

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

March 24, 2018

To

The BSE Ltd.  
P.J. Towers, Dalal Street  
Mumbai - 400 001

To

The NSE Ltd.  
BKC, Bandra (E)  
Mumbai - 400 050

**Scrip Code : 503101**

**Symbol: MARATHON**

**Sub: Voting Result - Postal Ballot - Subdivision of face value of shares**

Dear Sirs,

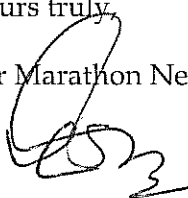
Pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015 and Postal Ballot Notice dated February 08, 2018, please find enclosed herewith the Voting Result of Postal Ballot along with the Scrutinizer's Report issued by Mr. Nitin Joshi, Practicing Company Secretary, the Scrutinizer.

You are requested to take the same on your record.

Thanking you,

Yours truly,

For Marathon Nextgen Realty Ltd.



K.S.Raghavan  
Company Secretary & Compliance Officer  
ACS 8269



1. SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10/- PER SHARE TO RS. 5/- PER SHARE :

Agenda - wise disclosure (to be disclosed separately for each agenda item)

Date of the AGM/EGM		24.03.2018						
Resolutions passed through Postal Ballot on :		5438						
Total number of shareholders on record date		5438						
No. of shareholders present in the meeting either in person or through proxy:		Not Applicable						
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:		Not Applicable						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	17242223	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)	17242223	17242223	100.0000	17242223	0	100.0000	0.0000
	<b>Total</b>	17242223	17242223	100.0000	17242223	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	13201	0	0.0000	0	0	0	0
	Postal Ballot(if applicable)	13201	0	0.0000	0	0	0	0
	<b>Total</b>	13201	0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	E-Voting		619607	10.7859	619606	1	99.9998	0.0002
	Poll	5744576	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)	5744576	700748	12.1984	700748	0	100.0000	0.0000
	<b>Total</b>	5744576	1320355	22.9844	1320354	1	99.9999	0.0001
<b>Total</b>		23000000	18562578	80.7069	18562577	1	100.0000	0.0000



**2. ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

Date of the AGM/EGM	24.03.2018
Resolutions passed through Postal Ballot on :	
Total number of shareholders on record date	5438
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group:	Not Applicable
Public:	
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:	Not Applicable
Public:	

**Agenda - wise disclosure (to be disclosed separately for each agenda item)**

Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	17242223	0	0.0000	0	0	0	0
Public Institutions	Postal Ballot (if applicable)	17242223	17242223	100.0000	17242223	0	100.0000	0.0000
	Total	17242223	17242223	100.0000	17242223	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	13201	0	0.0000	0	0	0	0
Public Non-Institutions	Postal Ballot (if applicable)	13201	0	0.0000	0	0	0	0
	Total	13201	0	0.0000	0	0	0.0000	0.0000
Total	E-Voting		619607	10.7859	619269	338	99.9454	0.0546
	Poll	5744576	0	0.0000	0	0	0	0
Total	Postal Ballot (if applicable)	5744576	700748	12.1984	700748	0	100.0000	0.0000
	Total	23000000	1320355	22.9844	1320017	338	99.9744	0.0256
Total		23000000	18562578	80.7069	18562240	338	99.9982	0.0018



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

March 24, 2018

To  
The Members  
Marathon Nextgen Realty Limited  
Mumbai 400 013

Dear sirs,

**Sub: Declaration of Voting Results – Postal Ballot –  
Voting concluded on March 23, 2018 at 5.00 p.m.**

On the basis of the Report dated March 24, 2018 forwarded by the Scrutinizer, Mr.Nitin R. Joshi - Practicing Company Secretary, since the Ordinary Resolutions mentioned in the "Postal Ballot Notice" dated February 08, 2018, sent to the Shareholders for their voting got concluded on Friday, March 23, 2018 and were voted in favor with absolute majority. I hereby declare them as "Passed".

For MARATHON NEXTGEN REALTY LTD.

  
S. RAMAMURTHI

WHOLE-TIME DIRECTOR & CEO



**Nitin R. Joshi**

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

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

Date: 24.03.2018

**REPORT OF THE SCRUTINIZER**

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

Dear Sir,

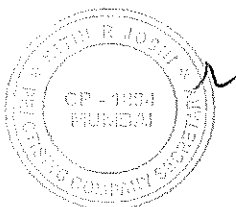
I, Nitin R. Joshi, a Company Secretary in Practice, have been appointed as a scrutinizer for postal ballot voting process including voting by way of electronic means/e-voting(hereinafter referred as "the said Voting Process") by the Board of Directors of Marathon Nextgen Realty Limited (the Company) for the purpose of scrutinizing the said Voting Process under the provisions of Section 110 of the Companies Act 2013(the Act) read with the Companies (Management and Administration) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and applicable rules relating to the said Voting Process on the Ordinary Resolutions contained in the Postal Ballot Notice (the Notice) dated 04.01.2018 issued under Section 110 of the Act. My responsibility as a scrutinizer for the said Voting Process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities and physical postal ballots received from Members.

The Board of Directors of the Company has appointed me as the scrutinizer for the said voting process in respect of the following resolutions:

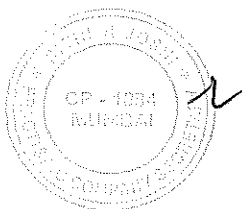
Resolution-1: As an Ordinary Resolution for Sub-Division of Equity shares from the Face Value of Rs. 10/- per share to Rs. 5/- per share:

Resolution-2: As an Ordinary Resolution for Alteration of the Memorandum of Association of the Company:



I further state that:

1. Sending of e-mails or dispatch of the Notices along with Postal Ballot Forms to all the Members, whose names appeared in the Register of Members / Records of Depositories as on 09.02.2018, have been completed by the Company on 15.02.2018. The Members of the Company as on cut -off date i.e. Friday, 09.02.2018 were entitled to vote on the resolution contained in the Notice.
2. The Particulars of all postal ballot forms received from the Members have been entered in a separate register maintained for the purpose.
3. The e-voting commenced from Tuesday, 20.02.2018 at 10.00 AM and ended on Friday, 23.03.2018 5.00 PM.
4. I have downloaded the data of e-voting after the e-voting module was disabled by the National Securities Depository Limited (NSDL) on 23.03.2018 at 5.00 PM.
5. All postal ballot forms received up to the close of working hours (i.e. 5.00 PM) on 23.03.2018, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny and none of the envelopes containing the postal ballot forms received after the business hours (i.e. 5.00 PM) on 23.03.2018.
6. The postal ballot envelopes were opened from time to time, under my supervision and the last lot was opened on 23.03.2018 after 5.00 P.M. in the presence of two (2) witnesses not being employees of the Company.
7. The postal Ballot forms were scrutinized and details of shareholders were matched with the Register of Members of the Company.
8. I did not find any defaced or mutilated ballot paper.
9. A summary of the postal ballot papers received and e-voting is given below:



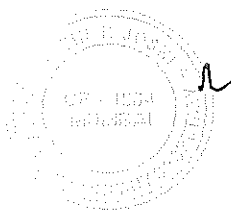
**Resolution-1: As an Ordinary Resolution for Sub-Division of Equity shares from the Face Value of Rs. 10/- per share to Rs. 5/- per share:**

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total Public paid up equity capital(i.e.23000000 shares)	% of Total Votes Polled
<b>Physical Mode</b>					
A	Total Postal Ballot Forms received	34	17943356	78.01	----
B	Less :Invalid Postal Ballot Forms	05	385	---	----
C	Net Valid Postal Ballot in physical (A-B)	29	17942971	78.01	----
<b>Electronic Mode</b>					
D	Total E-voting option received	18	619607	2.69	----
E	Less:- Invalid E-voting option	--	--	--	----
F	Net Valid E-voting option (D-E)	18	619607	2.69	----
	<b>Total Net Valid Postal Ballot in Physical and electronic mode (C+F)</b>	<b>47</b>	<b>18562578</b>	<b>80.70</b>	<b>100%</b>
G	Postal Ballot Forms with assent for Ordinary Resolution-Physical	29	17942971	78.01	----
H	E-voting Options with assent for Ordinary Resolution-Electronic	17	619606	2.69	----
	<b>Total Postal Ballot Forms with assent in physical and electronic mode</b>	<b>46</b>	<b>18562577</b>	<b>80.70</b>	
I	Postal Ballot Forms with dissent for Ordinary Resolution-Physical	--	--	--	----
J	E-voting option with dissent for Ordinary Resolution-Electronic	01	01	--	----
	<b>Total Postal Ballot Forms with dissent in Physical and electronic mode</b>	<b>01</b>	<b>01</b>	<b>--</b>	<b>0.00%</b>
<p>In brief total votes cast for the Ordinary Resolution is 100% and total votes cast against the Ordinary Resolution is 0.00% and therefore the aforesaid "Ordinary Resolution" has been carried through with the requisite majority.</p>					



**Resolution-2 : As an Ordinary Resolution for Alteration of the Memorandum of Association of the Company:**

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total Public paid up equity capital(i.e.23000000 shares)	% of Total Votes Polled
<b>Physical Mode</b>					
A	Total Postal Ballot Forms received	34	17943356	78.01	----
B	Less :Invalid Postal Ballot Forms	05	385	--	----
C	Net Valid Postal Ballot in physical (A-B)	29	17942971	78.01	----
<b>Electronic Mode</b>					
D	Total E-voting option received	18	619607	2.69	----
E	Less:- Invalid E-voting option	--	--	--	----
F	Net Valid E-voting option (D-E)	18	619607	2.69	----
	<b>Total Net Valid Postal Ballot in Physical and electronic mode (C+F)</b>	<b>47</b>	<b>18562578</b>	<b>80.70</b>	<b>100%</b>
G	Postal Ballot Forms with assent for Ordinary Resolution-Physical	29	17942971	78.01	----
H	E-voting Options with assent for Ordinary Resolution-Electronic	16	619269	2.69	----
	<b>Total Postal Ballot Forms with assent in physical and electronic mode</b>	<b>45</b>	<b>18562240</b>	<b>80.70</b>	
I	Postal Ballot Forms with dissent for Ordinary Resolution-Physical	--	--	--	----
J	E-voting option with dissent for Ordinary Resolution-Electronic	02	338	--	----
	<b>Total Postal Ballot Forms with dissent in Physical and electronic mode</b>	<b>02</b>	<b>338</b>	<b>--</b>	<b>0.00</b>
<p><b>In brief total votes cast for the Ordinary Resolution is 100% and total votes cast against the Ordinary Resolution is 0.00% and therefore the aforesaid "Ordinary Resolution" has been carried through with the requisite majority.</b></p>					





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

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

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

Thanking you,

Yours faithfully,



**(NITIN R. JOSHI)**

**Practicing Company Secretary**

FCS 3137 CP 1884

Place : Mumbai

Dated :24.03.2018.

