

Date: March 20, 2024

To,

BSE Limited,

Listing Department,

P.J. Towers, Dalal Street,

Mumbai - 400001.

Scrip Code: 503101

NSE Limited,

Listing Department,

Exchange Plaza, Plot No. C/1, G Block,

BKC, Bandra (East), Mumbai - 400051

NSE Code: MARATHON

Subject: Outcome of Postal Ballot and Disclosure of Voting Results as per the requirements of Regulation 44 (3) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended along with Scrutinizer Report.

Dear Sir/ Madam,

This is with reference to our Postal Ballot Notice dated February 15, 2024 seeking approval of the Shareholders of the Company by way of Postal Ballot (remote e-voting) and pursuant to Regulation 30 of Listing Regulations and as per the Scrutinizer's Report dated March 19, 2024, the following resolutions have been declared as passed by the shareholders of the Company on March 19, 2024 with the requisite majority:

Sr. No.	Description of Resolutions	Type of Resolution
1.	Alteration of Articles of Association: To delete the entire Clauses Nos. 89 (i) to 92.17, including the entire First Schedule - Part - A & Part - B upto Sl. no 26, appearing in the Articles of Association of the Company.	Special Resolution
2.	Alteration of Memorandum of Association: To add the "Borrowing Clause" as Sl. No.19 under Sl. No. B - Matters which are necessary for furtherance of the Objects specified in Clause III (A).	Special Resolution

In this regard, please find attached herewith the proceedings of postal ballot as annexed in **Annexure - A.**

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Further in this regard, please find attached herewith the voting results of the Postal Ballot in compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the report of Scrutinizer on remote e-voting annexed as **Annexure- B**.

This is for your kind information and record.

Thanking you,

Yours Faithfully,

Marathon Nextgen Realty Limited

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K S Raghavan

Company Secretary and Compliance Officer

Membership No.: A8269

Annexure - A**PROCEEDINGS OF POSTAL BALLOT CONDUCTED BY REMOTE E-VOTING FOR RESOLUTION(S) PASSED ON TUESDAY, MARCH 19, 2024 BY THE SHAREHOLDERS OF MARATHON NEXTGEN REALTY LIMITED.**

Pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management: and Administration) Rules, 2014 ("Rules"), Secretarial Standard-2 on general meeting (the "SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), for holding general meetings/conducting postal ballot process through e voting vide General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, and General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (the "MCA Circulars"), Notice of postal ballot dated February 15, 2024 ("Notice") was sent by electronic mode to the shareholders at their email addresses registered with the Depository Participant / the Company on February 15, 2024 to obtain approval of shareholders through Postal Ballot for:

Sr. No.	Description of Resolution
1.	Alteration of Articles of Association: To delete the entire Clauses Nos. 89 (i) to 92.17, including the entire First Schedule - Part - A & Part - B upto Sl. no 26, appearing in the Articles of Association of the Company.
2.	Alteration of Memorandum of Association: To add the "Borrowing Clause" as Sl. No.19 under Sl. No. B - Matters which are necessary for furtherance of the Objects specified in Clause III (A).

The Company had engaged services of National Securities Depository Limited to enable members to cast their votes electronically. The e-voting period commenced on Monday, February 19, 2024 at 09:00 a.m Hours IST and ended on Tuesday, March 19, 2024 at 05:00 p.m. Hours IST. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date casted their vote electronically.

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After due scrutiny of all the votes casted through e-Voting, the Scrutinizer Mr. Nitin Joshi (Mem. No. FCS 1884), Practising Company Secretary, submitted his report on March 19, 2024. The Postal Ballot Result was announced by him as per the Scrutinizer's Report on March 19, 2024. Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we would like to inform you that all these resolutions have been passed with requisite majority.

Yours Faithfully,

Marathon Nextgen Realty Limited

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K S Raghavan

Company Secretary and Compliance Officer

Membership No.: A8269

**DETAILS OF VOTING RESULTS AS PER REGULATION 44 OF THE SEBI (LODR)
REGULATIONS, 2015.**

Date of Postal Ballot:	Date of Postal Ballot Notice: February 15, 2024; Resolution is deemed to be passed on March 19, 2024, being the last date for e-voting.
Total number of shareholders on record date:	11594
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoters Group:	-
Public	-
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	-
Public	-

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Resolution 1: Alteration of Articles of Association: To delete the entire Clauses Nos. 89 (i) to 92.17, including the entire First Schedule – Part - A & Part - B upto Sl. no 26, appearing in the Articles of Association of the Company.

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To delete the entire Clauses Nos. 89 (i) to 92.17, including the entire First Schedule – Part - A & Part - B upto Sl. no 26, appearing in the Articles of Association of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37702556	37184446	98.6258	37184446	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		37702556	37184446	98.6258	37184446	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public-Non Institutions	E-Voting	13468741	2912916	21.6272	2910433	2483	99.9148	0.0852
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		13468741	2912916	21.6272	2910433	2483	99.9148
Total		51171297	40097362	78.3591	40094879	2483	99.9938	0.0062
Whether resolution is Pass or Not.							Yes	

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Resolution 2: Alteration of Memorandum of Association: To add the “Borrowing Clause” as Sl. No.19 under Sl. No. B - Matters which are necessary for furtherance of the Objects specified in Clause III (A).

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To add the “Borrowing Clause” as Sl. No.19 under Sl. No. B - Matters which are necessary for furtherance of the Objects specified in Clause III (A)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37702556	37184446	98.6258	37184446	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	37702556	37184446	98.6258	37184446	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	13468741	2912916	21.6272	2910219	2697	99.9074	0.0926
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	13468741	2912916	21.6272	2910219	2697	99.9074	0.0926
Total		51171297	40097362	78.3591	40094665	2697	99.9933	0.0067
Whether resolution is Pass or Not.							Yes	

SRINIVAS RAGHAVAN
KRISHNAMURTHY

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SRINIVAS RAGHAVAN
KRISHNAMURTHY
Date: 2024.03.20
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Nitin R. Joshi

B.COM., LL.B., D.C.E.C., F.C.S.
COMPANY SECRETARY
(Peer Reviewed Firm)

415, Marathon Max, Next to Udyog Kshetra, Jn. of L.B.S. Marg & Goregaon Link Road, Mulund (W),
Mumbai-400 080. Tel. 2562 5660. Cell 98201 29178. E-mail:n_r_joshi@yahoo.com

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 conducting the postal ballot through e-voting process by way of electronic means/e-voting (hereinafter referred to 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 compliance with the requirements of the Act and applicable rules relating to the said Voting Process on the Special resolutions contained in the Postal Ballot Notice (the Notice) dated 15.02.2024 issued under Section 110 of the Act. My responsibility as a scrutinizer for the said Voting Process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the Notice based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities to the Members.

The Company has appointed me as the scrutinizer for the said voting process in respect of the following Special Resolutions:

Resolution No. 1: Alteration of Articles of Association: To delete the entire Clauses Nos. 89 (i) to 92.17, including the entire First Schedule – Part - A & Part - B up to Sl. no 26, appearing in the Articles of Association of the Company:

Resolution No.2: Alteration of Memorandum of Association: To add the "Borrowing Clause" as Sl.No.19 under Sl. No. B - Matters which are necessary for furtherance of the Objects specified in Clause III (A).

I further state that:

1. The Notice of the Postal Ballot was sent to the Members of the Company through electronic mode on 15.02.2024, to those members whose email addresses are registered with the Company/Depositories as of the cut-off date i.e. 09.02.2024. The Members of the Company as of 09.02.2024 were entitled to vote on the resolutions contained in the Notice.



2. The hard copy of the Notice along with the Postal Ballot form and pre-paid business envelope has not been sent to the Members. Accordingly, the communications of the assent or dissent of the Members took place through the remote voting system only.
3. The e-voting commenced on Monday 19.02.2024 at 09 A.M. (IST) and ends on Tuesday 19.03.2024 at 05.00 P.M. (IST).
4. I have downloaded the data of e-voting after the e-voting module was disabled by the National Securities Depository Limited (NSDL) on 19.03.2024 at 5.00 P.M. A summary of the said voting Process is given below:

Resolution No. 1: Alteration of Articles of Association: To delete the entire Clauses Nos. 89 (i) to 92.17, including the entire First Schedule – Part - A & Part - B up to Sl. no 26, appearing in the Articles of Association of the Company:

Sr. No.	Particulars	No. of Members E-voting	No. of Shares	% of total paid-up Equity capital (i.e.25,58,56,485 shares)	% of Total E-Voting
Electronic Mode					
1	Total E-voting option received	105	40097362	15.67	--
2	Less:- Invalid E-voting option	--	--	--	--
3	Net Valid E-voting option (D-E)	105	40097362	15.67	--
	Total Net Valid Votes in Electronic Mode	105	40097362	15.67	100.00
4	E-voting Options with assent for Special Resolution-Electronic	90	40094879	15.67	99.99
5	E-voting option with dissent for Special Resolution-Electronic	15	2483	--	00.01
In brief total votes cast for special Resolution is 99.99% and the total votes cast against special resolution is 0.01% therefore the aforesaid special resolution has been carried through with the requisite majority.					

Resolution No. 2: Alteration of Memorandum of Association: To add the "Borrowing Clause" as Sl. No.19 under Sl. No. B - Matters which are necessary for furtherance of the Objects specified in Clause III (A).

Sr. No.	Particulars	No. of Members E-voting	No. of Shares	% of total paid-up Equity capital (i.e.25,58,56,485 shares)	% of Total E-Voting
Electronic Mode					
1	Total E-voting option received	105	40097362	15.67	--
2	Less:- Invalid E-voting option	--	--	--	--
3	Net Valid E-voting option (D-E)	105	40097362	15.67	--
	Total Net Valid Votes in Electronic Mode	105	40097362	15.67	100.00
4	E-voting Options with assent for Special Resolution-Electronic	89	40094665	15.67	99.99
5	E-voting option with dissent for Special Resolution-Electronic	16	2697	--	00.01
In brief total votes cast for Special Resolution is 99.99% and the total votes cast against special resolution is 00.01% therefore the aforesaid special resolution has been carried through with the requisite majority.					



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 the e-voting facility extended by them, which includes all the particulars of members such as the names, folio number, DP ID/Client ID number of shares held, number of shares voted, no. of shares assented, no. of shares dissented, and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman/any other Authorised Director 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 a Scrutinizer for the above Postal Ballot.

Thanking you,

Yours faithfully,

NITIN Digitally signed
by NITIN
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(NITIN R. JOSHI)
Practicing Company Secretary
FCS 3137 CP 1884
UDIN: F003137E003605109

Dated: 19.03.2024

Place: Mumbai

