

# M P SANGHAVI & ASSOCIATES LLP

Company Secretaries

LLPIN – AAS-2921

Office No.227, Avior Corporate Park,  
Nirmal Galaxy LBS Road,  
Mulund West, Mumbai - 400080  
Tel: 022 2591 8827/ 4640 4420  
Website. [www.mpsanghavi.com](http://www.mpsanghavi.com)

## SCRUTINIZER'S REPORT

(Pursuant to Section 108 to 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Company (Management and Administration) Rules, 2014 as amended)

July 29, 2024

**The Company Secretary**  
**Marathon Nextgen Realty Limited**  
Marathon Futurex N. M. Joshi Marg,  
Lower Parel, Mumbai- 400013  
CIN: L65990MH1978PLC020080

**Sub: Scrutinizer's Report on E-voting in connection with resolution(s) included in the Postal Ballot Notice dated June 21, 2024 issued by M/s Marathon Nextgen Realty Limited ("the Company")**

Dear Sir,

I, Pushpal Sanghavi, Partner of M/s. MP Sanghavi & Associates LLP, Company Secretaries (FRN: L2020MH007000) was appointed as Scrutinizer by the Board of Directors of Marathon Nextgen Realty Limited (CIN L65990MH1978PLC020080) (hereinafter referred to as 'the Company') at its Meeting held on June 21, 2024, to scrutinize and submit report on votes cast by electronic means only (remote e-voting) by the Shareholders of the Company in respect of all Resolutions as set out in the Postal Ballot Notice dated June 21, 2024. Accordingly, I submit my report as under:

1. In accordance with General Circular Nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 8, 2021; 3/2022 dated May 05, 2022; 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), the Company had on June 28, 2024 completed dispatch of Postal Ballot Notice by email to the Members whose name appeared on the Register of Members/List of Beneficiaries and whose e-mail id(s) were registered with the Company and/or their depositories as on cut-off date i.e. June 21, 2024.
2. A Public Notice that the Company had send Postal ballot notice to the Shareholders along with other information was published in June 29, 2024 edition of Business Standard (in English) and Mumbai Lakshdeep (in Marathi).

**Regd Office: Runwal Anthurium, T4-602, LBS Road, Mulund West, Mumbai 400 080**



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3. In compliance with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-Voting facility to all its Shareholders, as on cut-off date, to enable them to cast their votes electronically. The E-voting started from Saturday, June 29, 2024, at 9:00 a.m. (IST) and ended on Sunday July 28, 2024, at 5:00 p.m. (IST) ('e-voting period').
4. The Company had engaged National Securities Depository Limited (NSDL) as the service provider, for extending the facility of e-voting to all the Members of the Company.
5. E-voting was unblocked by me on Sunday July 28, 2024 after 5.00 p.m. in presence of two witnesses, who are not in the employment of the Company and E-voting report was downloaded from website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in respect of members, who voted through e-voting.

Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of the Companies Act, 2013 read with the rules thereunder and MCA circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Postal ballot and voting by electronic means. Our responsibility as Scrutinizer for e-voting process is restricted to scrutinizing the votes cast and submitting our Report on the votes cast "in favour" or "against" the resolution(s) proposed in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by NSDL.

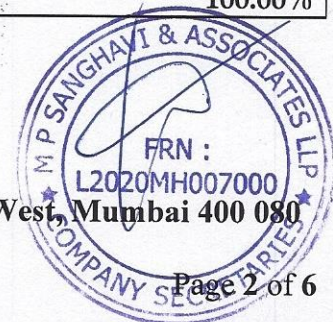
Based on report made available from E-voting system of NDSL website, I hereby report as under:

## RESOLUTION NO. 1: Ordinary Resolution

Appointment of Mr. Kaivalya C Shah (DIN No: 03262973) as a Director of the Company:

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
<b>Voted in Favour</b>			
Remote e-voting	83	22,55,337	99.9799%
Total-A	83	22,55,337	99.9799%
<b>Voted Against</b>			
Remote e-voting	10	453	0.0201%
Total-B	10	453	0.0201%
<b>Grand Total (A+B)</b>	<b>93</b>	<b>22,55,790</b>	<b>100.00%</b>

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## RESOLUTION NO. 2: Ordinary Resolution

Appointment of Mr. Kaivalya C Shah (DIN No: 03262973) as a Whole-Time Director of the Company.:

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
<b>Voted in Favour</b>			
Remote e-voting	82	22,55,122	99.9704%
<b>Total-A</b>	<b>82</b>	<b>22,55,122</b>	<b>99.9704%</b>
<b>Voted Against</b>			
Remote e-voting	11	668	0.0296%
<b>Total-B</b>	<b>11</b>	<b>668</b>	<b>0.0296%</b>
<b>Grand Total (A+B)</b>	<b>93</b>	<b>22,55,790</b>	<b>100.00%</b>

## RESOLUTION NO. 3: Ordinary Resolution

Appointment of Mr. Samyag M Shah (DIN No: 06884897) as a Director of the Company:

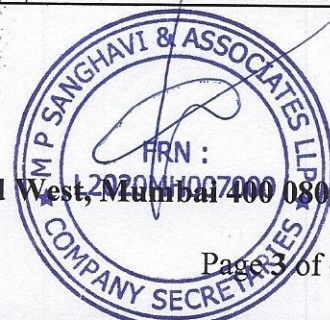
Particulars	Number of Members	Number of Votes	% of Total Votes Cast
<b>Voted in Favour</b>			
Remote e-voting	83	22,55,337	99.9799%
<b>Total-A</b>	<b>83</b>	<b>22,55,337</b>	<b>99.9799%</b>
<b>Voted Against</b>			
Remote e-voting	10	453	0.0201%
<b>Total-B</b>	<b>10</b>	<b>453</b>	<b>0.0201%</b>
<b>Grand Total (A+B)</b>	<b>93</b>	<b>22,55,790</b>	<b>100.00%</b>

## RESOLUTION NO. 4: Ordinary Resolution

Appointment of Mr. Samyag M Shah (DIN No: 06884897), as a Whole-Time Director of the Company:

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
<b>Voted in Favour</b>			
Remote e-voting	82	22,55,122	99.9704%
<b>Total-A</b>	<b>82</b>	<b>22,55,122</b>	<b>99.9704%</b>
<b>Voted Against</b>			
Remote e-voting	11	668	0.0296%
<b>Total-B</b>	<b>11</b>	<b>668</b>	<b>0.0296%</b>
<b>Grand Total (A+B)</b>	<b>93</b>	<b>22,55,790</b>	<b>100.00%</b>

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## RESOLUTION NO. 5: Ordinary Resolution

Appointment of Mr. Devendra Shrimanker (DIN: 00385083) as an Independent Director:

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
<b>Voted in Favour</b>			
Remote e-voting	91	3,94,88,971	99.9989%
Total-A	91	3,94,88,971	99.9989%
<b>Voted Against</b>			
Remote e-voting	9	450	0.0011%
Total-B	9	450	0.0011%
<b>Grand Total (A+B)</b>	100	3,94,89,421	100.00%

## RESOLUTION NO. 6: Ordinary Resolution

Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company:

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
<b>Voted in Favour</b>			
Remote e-voting	92	3,94,89,186	99.9989%
Total-A	92	3,94,89,186	99.9989%
<b>Voted Against</b>			
Remote e-voting	9	450	0.0011%
Total-B	9	450	0.0011%
<b>Grand Total (A+B)</b>	101	3,94,89,636	100.00%

## RESOLUTION NO. 7: Special Resolution

To consider and approve proposal for fund raising in one or more tranches by way of issuance of equity shares and/or equity linked securities:

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
<b>Voted in Favour</b>			
Remote e-voting	91	3,94,89,160	99.9989%
Total-A	91	3,94,89,160	99.9989%
<b>Voted Against</b>			
Remote e-voting	9	450	0.0011%
Total-B	9	450	0.0011%
<b>Grand Total (A+B)</b>	100	3,94,89,610	100.00%

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## RESOLUTION NO. 8: Ordinary Resolution

To ratify remuneration paid to M/s. Manish Shukla & Associates, Cost Accountants as Cost Auditor of the Company for FY 2022-23:

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
<b>Voted in Favour</b>			
Remote e-voting	91	3,94,89,160	99.9989%
<b>Total-A</b>	<b>91</b>	<b>3,94,89,160</b>	<b>99.9989%</b>
<b>Voted Against</b>			
Remote e-voting	9	450	0.0011%
<b>Total-B</b>	<b>9</b>	<b>450</b>	<b>0.0011%</b>
<b>Grand Total (A+B)</b>	<b>100</b>	<b>3,94,89,610</b>	<b>100.00%</b>

## RESOLUTION NO. 9: Ordinary Resolution

To ratify remuneration payable to M/s. Manish Shukla & Associates, Cost Accountants as Cost Auditor of the Company for FY 2023-24:

Particulars	Number of Members	Number of Votes	% of Total Votes Cast
<b>Voted in Favour</b>			
Remote e-voting	90	3,94,89,157	99.9989%
<b>Total-A</b>	<b>90</b>	<b>3,94,89,157</b>	<b>99.9989%</b>
<b>Voted Against</b>			
Remote e-voting	10	453	0.0011%
<b>Total-B</b>	<b>10</b>	<b>453</b>	<b>0.0011%</b>
<b>Grand Total (A+B)</b>	<b>100</b>	<b>3,94,89,610</b>	<b>100.00%</b>

Based on the above, we report that Ordinary Resolution Nos. 1, 2, 3, 4, 5, 6, 8 and 9 and Special Resolution No.7 proposed in the Postal Ballot Notice dated June 21, 2024, were approved by the Shareholders with requisite majority.

The Chairman / Company Secretary may accordingly declare the result of voting through remote e-voting facility in connection with the resolutions proposed in the Postal Ballot Notice dated June 21, 2024.



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Soft copy of the list of shareholders who voted For and Against the resolution by way of remote e-voting, as downloaded from the E-voting website of NSDL has been sent to the Company Secretary of the Company.

With warm regards

For M P Sanghavi and Associates LLP

FRN: L2020MH007000



CS Pushpal Sanghavi

ACS-22908, CP-13125

UDIN - A013125F000849840

Peer Review Certificate No: 2972/2023

Date: 29<sup>th</sup> July 2024

Place: Mumbai