

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),
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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
RAMNIKAL
JOSHI
RAMNIKAL
JOSHI
AL JOSHI Date: 2024.03.19
17:41:52 +05'30'

(NITIN R. JOSHI)

Practicing Company Secretary

FCS 3137 CP 1884

UDIN: F003137E003605109

Dated: 19.03.2024

Place: Mumbai

