,986 Equity Shares, in accordance with the provisions of Regulation 12 (4) of the Buy-back Regulations.

The number of Equity Shares bought-back and the post buy-back shareholding pattern were disclosed in the Post Buy-back Public Announcement published on July 6, 2017, the same have been reproduced below for ease of reference:

Category of Shareholders	Pre-Buy-back		Post-Buy-back*	
	No. of Equity Shares	% to the existing Equity Share capital	No. of Equity Shares	% to the post-Buy-back Equity Share Capital
Promoter (i.e. promoter and promoter group)	2,13,27,900	75.00	1,72,42,223	74.97
Foreign Investors (Including Non-Resident Indians, FIIs and Foreign Mutual Funds)	1,87,332	0.66		
Financial Institutions / Banks, NBFC's & Mutual Funds	4,15,130	1.46		
Others (Public, Public Bodies Corporate, Clearing Members, Trusts and HUF)	65,06,983	22.88	57,57,777	25.03
Total	2,84,37,345	100.00	230,00,000	100.00

Thanking you.

Yours faithfully,
For Marathon/Nextgen Realty Limited



K. S. Raghavan
Company Secretary & Compliance Officer

Encl.: NSDL certificate Ref: II/CA/COM/29807/2017 dated July 06, 2017

National Securities Depository Limited



Ref: II/CA/COM/29807/2017

July 06, 2017

The Company Secretary
Marathon Nextgen Realty Limited
Opp Moraji Mills (now Peninsula Corporate Park),
Off Ganpatrao Kadam Marg,
Lower Parel (West),
Mumbai - 400 013

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Adroit Corporate Services Pvt. Limited , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE182D01012	MARATHON NEXTGEN REALTY LIMITED EQ	Debit	1	5,436,986.000	06/Jul/2017

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Nitin Ambure
Vice President



Digitally Signed By
Name: NITIN K AMBURE
Date: 06/07/2017 12:46:22
Reason: Authentication
Location: NSDL, Mumbai