

MARATHON NEXTGEN REALTY LIMITED



Regd. Off.: Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai 400 013
Tel.: +91-22-6724 8484 Fax: +91-22-6772 8408 CIN: L65990MH1978PLC020080
E-mail: shares@marathonnextgen.com Website: www.marathonnextgen.com

September 08, 2020

To

To

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

The NSE Limited
Listing Department
BKC, Bandra (E)
Mumbai 400 051
Symbol: MARATHON

Subject: Intimation of 43rd Annual General Meeting, Closure of Register of Members and Share Transfer books and Remote E-voting for the Schedule 43rd Annual General Meeting of members of the Company.

Dear sirs,

This is to inform you that the **43rd Annual General Meeting (AGM)** of the members of the Company is scheduled to be held on **Wednesday, September 30, 2020 at 03.00 P.M.** through Video Conferencing/ Other Audio Visual means ("VC/ OAVM").

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, September 24, 2020 to Wednesday, September 30, 2020 (both days inclusive)** for the purpose of AGM.

Further in Compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through e-voting services, on all resolutions set forth in the notice of Annual General Meeting. The E-voting period begins on **Sunday, September 27, 2020 at 09.00 a.m and ends on Tuesday, September 29, 2020 at 5.00 p.m.**

Further the cut off date for E-voting will be **September 23, 2020.**

This is for your information and records.

Thanking you,

Yours faithfully,

For Marathon Nextgen Realty Limited



K. S. Raghavan
Company Secretary & Compliance Officer

CC:

1. NSDL
2. CDSL
3. Adroit Corporate Services Private Limited (RTA)

August 26, 2020

Dear Member,

You are cordially invited to attend the **43rd Annual General Meeting** of the members of **MARATHON NEXTGEN REALTY LIMITED** ("the Company") to be held on **Wednesday, September, 30 2020 at 3:00 p.m. IST** through **video conference and other audio visual means (VC)**. The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013, ('the Act') read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

Very truly yours,

Sd/-

K. S. Raghavan
Company Secretary

Enclosures:

1. Notice to the 43rd Annual General Meeting
2. Instructions for participation through VC
3. Instructions for e-voting

NOTICE

Notice is hereby given that the 43rd Annual General Meeting (AGM) of the members of **MARATHON NEXTGEN REALTY LIMITED** ("the Company") will be convened **Wednesday, September, 30 2020 at 3:00 p.m IST** through Video Conferencing / Other Audio **Visual Means (VC)** to transact the following business:

A. ORDINARY BUSINESS :

1. To receive, consider and adopt the Financial Statements for the year ended on March 31, 2020 and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place Ms. Shailaja C. Shah, who retires by rotation and being eligible offers herself for re-appointment.

B. SPECIAL BUSINESS :

3. Appointment (Regularizing) of Mr. Atul Jayantilal Mehta (DIN 08697102) as an Independent Director of the Company:

To Consider and if thought fit to pass with or without modifications the following resolution as an **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152,161(1) read with Schedule IV ,Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), , Mr. Atul Jayantilal Mehta (DIN 08697102) be and is hereby appointed as an Independent Director of the Company , not subject to retirement by rotation, to hold office with effect from February 13, 2020 for a period of five years till February 12, 2025."

4. Appointment (Regularizing) of Mrs. Parul Abhoy Shah (DIN 02899386) as an Independent Director of the Company

To Consider and if thought fit to pass with or without modifications the following resolution as **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152,161(1) read with Schedule IV , Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Mrs. Parul Abhoy Shah (DIN 02899386) be and is hereby appointed as an Independent Director of the Company , not subject to retirement by rotation, to hold office with effect from February 13, 2020 for a period of five years till February 12, 2025."

5. Re-appointment of Mr. S. Ramamurthi (DIN 00135602) as Whole Time Director & CFO of the Company

To Consider and if thought fit to pass with or without modifications the following resolution as **Special Resolution:-**

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the reappointment of Mr. S. Ramamurthi as a Whole-Time Director & CFO of the Company without remuneration for a period of five years effective from May 1, 2020 as per the terms set out in the draft agreement to be entered into between the Company and Mr. S. Ramamurthi with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Mr. S. Ramamurthi."

"RESOLVED FURTHER THAT notwithstanding anything contained in Part II of the Schedule V of the Companies Act, 2013, Mr. S. Ramamurthi will not be paid any remuneration whatsoever for the services being rendered by him during the tenure of his appointment as Whole Time Director & CFO of the Company until such time the Board decides otherwise except the reimbursement of vehicle expenses, entertainment and/or other expenses, if any, at actuals incurred by him for and on behalf of the business of the Company."

6. To consider and approve Employees' Stock Option Plan 2020 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) read with Section 67 of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as "SEBI SBEBS Regulations"), the provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other prevailing statutory guidelines in that behalf (hereinafter together referred to as "the Extant Guidelines") and subject to such other approvals, permissions and sanctions as may be necessary from appropriate authorities and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to

include any committee including the Nomination, Remuneration and Compensation Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), approval and consent of the members of the Company be and is hereby accorded to the Board to approve, introduce and implement the Employees' Stock Option Plan 2020 (hereinafter referred to as the "ESOP") and to create, offer and grant Options not exceeding 23,00,000 Options (twenty three lacs) convertible into equivalent number of equity shares of the Company to the present and future employees of the Company who are in permanent employment of the Company including Directors of the Company whether whole-time or not (except Independent Directors, Promoters or person belonging to Promoter Group and Directors who directly or indirectly holds more than 10% of the outstanding equity shares of the Company), and whether working in India or outside India as may be selected by the Board on the basis of criteria prescribed in the Scheme (collectively referred as "Eligible Employees") in one or more tranches, at such price and on such other criteria and terms and conditions as may be fixed or determined by the Board in accordance with Scheme, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Employees' Stock Option Plan 2020.

RESOLVED FURTHER THAT the Board be and is hereby authorized to:-

- (i) determine the terms and conditions of grant, issue, re-issue, cancel and withdrawal of stock options from time to time;
- (ii) issue and allot equity shares upon exercise of options from time to time in accordance with the Scheme and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.
- (iii) to take necessary steps for listing of the equity shares allotted under the Employees' Stock Option Plan 2020 on the Stock Exchanges where the equity shares of the Company are listed as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the other applicable laws, guidelines, rules and regulations.
- (iv) formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw the Employees' Stock Option Plan 2020 and to make any modifications, changes, variations, alterations or revisions in it, as it may deem fit, from time to time in conformity with the provisions of the Companies Act 2013, the SEBI SBEB Regulations and other applicable Laws, circulars and guidelines, unless such modifications, changes, variations, alterations, or revisions is detrimental to the material interest of the employees of the Company with regard to the options that may have already been granted or shares vested.
- (v) do all such acts, deeds, things and matters as may be considered necessary or expedient including delegation of all or any of the powers herein conferred by this resolution to any committee of directors, director, officer or authorized representative of the Company; and
- (vi) settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company".

7. **To consider and approve extending benefits of the Employees' Stock Option Plan 2020 to the Employees of the Holding Company and the Subsidiary Companies of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time (hereinafter referred to as "SEBI SBEB Regulations"), the provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other prevailing statutory guidelines in that behalf (hereinafter together referred to as "the Extant Guidelines") and subject to such other approvals, permissions and sanctions as may be necessary from appropriate authorities and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee including the Nomination, Remuneration and Compensation Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), approval and consent of the members of the Company be and is hereby accorded to extend the benefits of the Employees' Stock Option Plan 2020, within the overall ceiling of 23,00,000 (Twenty three lacs only) Options convertible into equivalent number of equity shares of the Company to the present and future employees of the any existing and future subsidiary(ies) of the Company, who are in permanent employment of the Holding Company of the Company and the Subsidiary(ies) of the Company including its respective directors whether whole-time or not (except Independent Directors, Promoters or person belonging to Promoter Group and Directors who directly or indirectly holds more than 10% of the outstanding equity shares of the Company), and whether working in India or outside India as may be selected by the Board on the basis of criteria prescribed in the Scheme in one or more tranches and on such other criteria, terms and conditions as may be fixed or determined by the Board in accordance with Scheme, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company".

8. **To consider and approve Draft scheme of Amalgamation of Marathon Nextgen Townships Private Limited (MNTPL) the wholly owned subsidiary of the Company ("Transferor Company") with the Company and their respective shareholders under sections 230 to 232 of the Companies Act, 2013. and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, to the extent still applicable provisions of the Companies Act, 1956, along with the rules and regulations issued thereunder, including any statutory modifications, re-enactments or amendments made thereto from time to time, subject to the Memorandum of Association and Articles of Association of the Company, approval from the members of the Company, approval from its creditors and subject to the sanction of the National Company Law Tribunal ("NCLT") constituted under the Companies Act, 2013, and subject to the approval of any other statutory or governmental authorities, the Draft Scheme of Amalgamation of Marathon Nextgen Townships Private Limited, company incorporated under the provisions of Companies Act, 1956 and having its registered office address at 702, Marathon Max, Junction of

Mulund - Goregaon Link Road, Mulund (W) Mumbai 400080, the wholly owned subsidiary of the Company ("MNTPL" or "Transferor Company"); by Marathon Nextgen Realty Limited (the "Company") and their respective shareholders and creditors ("Scheme") which is placed before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT Sundaram Ramamurthi, Whole time Director and CFO, Chetan R. Shah, Chairman & Managing Director and Mr. K. S. Raghavan, Company Secretary of the Company and/ or Authorised Signatories of the Company, be and are hereby jointly/ or severally authorised to make such alterations and changes in the Scheme, as may be expedient and necessary for satisfying the requirement(s) or conditions imposed by the NCLT or any other statutory authorities as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said draft Scheme, as approved in this meeting.

RESOLVED FURTHER THAT Sundaram Ramamurthi, Whole time Director and CFO, Chetan R. Shah, Chairman & Managing Director and Mr. K. S. Raghavan, Company Secretary of the Company, be and are hereby jointly/ or severally authorised to do, or cause to be done all such acts, deeds and things, and/or file all such documents, as may be necessary for the sanctioning and implementation of the Scheme."

Registered Office:

Marathon FutureX,
NM Joshi Marg,
Lower Parel,
Mumbai - 400 013.
Date: August 26, 2020

By Order of the Board

K. S. Raghavan
Company Secretary

Notes:

1. In view of the continuing COVID-19 pandemic, for maintaining social distancing norms and pursuant to General Circular No.s 14/2020, 17/2020 and 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 2020, respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 issued by the Securities and Exchange Board of India (collectively referred to as 'the Circulars') permitted the holding of AGM through VC/OAVM, without the physical presence of the members at a common venue. Accordingly, the 43rd AGM of the Company will be convened through VC/OAVM in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder, Listing Regulations read with the aforesaid Circulars.
2. In line with the circulars, the company is providing VC/OAVM facility to its members to attend the AGM. The facility for attending the AGM virtually will be made available for 1,000 members on first come first served basis. This will not include large members (i.e. members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination, governance and compensation committee and stakeholders' relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The VC/OAVM facility for members to join the meeting, shall be kept open 30 minutes before the start of the AGM and shall be closed on expiry of 30 minutes after start of the AGM. Members can attend the AGM through VC/OAVM by following the instructions mentioned in this notice.
4. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
5. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2020. Members seeking to inspect such documents can send an email to shares@marathonnextgen.com OR cs@marathonrealty.com.
8. Members whose shareholding is in electronic mode are requested to notify about change of address and updates about bank account details to their respective depository participants(s) (DP). Please refer point no. 16 for the process to be followed for updating bank account mandate.
9. Members are requested to address all correspondence related matters, to the RTA, ADROIT CORPORATE SERVICES PVT. LTD., 19/20, JAFERBHOY INDUSTRIAL ESTATE, MAKWANA ROAD, MAROL NAKA, ANDHERI (E), MUMBAI 400059
10. Members are requested to correspond with the RTA for their unclaimed Dividends and for their Equity shares held in Physical form or with the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
11. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Nitin R. Joshi, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

12. The e-voting period commences on 27/09/2020 (9:00 a.m. IST) and ends on 29/9/2020 (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 23/09/2020 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on 23/09/2020.
13. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
14. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
15. In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 43rd AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
16. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, ADROIT CORPORATE SERVICES PVT. LTD. at N.Surreash@adroitcorporate.com to receive copies of the Annual Report 2019-20 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report, user ID / password for e-voting and updation of bank account mandate.

Type of Holder	Process to be followed	
	Registering Email Address	Updating bank account details
Physical	Send a request to the RTA of the Company, ADROIT CORPORATE SERVICES PVT. LTD at N.Surreash@adroitcorporate.com providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for registering email address.	Send a request to the RTA of the Company, ADROIT CORPORATE SERVICES PVT. LTD at N.Surreash@adroitcorporate.com providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for updating bank account details. The following additional details need to be provided in case of updating bank account details : • Name and branch of the bank, • the bank account type, • Bank account number allotted by their banks after implementation of core banking solutions • 9 digit MICR Code Number • 11 digit IFSC • a scanned copy of the cancelled cheque bearing the name of the first member.
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

17. Members may also note that the Notice of the 43rd AGM and the Annual Report 2019-20 will also be available on the Company's website, <http://www.marathonnextgen.com/annual.html>, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
18. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
19. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
20. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL, and RTA and will also be displayed on the Company's website, www.marathonnextgen.com.
21. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

Registered Office:

Marathon FutureX,
NM Joshi Marg,
Lower Parel,
Mumbai - 400 013.
Date: August 26, 2020

By Order of the Board

K. S. Raghavan
Company Secretary

Instructions for participation through VC

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same at www.evoting.nsdl.com under shareholders login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders login where the EVEN of company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Members are encouraged to join the meeting through laptops instead of mobiles for better experience.
3. Further members will be required to allow camera usage on their systems and use a good speed internet to avoid any disturbance during the meeting.
4. Please note that participants connecting through mobile devices or tablets or laptop, via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions during the meeting need to register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, e-mail ID and mobile number at shares@marathonnextgen.com on or before 30/9/2020
6. Those members who have registered themselves as a speakers in advance will only be allowed to express their views/ask questions during the meeting.
7. The company reserves the right to limit the number of speakers depending on the availability of time at the AGM.
8. In case any assistance is needed, members may contact: a. Mr. Amit Vishal, Senior Manager, NSDL at amitv@nsdl.co.in or at telephone number: 022-24994360. b. Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in or at telephone number: 022-2499454

Instructions for e-voting

In compliance with Regulation 44 of the SEBI Listing Regulations, Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules thereunder, the company is pleased to provide remote e-voting facility to members to cast their vote on all resolutions set forth in the notice convening the Annual General Meeting (AGM) to be held on September 30, 2020 at 3.00 pm. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to its members

The remote e-voting period begins on 27/09/2020 (9:00 a.m. IST) and ends on 29/09/2020 (5:00 p.m. IST)

The remote e-voting module shall be disabled by NSDL for voting thereafter.

The details of the process and manner for remote e-voting are explained below :

Step 1 : Log-in to the NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-voting system.

Details on Step 1 is mentioned below:**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to n_r_joshi@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shares@marathonnextgen.com OR cs@marathonrealty.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shares@marathonnextgen.com OR cs@marathonrealty.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013.**Item No.3: Appointment of Mr. Atul Jayantilal Mehta (DIN 08697102)**

The Section 149 of the Act, inter-alia provided that an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment for a further term of up to 5 years on passing of a special resolution by the company and disclosure of such appointment in the Board's report. No independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director.

The Board of Directors at their meeting held on February 13, 2020 had appointed Mr. Atul Jayantilal Mehta, (Independent Director) as an Additional Director of the Company. Pursuant to Section 161 of the Companies Act 2013, he hold office with effect from February 12, 2020 for a period of five years till February 22, 2025. A Notice along with the necessary deposit has been received from a member under Section 160 (1) of the Companies Act 2013 proposing the candidature of Mr. Atul Jayantilal Mehta ..

Brief Profile:**1. Personal Details:**

Name: Mr.AtulJayantilal Mehta.
DIN: 08697102
Date of Birth: August 17,1957.
Residence: A resident of Mulund (W), Mumbai-80.

2. Education:

Completed his graduation as a Bachelor of Engineering (BE-Civil) with Civil as main in the year 1980 from the University of Bombay.

3. Career Path:

Involved in Building and Construction activities from the year 1983 to 2014. During the three decades of his involvement he had credit of achieving 100% completion of project on time and provided defect free units/projects. As the Real estate sector has undergone many changes in the past two decades, has opted out from the business of Construction and got involved with Project Management Consultancy work, wherein he is assisting /providing services related to Construction matters.

4. Present:

Presently working as a Project Management Consultant mainly for re-development of old, dilapidated, cessed building and housing societies in and around Mulund /Bhandup suburbs. The potential in the redevelopment segment of real estate sector, at present is very positive and in increasing level and his expertise could be harnessed at appropriate time.

Upon the approval of the appointment by the shareholders necessary appointment letter signifying the appointment as Independent Director will be issued to him.

Disclosure of Interest:

None of the Directors of the Company are directly, or indirectly, concerned or interested in the Resolution.

Item No.4: Appointment of Mrs.ParulAbhoy Shah (DIN 02899386)

The Section 149 of the Act, inter-alia provided that an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment for a further term of up to 5 years on passing of a special resolution by the company and disclosure of such appointment in the Board's report. No independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director.

The Board of Directors at their meeting held on February 13, 2020 had appointed Mrs.ParulAbhoy Shah, (Independent Director) as an Additional Director of the Company. Pursuant to Section 161 of the Companies Act 2013, she hold office with effect from February 13, 2020 for a period of five years till February 12, 2025. A Notice along with the necessary deposit of has been received from a member under Section 160 (1) of the Companies Act 2013 proposing the candidature of Mrs.ParulAbhoy Shah .

Brief Profile:**1. Personal Details:**

Name: Mrs.ParulAbhoy Shah
DIN: 02899386
Date of Birth: 02-06-1961
Residence: A resident of Mulund (W), Mumbai-80.

2. Education:

Completed her graduation in Architecture from University of Bombay as a B. Arch and member of Indian Institute of Architecture as well as Council of Architecture in the year 1984.

3. Career Path and Present activities:

She has worked with PatellBatiwala& Associates, renowned Architecture Firm from 1984 to 1986 in designing on various Airport Ancillary Buildings in Mumbai. She started her own practice from 1986 to 1994. In 1995, she has moved to Mauritius on professional grounds. After returning, she continued her practice and involved in devising designs and detailing for various types of Buildings from the year 1984 onwards. The business model in which she operates is LLP and she is one of the Designated Partners along with her husband. Also she is involved in Interior Designing of various spaces as well.

Upon the approval of the appointment by the shareholders necessary appointment letter signifying the appointment as Independent Director will be issued to her.

Disclosure of Interest:

None of the Directors of the Company are directly, or indirectly, concerned or interested in the Resolution.

Item No.5: Re-appointment of Mr. S. Ramamurthi (DIN:00135602):

The terms of appointment of Mr. S. Ramamurthi as Whole Time Director & CFO without remuneration has expired on 30th April, 2020. The Nomination & Remuneration Committee at its Meeting held on June29,2020 had recommended his reappointment to the Board. The Board of Directors of the Company at its meeting held on 29/06/2020 approved his re-appointment as Whole-Time Director & CFO of the Company for a further period of Five years effective from 1st May, 2020.

Mr. Ramamurthi has consented to act as such, if re-appointed.

He will not be paid any remuneration for the services rendered by him except the reimbursement of vehicle and entertainment and/or other expenses at actual incurred by him or behalf of the Company.

This appointment, if made, would be within the provisions contained in Part I, II and III of Schedule V of the Companies Act, 2013.

The Board recommends passing of the resolution.

Disclosure of Interest:

None of the Directors of the Company are directly, or indirectly, concerned or interested in the resolution except Mr.S.Ramamurthi.

Item Nos. 6 and 7

Human resource plays a vital role in growth and success of a Company. To enable employees to participate in the enhancement of shareholders' value, the Company proposes to provide Stock Options to the employees. Stock options are an effective instrument to align interests of employees with those of the Company and provides an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also help the Company in attracting, motivating and retaining the best talent.

The Nomination Remuneration Committee and the Board of Directors in their respective meetings. subject to the approval of the members, have approved the "the Employees' Stock Option Plan 2020".

Key objectives:

1. Promote entrepreneurial behavior, foster ownership, innovation, creativity and responsibility.
2. Encourage collaboration for achievement of organizational performance goals and success by aligning the financial interest of employees with that of other shareowner of the Company.
3. Provide an avenue for reward and retention of key talents as the Company grows.
4. Providing employees an opportunity to acquire or expand equity interest in the Company.

The salient features and other details of the Employees' Long Term Incentive Plan-as per the Regulations 6(2) of SEBI (Share Based Employees Benefits) Regulations, 2014 are as under:

a) Brief description of the Scheme:

The Scheme shall be called as the "the Employees' Stock Option Plan 2020" (hereinafter referred to as the "ESOP") and shall extend the benefits to the present and future employees of the Company, who are in permanent employment of the Company including Directors of the Company whether whole-time or not (except Independent Directors, Promoters or person belonging to Promoter Group and Directors who directly or indirectly holds more than 10% of the outstanding equity shares of the Company), and whether working in India or outside India as may be selected by the Board on the basis of criteria prescribed in the Scheme (collectively referred as "Eligible Employees")

The benefits of the Scheme shall also be extended to eligible permanent employees of the Holding Company and the Subsidiary company(ies) of the Company.

b) The total number of options, to be granted:

The total number of Options that may be granted would be such number which shall entitle the option holders to acquire in one or more tranches not exceeding 23,00,000 (Twenty three lacs)equity shares of the Company of the face value of Rs. 5/- each. Each such option would confer a right upon the option holder to apply for 1 (one) equity shares of the Company in accordance with the terms and conditions of the Scheme.

c) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

The present and future employees of the Company who are in permanent employment of the Company including Directors of the Company whether Whole-time or not (except Independent Directors, Promoters or person belonging to Promoter Group and Directors who directly or indirectly holds more than 10% of the outstanding equity shares of the Company), and whether working in India or outside India shall be entitled to participate and be beneficiaries in the Scheme. As stated above, employees of the subsidiary company(ies) in India or outside India shall also be eligible to participate and be beneficiary of the Scheme. The Nomination, Remuneration and Compensation Committee may consider the position and responsibilities of the employee, period of service, the nature and value to the Company of the employee's services and accomplishments, the employee's present and potential contribution to the success of the Company etc. While granting an option the committee may consider such performance conditions as may be prescribed by the Committee.

d) Requirement of vesting and period of vesting:

The Vesting Period of the options issued under the ESOP, shall be decided by Nomination, Remuneration and Compensation Committee from time to time but shall not be less than one year from the date of Grant(s) of Option(s). The option / unit may vest in one or more tranche(s) subject to the terms and conditions as may be stipulated by the Nomination, Remuneration and Compensation Committee.

- e) Maximum period (subject to Regulation 18(1) and 24(1) of the Regulations, as the case may be) within which the options shall be vested:**
All the options will get vested within a maximum period of five years from the date of grant unless otherwise decided by the Nomination, Remuneration and Compensation Committee.
- f) Exercise price, purchase price or pricing formula:**
The exercise price of the options shall be determined by the Nomination, Remuneration and Compensation Committee at the time of grant of the options. Such price shall be determined having regard to the closing market price of the share on the stock exchanges where the shares of the Company are listed, immediately prior to the date of grant of the options, subject to conformity of accounting policies specified in the Regulation 15 of SEBI (Share Based Employee Benefits) Regulations, 2014.
- g) Exercise period and process of Exercise:**
The maximum exercise period for exercising the options / units shall be five years from the respective dates of the vesting of the options unless otherwise decided by the Nomination, Remuneration and Compensation Committee. The option granted under the Scheme would be exercisable by the employee within the maximum exercise period by submitting an exercise form to the authorized representative of the Company during the exercise window which will open on a quarterly basis. After the expiry of the exercise period, the unexercised options, if any shall lapse. The lapsed options shall be available for fresh grants to other eligible employees.
- h) The appraisal process for determining the eligibility of employees for the Scheme:**
The Nomination, Remuneration and Compensation Committee may consider the position and responsibilities of the employee, period of service, the nature and value to the Company of the employee's services and accomplishments, the employee's present and potential contribution to the success of the Company, the remaining period of employee's service with the Company, performance linked parameters and/or any such other criteria that may be determined by the Nomination, Remuneration and Compensation Committee in its sole discretion.
- i) Maximum number of Options , to be issued per employee and in aggregate:**
The maximum number of options granted to any one employee in a year will not equal to or exceed 1% of the issued equity share capital of the Company (excluding outstanding warrants and conversions, if any) at the time of grant of the options. To grant options in excess of the aforesaid limit, the approval of the shareholders would be sought by way of a separate resolution.
The aggregate of all grants of options shall not exceed 23,00,000 (Twenty three lacs equity shares).
- j) Maximum quantum of benefits to be provided per employee under a Scheme:**
The maximum quantum of benefit to be provided under the Scheme will be difference between the exercise price and the market value of share on the date of exercise of the options.
- k) Whether the Scheme is to be implemented and administered directly by the Company or through a trust:**
The Scheme shall be implemented and administered directly by the Company and not through a Trust.
- l) Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:**
The Company will issue new shares as required.
- m) The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms etc.:**
No loan is proposed to be provided by the Company.
- n) Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the trust for the purpose of the Scheme:**
Nil
- o) A Statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15:**
The Company shall comply with the disclosures, the accounting policies and other requirements as prescribed under Regulation 15 of SEBI (Share Based Employee Benefits) Regulations, 2014.
- p) The method which the Company shall use to value its options:**
The Company shall adopt the Fair Value Method of accounting or any other method as per applicable Accounting Standards.
In terms of the Companies Act, 2013 and the SEBI(SBEB) Regulations, 2014 the approval of the shareholders is sought by way of Special Resolution for the approval of the Employees' Stock Option Plan 2020 -.
The Board recommends the resolution as set out at item nos. 6 and 7 for your approval by way of special resolution.
None of the Directors of the Company, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in these resolutions except to the extent of options that may be offered to them under ESOP.

Item Nos. 8

The Explanatory Statement sets forth the details of the proposed Scheme, its effects, and in particular any material interests of the Directors in their capacity as member(s) or creditors or otherwise.:

Shareholders attention is invited to the status of the approval of the Scheme on June 19 2020 by the shareholders through e-voting and physical ballots results with overwhelming majority was already informed to the Hon 'ble Tribunal by the Company, while filing an interlocutory application seeking waiver of physical meeting and the said application is pending for hearing.

In the meantime the Company thought it fit to seek the approval as an abundant caution pending the Hon'ble Tribunal decision on our application for waiver.

Details of the Scheme:
1. ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

- 1.1. Pursuant to an Order passed on 6th day of February, 2020 by the Hon'ble National Company Law Tribunal, Mumbai Bench (the Tribunal) in the Company Scheme Application referred to hereinabove, a meeting of the Equity Shareholders of the Transferee Company is being convened and held on the 23rd day of March, 2020 at 03:30 p.m. at Kilachand Conference Room, 2nd floor, Indian Merchant Chambers, Churchgate, Mumbai 400020 in the State of Maharashtra, for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed Scheme.
- 1.2. A copy of the Scheme, setting out the terms and conditions of the Scheme available for viewing on: <https://www.marathonnextgen.com/> as per Annexure A.
- 1.3. A copy of the Company Scheme Application No. 4404 of 2019 comprising the Scheme and along with all the annexures has been served upon the Regional Director and the Official Liquidator.

2. SCHEME AND ITS APPROVAL OF THE BOARD OF DIRECTORS

- 2.1. The proposed Scheme *inter-alia* envisages:
 - 2.1.1. Amalgamation an vesting of the wholly owned subsidiary of the Second Applicant Company with the Second Applicant Company on a going concern basis; and
 - 2.1.2. Various other matters consequential or otherwise integrally connected herewith.
 - 2.1.3. The Scheme has been approved by the Board of Directors of the Second Applicant Company/Transferee Company on November 14, 2019 by passing necessary Resolution.

3. BRIEF DETAILS OF THE SECOND APPLICANT COMPANY/TRANSFEREE COMPANY

- 3.1. 3.1.1. The Second Applicant Company/Transferee Company was originally incorporated on January 13, 1978 under the Companies Act, 1956 under the name of "Mahadevi Investment Co. Ltd." vide Certificate of Incorporation issued by Registrar of Companies, Mumbai at Maharashtra and was originally engaged in the manufacture of cotton and synthetic blended fabrics of all varieties and the processing thereof.
- 3.1.2. In the year 1979, pursuant to amalgamation of Mahadevi Investment Company Limited with Piramal Spinning and Weaving Mills Limited, the name of the Transferee Company was changed from "Mahadevi Investment Company Limited" to "Piramal Spinning and Weaving Mills Ltd." Thereafter, a fresh certificate of incorporation consequent on change of names bearing number 20080/TA was issued by Assistant Registrar of Companies reflecting the change in name on November 9, 1979.
- 3.1.3. In the year 2003, Marathon group infused additional capital and with effect from July 31, 2003 the name of the "Piramal Spinning and Weaving Mills Ltd." changed to "Marathon Nextgen Realty and Textiles Limited". Thereafter, with effect from September 7, 2007 the name of "Marathon Nextgen Realty and Textiles Limited" was further changed to "Marathon Nextgen Realty Limited" a fresh certificate of incorporation bearing number L65990MH1978PLC020080 was issued vide a Fresh Certificate of Incorporation by Deputy Registrar of Companies, Mumbai.
- 3.1.4. The Corporate Identification Number of the Second Applicant Company/Transferee Company is "CIN: L65990MH1978PLC020080".
- 3.1.5. The Second Applicant Company/Transferee Company owns total of the issued, subscribed and paid-up equity share capital of the First Applicant Company, a company whose shares are listed and traded on the Bombay Stock Exchange Limited, Mumbai and the National Stock Exchange Limited.
- 3.2. The registered office of the Second Applicant Company/Transferee Company is situated at Marathon Futurex, N. M. Joshi Marg, Lower Parel, Mumbai 400 013 and corporate office of MNRL is located at Marathon Max, Junction of Mulund-Goregaon Link Road, Mulund (West), Mumbai 400 080.
- 3.3. The main objects of the Second Applicant Company/Transferee Company as set out in its Memorandum of Association are reproduced below for ease of reference:

"1. To engage in the business in real estate and construction and in particular to purchase or otherwise acquire land, buildings, houses, shed and other spaces or any interest, rights or privileges therein and to build, erect, construct and develop real estate into multi-storeyed residential, commercial or residential- cum - commercial- cum - office cum -entertainment complexes and to sell, lease or otherwise utilize the same for profit or to build, construct, develop, improve, renovate, maintain any buildings, structures, sheds, colonies, complex, theatres, schools, colleges, hospitals, dispensaries, shops, markets, hotels, swimming pools whether indoor or outdoor, indoor or outdoor stadium, picture galleries, museums and construction of every kind and of every description on such terms and conditions as may be permissible according to all applicable laws for the time being in force. To assist, lend, advance, support and provide technical, developmental, financial assistance to group, JVs, associate, subsidiary/ies companies in construction of projects upon such terms with or without security as the Company may deem expedient and fit."

- 3.4. The Share Capital of the Second Applicant Company/Transferee Company as on September 30, 2019 is as under:

Particulars	(Amount in Rs.)
Authorised Share Capital	
10,05,00,000 equity shares of Rs.5 each	502,500,000
25,000 6% Redeemable Cumulative Preference shares of Rs.100/- each	2,500,000
1,00,000 0% Cumulative Preference Shares of Rs. 100/- each	10,000,000
Total	515,000,000
Issued, Subscribed and Paid-up Capital:	
4,60,00,000 equity shares of Rs.5 each	230,000,000
Total	230,000,000

- 3.5. A copy of the latest un-audited financial statement of the Second Applicant Company/Transferee Company as on September 30, 2019 is available for viewing on: <https://www.marathonnextgen.com/> as per Annexure B.
- 3.6. Summary of the financial statements of the Second Applicant Company/Transferee Company for the year ended March 31, 2018 and March 31, 2019 are available for viewing on: <https://www.marathonnextgen.com/>
- 3.7. The Second Applicant Company/Transferee Company is *inter-alia* engaged in the business of real estate and construction sector and has constructed commercial and residential real estate projects at suburbs of Mumbai. There has been no change in the business activity of the Second Applicant Company/Transferee Company during the last three years.
- 3.8. The shares of the Second Applicant Company/Transferee Company are listed on the Bombay Stock Exchange Limited ("**BSE Limited**") and National Stock Exchange Limited ("**NSE Limited**").

4. BRIEF DETAILS OF THE FIRST APPLICANT COMPANY/TRANSFEROR COMPANY

- 4.1. The First Applicant Company/Transferor Company was incorporated as a private company limited by shares, on June 23, 2008, under the Companies Act, 1956 vide Certificate of Incorporation issued by the Assistant Registrar of Companies, Mumbai, Maharashtra.
- 4.2. The Corporate Identification Number of the First Applicant Company/Transferor Company is "CIN: U45203MH2008PTC183871".
- 4.3. The total issued, subscribed and paid-up equity share capital of the First Applicant Company/Transferor Company is held by the Second Applicant Company. Thus, the First Applicant Company/Transferor Company is a wholly-owned subsidiary of the Second Applicant Company.
- 4.4. The registered office of the First Applicant Company/Transferor Company is situated at 702, Marathon Max, Junction of Mulund - Goregaon Link Road, Mulund (W) Mumbai 400080.
- 4.5. The main objects of the First Applicant Company/Transferor Company as set out in its Memorandum of Association are reproduced below for ease of reference:

To carry on the development of Integrated Township, Development of Special Integrated Township, Development of Special Townships Area, development of integrated and comprehensive slum Rehabilitation strategy / Models, development and constructions of Roads, Institutions hospitals schools and colleges Commercial establishments etc. and construction of development projects, redesigning rebuilding, improving, removing, modifying, reconstructing, redecorating existing resorts amusement parts, clubs, theatres community halls. To carry on the business of development of IT Park, IT infrastructure development, Special Economic Zones, Industrial Developments parks, BFSI. To assist, lend advance, support and provide technical, developmental, financial assistance to group, JVs, associate, subsidiary / ies companies in construction of projects upon such terms with or without securities as the company may deem expedient and fit."

- 4.6. The Share Capital of the First Applicant Company/Transferor Company as on September 30, 2019 is as under:

Particulars	(Amount in Rs.)
Authorised Share Capital	
1,00,000 equity shares of Rs.10 each	10,00,000
Total	10,00,000
Issued, Subscribed and Paid-up Capital:	
10,000 equity shares of Rs.10 each	1,00,000
Total	1,00,000

- 4.7. A copy of the latest un-audited financial statement of the First Applicant Company/Transferor Company as on September 30, 2019 is available for viewing on: <https://www.marathonnextgen.com/> as per Annexure C.
- 4.8. Summary of the financial statements of the First Applicant Company/Transferor Company for the year ended March 31, 2018 and March 31, 2019 are available for viewing on: <https://www.marathonnextgen.com/>

- 4.9. The First Applicant Company/Transferor Company inter-alia carries on the business of construction, development and sale of commercial & residential real estate projects. The core business activities are carried out under various business model like own development, through associates, joint venture & joint development.
- 4.10. As on date, the shares of the First Applicant Company/Transferor Company are not listed in any stock exchange.

5. SCHEME RESOLUTION FOR APPROVAL

- 5.1. The Resolution to be submitted for approval of the Equity Shareholders of the Second Applicant Company/Transferee Company at their meeting, will read as follows:

RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, to the extent still applicable provisions of the Companies Act, 1956, along with the rules and regulations issued thereunder, including any statutory modifications, re-enactments or amendments made thereto from time to time, subject to the Memorandum of Association and Articles of Association of the Company, approval from the members of the Company, approval from its creditors and subject to the sanction of the National Company Law Tribunal ('NCLT') constituted under the Companies Act, 2013, and subject to the approval of any other statutory or governmental authorities, the Draft Scheme of Amalgamation of Marathon Nextgen Townships Private Limited, a company incorporated under the provisions of Companies Act, 1956 and having its registered office address at 702, Marathon Max, Junction of Mulund - Goregaon Link Road, Mulund (W) Mumbai 400080, the wholly owned subsidiary of the Company ("MNTPL" or "Transferor Company"); by Marathon Nextgen Realty Limited (the "Company") and their respective shareholders and creditors ("**Scheme**") which is placed before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT Sundaram Ramamurthi, the Wholetime Director and CFO, Chetan R. Shah, Managing Director and K. S. Raghavan, Company Secretary of the Company and/ or Authorised Signatories of the Company, be and are hereby jointly/ or severally authorised to make such alterations and changes in the Scheme, as may be expedient and necessary for satisfying the requirement(s) or conditions imposed by the NCLT or any other statutory authorities as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said draft Scheme, as approved in this meeting.

RESOLVED FURTHER THAT Sundaram Ramamurthi, the Wholetime Director and CFO, Chetan R. Shah, Managing Director and K. S. Raghavan, Company Secretary of the Company, be and are hereby jointly/ or severally authorised to do, or cause to be done all such acts, deeds and things, and/or file all such documents, as may be necessary for the sanctioning and implementation of the Scheme."

6. RATIONALE AND BENEFITS OF THE SCHEME OF AMALGAMATION

- 6.1. The merger of the Second Applicant Company/the Transferee Company with the First Applicant Company/the Transferor Company is based on the following rationale:
 - 6.1.1. The Transferor Company/First Applicant Company is a wholly owned subsidiary of the Transferee Company/Second Applicant Company and both the Transferor Company/First Applicant Company and the Transferee Company/Second Applicant Company are under same management and it would be advantageous to combine the activities and operations in a single entity. The amalgamation would provide synergistic linkages besides economies in costs by combining the total business functions and the related activities and operations and thus contribute to the profitability of the amalgamated entity.
 - 6.1.2. The Transferor Company/First Applicant Company and the Transferee Company/Second Applicant Company, belonging to the same group of management, are largely engaged in the similar kind of business activities i.e. engaged in the business of construction and real estate development.
 - 6.1.3. Economies of scale will play a bigger role as the consolidated entity's operational efficiency will increase, which will in turn allow the merged entity to compete on a larger scale in the industry, thus benefiting the merged entity and the shareholders.
 - 6.1.4. It is considered desirable and expedient to reorganise and amalgamate the business of both the Transferor Company/First Applicant Company and the Transferee Company/Second Applicant Company so as to have a stronger asset base and skills to conduct the business in the emerging environment and to rationalise the costs of business.
 - 6.1.5. The amalgamation will increase the net worth of the Transferee Company/Second Applicant Company which would enable it to capitalise upon such improved net worth to enhance the stake holders' value.
 - 6.1.6. The amalgamation will increase financial strength, enhance flexibility and ability to raise larger resources, attract and retain better talent and undertake larger support services related projects.
 - 6.1.7. The amalgamation will result in integration and effective utilisation of resources, which is likely to result in optimising overall shareholder value and improvement in competitive position of the Transferee Company/Second Applicant Company as a combined entity.
 - 6.1.8. The amalgamation will bring both the entities under one roof to portray one face to all the parties with whom the Marathon Group deals.
 - 6.1.9. The amalgamation will result in better leveraging of facilities, infrastructure and resources.
 - 6.1.10. Duplication of administrative functions together with the multiple recordkeeping will be eliminated, resulting in over-all reduction in expenditure.

- 6.1.11. The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Transferee Company/ Second Applicant Company as well as by the Transferor Company/First Applicant Company.
- 6.1.12. This merger will provide an opportunity to leverage assets and build a stronger sustainable business. It will provide an opportunity to fully leverage stronger asset capabilities, experience, expertise and infrastructure of both the companies and thus increased ability for promotion of business activities as well as for fund raising as may be required for business development.
- 6.1.13. The merger will result in a value creation for the shareholders and stakeholders of the Transferor Company/First Applicant Company and the Transferee Company/Second Applicant Company as the combined amalgamated company will have improved efficiency, market share, financial structure, larger cash flows and stronger consolidated revenue and profitability.
- 6.1.14. There is no likelihood that any shareholder or creditor or employee of the Transferor Company/First Applicant Company and the Transferee Company/Second Applicant Company would be prejudiced as a result of the Scheme. Thus, the merger is in the interest of the shareholders, creditors and all other stakeholders of the companies and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.
- 6.2. In view of the aforesaid, the Board of Directors of the Transferee Company/Second Applicant Company and the Transferor Company/First Applicant Company have considered and approved the Scheme comprising of distinct but integrally connected arrangement under the provisions of Sections 230 to 232 of the Companies Act, 2013.

7. SALIENT FEATURES OF THE SCHEME

- 7.1. Amalgamation of the Transferee Company/Second Applicant Company with its wholly owned subsidiary i.e. the Transferor Company/First Applicant Company:
- 7.2. "Appointed Date" means April 01, 2019 or such other date as the Adjudicating Body(ies) may direct or fix, for the purpose of amalgamation of the Transferor Company/First Applicant Company with the Transferee Company/Second Applicant Company under this Scheme.
- 7.3. The entire assets, liabilities, business and undertaking (*including, the Transferor Undertaking*) of the Transferor Company/First Applicant Company shall, with effect from the Appointed Date and without any further act or deed, be and the same shall stand transferred to and vested in or deemed to have been transferred to or vested in the Transferee Company/Second Applicant Company, as a going concern, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and other applicable provisions of the relevant Act and in accordance with the provisions of Sections 2(1B) and 47 of the Income Tax Act, 1961 and the provisions of this Scheme in relation to the mode of transfer and vesting of assets. This Scheme shall be deemed to be regarded as an 'Amalgamation' in terms of Section 2(1B) of the Income Tax Act, 1961.
- 7.4. With effect from the Appointed Date, and subject to the provisions of this Scheme, the liabilities of the Transferor Company/the First Applicant Company including, but not limited to all secured and unsecured debts, sundry creditors, liabilities (including contingent liabilities), and all duties and obligations (including any guarantees, indemnities, letter of credit or any other instrument or arrangement which may give rise to a contingent liability in whatever form) of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized for its business activities and operations, shall, pursuant to the sanction of this Scheme by the Adjudicating Body and under the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument or deed or matter or thing be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company/Second Applicant Company, along with any charge, encumbrance, lien or security thereon, and the same shall be assumed by the Transferee Company/Second Applicant Company to the extent they are outstanding on the Effective Date so as to become as and from the Appointed Date, the liabilities of the Transferee Company/Second Applicant Company on the same terms and conditions as were applicable to the Transferor Company/First Applicant Company, without any consent of any third party or other person who is a party to the contract or arrangements by virtue of which such liabilities have arisen, in order to give effect to the provisions of this Clause. Further, any existing credit facilities which have been sanctioned to the Transferor Company/First Applicant Company by the bankers, financial institutions and any third party and which is standing as on the Appointed Date but before the Effective Date shall upon the Scheme coming into effect shall ipso facto extend to the Transferee Company/Second Applicant Company.
- 7.5. Subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature of the Transferor Company/First Applicant Company which are subsisting or having effect immediately before the Effective Date shall be in full force against or in favour of the Transferee Company/Second Applicant Company, and may be enforced as fully and effectively as if, instead of the Transferor Company/First Applicant Company, the Transferee Company/Second Applicant Company has been a party or beneficiary thereto. The Transferee Company/Second Applicant Company shall, if necessary, to give formal effect to this Clause, enter into and/or issue and/or execute deeds, writings or confirmations or enter into a tripartite arrangement, confirmation or novation to which the Transferor Company/First Applicant Company is a party.
- 7.6. The entire issued, subscribed and paid up equity share capital of the Transferor Company/ First Applicant Company is held by the Transferee Company/Second Applicant Company. In other words, the Transferor Company/First Applicant Company is the wholly owned subsidiary of the Transferee Company/Second Applicant Company. Accordingly it is clarified that pursuant to this amalgamation, no shares of the Transferee Company/Second Applicant Company shall be issued or allotted, or payment made in cash whatsoever in respect of the shares held by the Transferee Company/Second Applicant Company in the Transferor Company/First Applicant Company. Upon the Scheme becoming effective, the entire equity share capital of the Transferor Company/First Applicant Company held by the Transferee Company/Second Applicant Company alongwith the nominee shareholder shall stand cancelled and extinguished without any further act or deed by the Transferee Company/Second Applicant Company.
- 7.7. Upon the Scheme coming into effect, the Transferor Company/First Applicant Company shall, without any further act or deed, stand dissolved without winding up.

PLEASE NOTE THAT THE FEATURES SET OUT ABOVE ARE ONLY THE SALIENT FEATURES OF THE SCHEME. THE MEMBERS ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME ANNEXED HERETO TO GET FULLY ACQUAINTED WITH THE PROVISIONS THEREOF

8. The proposed Scheme was placed before the Audit Committee of the Transferee Company/Second Applicant Company at its meeting held on 14th day of November, 2019.
9. The applications along with the annexure thereto (which includes the scheme) were filed by the Transferee Company/Second Applicant Company on December 13, 2019 with the Hon'ble NCLT.
10. This notice convening Meeting of the Equity Shareholders of the Transferee Company/Second Applicant Company along with aforesaid documents are placed on the website of the Company viz. <http://www.marathonnextgen.com/> and being sent to Securities and Exchange Board of India, BSE Limited and NSE Limited.
11. None of the Directors of the Transferee Company/Second Applicant Company or the Transferor Company/First Applicant Company have any material interest in the Scheme, save and except to the extent the said Directors are the partners, directors, members of the firms, companies, association of persons, bodies corporate and/or beneficiary of trust, that hold shares in any of the Companies.

12. THE DETAILS OF ALL THE PRESENT DIRECTORS (SINGLY OR JOINTLY) DIRECTORS AND THEIR RELATIVES AND KMPs OF THE CONCERNED COMPANIES AND THEIR RESPECTIVE SHAREHOLDINGS IN THE TRANSFEE COMPANY/SECOND APPLICANT COMPANY AND TRANSFEROR COMPANY/ FIRST APPLICANT COMPANY AS ON DECEMBER 31, 2019 ARE AS FOLLOWS:

- a. Extent of shareholding of the Directors and their relatives and KMPs of the Transferee Company/Second Applicant Company and their respective holding in the Transferor Company/First Applicant Company and the Transferee Company/Second Applicant Company are as follows: (Considering first holder)

Sr. No	Name of the Director	Designation	Address	Equity Shares in Transferor Company/First Applicant Company	Equity Shares in Transferor Company/Second Applicant Company
1.	Chetan Ramniklal Shah	Chairman & Managing Director	702, Marathon Max, L.B.S Marg, Mulund-Goregaon Link Road, Mumbai - 400 080	Nil	300
2.	Mayur Ramniklal Shah	Vice Chairman & Director	702, Marathon Max, L.B.S Marg, Mulund-Goregaon Link Road, Mumbai - 400 080	Nil	300
3.	Shailaja Chetan Shah	Director	702, Marathon Max, L.B.S Marg, Mulund-Goregaon Link Road, Mumbai - 400 080	Nil	300
4.	Anup Shah	Independent Director	8, Jal-Kiran Building, G.D. Somani Street, President Hotel, Colaba, Mumbai - 400 005	Nil	Nil
5.	Deepak Shah	Independent Director	1305, 13th Floor, Casa Grande Tower, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013	Nil	Nil
6.	Atul Mehta	Independent Director	801, Oswal Apartment, P. K. Road, Near Raja Ind. Estate, Mulund West, Mumbai - 400 080	Nil	Nil
7.	Parul Shah	Independent Woman Director	1101, Marathon Galaxy - I, LBS Marg, Mulund West, Mumbai - 400 080	Nil	Nil

Sr. No	Name of the KMPs	Designation	Equity Shares in Transferor Company/First Applicant Company	Equity Shares in Transferor Company/Second Applicant Company
1.	K. S. Raghavan	Company Secretary	Nil	250
2.	S. Sundaram	Whole Time Director & CFO	Nil	Nil

Sr. No	Name of the relatives of Directors	Equity Shares in Transferor Company/First Applicant Company	Equity Shares in Transferor Company/Second Applicant Company
1.	Ansuya Ramniklal Shah	Nil	300
2.	Ramniklal Z Shah	Nil	300
3.	Sonal Mayur Shah	Nil	300

- b. Extent of shareholding of the Directors and their relatives and KMPs of the First Applicant Company/ Transferor Company and their respective holding in the Transferor Company/First Applicant Company/, and the Transferee Company/Second Applicant Company are as follows: (Considering first holder)

Sr. No	Name of the Director	Designation	Address	Equity Shares in Transferor Company/First Applicant Company	Equity Shares in Transferor Company/Second Applicant Company
1.	Kaivalya Chetan Shah	Director	702, Marathon Max, L.B.S Marg, Mulund-Goregaon Link Road, Mumbai - 400 080	Nil	Nil
2.	Parmeet Mayur Shah	Director	702, Marathon Max, L.B.S Marg, Mulund-Goregaon Link Road, Mumbai - 400 080	Nil	Nil

Sr. No	Name of the KMPs	Designation	Equity Shares in Transferor Company/ First Applicant Company	Equity Shares in Transferor Company/ Second Applicant Company
1.	Nil	Nil	Nil	Nil
2.	Nil	Nil	Nil	Nil

Sr. No	Name of the relatives of Directors	Equity Shares in Transferor Company/ First Applicant Company	Equity Shares in Transferor Company/ Second Applicant Company
1.	Nil	Nil	Nil
2.	Nil	Nil	Nil

13. EXTENT OF HOLDING OF PROMOTERS OF THE TRANSFEROR COMPANY/FIRST APPLICANT COMPANY, AND THE TRANSFEE COMPANY/ SECOND TRANSFEE IS AS FOLLOWS:-

- c. Extent of shareholding of the Promoters of the Transferor Company/First Applicant Company/ in the Transferor Company/First Applicant Company and the Transferee Company/Second Applicant Company

Sr. No	Name of the Promoter	Address	Equity Shares in Transferor Company/ First Applicant Company	Equity Shares in Transferor Company/ Second Applicant Company
1.	Marathon Nextgen Realty Limited	Marathon Futurex , N. M. Joshi Marg, Lower Parel, Mumbai - 400 013.	10000	Nil

- d. Extent of shareholding of the Promoters of the Transferee Company/Second Applicant Company in the Transferor Company/First Applicant Company and the Transferee Company/Second Applicant Company

Sr. No	Name of the Promoter	Address	Equity Shares in Transferor Company/ First Applicant Company	Equity Shares in Transferor Company/ Second Applicant Company
1	Marathon Realty Pvt Ltd	702, Marathon Max, L.B.S Marg, Mulund-Goregaon Link Road, Mumbai - 80	Nil	3,44,82,646
2	Ansuya Ramniklal Shah	702, Marathon Max, L.B.S Marg, Mulund-Goregaon Link Road, Mumbai - 80	Nil	300
3	Ramniklal Z Shah	702, Marathon Max, L.B.S Marg, Mulund-Goregaon Link Road, Mumbai - 80	Nil	300
4	Sonal Mayur Shah	702, Marathon Max, L.B.S Marg, Mulund-Goregaon Link Road, Mumbai - 80	Nil	300
5	Chetan Ramniklal Shah	702, Marathon Max, L.B.S Marg, Mulund-Goregaon Link Road, Mumbai - 80	Nil	300
6	Mayur Ramniklal Shah	702, Marathon Max, L.B.S Marg, Mulund-Goregaon Link Road, Mumbai - 80	Nil	300
7	Shailaja Chetan Shah	702, Marathon Max, L.B.S Marg, Mulund-Goregaon Link Road, Mumbai - 80	Nil	300

14. PRE AND POST SCHEME SHAREHOLDING PATTERN OF THE TRANSFEROR COMPANY/ FIRST APPLICANT COMPANY AND THE TRANSFEREE COMPANY/ SECOND APPLICANT COMPANY

- a. The pre Scheme shareholding pattern of the Transferor Company/ First Applicant Company as on December 31, 2019 is as follows:

No.	Name	No .of Shares	Face value / share (Rs. 10/- each)	%
1	Marathon Nextgen Realty Limited	9,999	99,990	99.99
2	S. Ramamurthi (Nominee of MNRL)	1	10	0.01
	Total	10,000	1,00,000	100

- b. The pre and post Scheme shareholding pattern of the Transferee Company as on December 31, 2019 is as follows:

No.	Particulars	No. of Shares	%
1	Promoters	3,44,84,446	74.97
2	Mutual Funds	244	0.00
3	Banks/Financial Institution	4,454	0.01
4	Public	1,15,10,856	25.02
	Total	4,60,00,000	100

15. PRE AND POST SCHEME CAPITAL STRUCTURE:

- a. Pre and Post Scheme Capital Structure of the Second Applicant Company/ Transferee Company:-

Description	Pre-Scheme		Post- Scheme	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Authorized Share Capital:				
Equity Share Capital of Rs. 5 each	10,05,00,000	502,500,000	10,07,00,000	51,60,00,000
6% Redeemable Cumulative Preference shares of Rs.100/- each	25,000	2,500,000	25,000	2,500,000
0% Cumulative Preference Shares of Rs. 100/- each	1,00,000	10,000,000	1,00,000	10,000,000
Issued Share Capital:				
Equity Share Capital of Rs. 5 each	4,60,00,000	230,000,000	4,60,00,000	230,000,000
Subscribed & Paid Up Share Capital:				
Equity Share Capital of Rs. 5 each	4,60,00,000	230,000,000	4,60,00,000	230,000,000

- b. Pre Scheme Capital Structure of the First Applicant Company/ Transferor Company:-

Description	Pre-Scheme	
	No. of Shares	Amount Rs.
Authorized Share Capital:		
Equity Shares of Rs.10/- each.	1,00,000	10,00,000
Total (Rs.)	1,00,000	10,00,000
Issued Share Capital:		
Equity Shares of Rs. 10 each	10,000	1,00,000
Total (Rs.)	10,000	1,00,000
Subscribed & Paid UpShare Capital:		
Equity Shares of Rs. 10 each	10,000	1,00,000
Total (Rs.)	10,000	1,00,000

Shareholders attention is invited to the status of the process of their e-voting and physical ballots results of approving the Scheme Company by overwhelming majority were already informed to the Hon'ble Tribunal while filing an interlocutory application seeking waiver of physical meeting and the said application is pending for hearing.

In the meantime the Company thought it fit to seek the approval as an abundant caution, pending the Hon'ble Tribunal decision.

Registered Office:

Marathon FutureX,
NM Joshi Marg,
Lower Parel,
Mumbai - 400 013.
Date: August 26, 2020

By Order of the Board

K. S. Raghavan
Company Secretary

Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the Listing Regulations and applicable Secretarial Standards

(i). Mrs.Shailaja C. Shah (DIN :00215042)

Name of Director	Ms. Shailaja C. Shah
Qualification	Arts & Psychology graduate and holds Master 's degree in Arts.
Expertise in specific functional areas	She is also Director in some of the Marathon Group Companies and is involved in "Succession Planning" and Leadership Development activities" of the Group as a whole. Ms.Shailaja is a part of the Promoter Group with multi-faceted personality and is presently involved in establishing a educational institution as a routine part of CSR initiatives of the Marathon Group, through a Trust in Mumbai suburb.
Other Companies in which Directorship held	Fibre Box (Bombay) Pvt. Ltd. Marathon Infotech Pvt. Ltd. Lark Stock Broking Pvt. Ltd
No. of shares held as on 31.3.2020	300

(ii). Mr. Atul Jayantilal Mehta (DIN 08697102)

Name of Director	Mr. Atul Jayantilal Mehta
Qualification	Completed his graduation as a Bachelor of Engineering (BE-Civil) with Civil as main in the year 1980 from the University of Bombay.
Expertise in specific functional areas	Involved in Building and Construction activities from the year 1983 to 2014. During the three decades of his involvement he had credit of achieving 100% completion of project on time and provided defect free units/projects. As the Real estate sector has undergone many changes in the past two decades, has opted out from the business of Construction and got involved with Project Management Consultancy work, wherein he is assisting /providing services related to Construction matters. Presently working as a Project Management Consultant mainly for re-development of old, dilapidated, cessed building and housing societies in and around Mulund /Bhandup suburbs. The potential in the redevelopment segment of real estate sector, at present is very positive and in increasing level and his expertise could be harnessed at appropriate time.
Other Companies in which Directorship held	NIL
No. of shares held as on 31.3.2020	NIL

iii. Ms.ParulAbhoy Shah (DIN 02899386)

Name of Director	Ms.ParulAbhoy Shah
Qualification	Completed her graduation in Architecture from University of Bombay as a B. Arch and member of Indian Institute of Architecture as well as Council of Architecture in the year 1984.
Expertise in specific functional areas	She has worked with PatellBatliwala& Associates, renowned Architecture Firm from 1984 to 1986 in designing on various Airport Ancillary Buildings in Mumbai. She started her own practice from 1986 to 1994. In 1995, she has moved to Mauritius on professional grounds. After returning, she continued her practice and involved in devising designs and detailing for various types of Buildings from the year 1984 onwards. The business model in which she operates is LLP and she is one of the Designated Partners along with her husband. Also she is involved in Interior Designing of various spaces as well.
Other Companies in which Directorship held	NIL
No. of shares held as on 31.3.2020	NIL

iv. Mr. S. Ramamurthi (DIN:00135602)

Name of Director	Mr. S. Ramamurthi
Qualification	B.A, ACA, PG in System Management from Jamnalal Bajaj Institute of Management
Expertise in specific functional areas	He has over three decades of post-qualification experience in general management with large organizations in real estate, construction, infrastructure, engineering, textiles, manufacturing, service, trading and electronics in India and abroad. Mr.Ramamurthi has extensive experience in finance and accounts, encompassing the secretarial, legal and commercial aspects, including raising equity and debt, managing investment finance, tax management, financial re-engineering, liaisoning and setting up new organizations.
Other Companies in which Directorship held	Citadel Realty & Developers Ltd
No. of shares held as on 31.3.2020	NIL

INFORMATION AT A GLANCE

Particulars	Details
Time and date of AGM	September 30,2020
Mode	Video conference and other audio-visual means
Cut-off date for e-voting	September 23, 2020
E-voting start time and date	9:00 a.m. IST, September 27, 2020
E-voting end time and date	5:00 p.m. IST, September 29, 2020
E-voting website of NSDL	https://www.evoting.nsdl.com/
Name, address and contact details of e-voting service provider	Contact name : Amit Vishal <i>Senior Manager</i> Pallavi Mhatre <i>Manager</i> National Securities Depository Limited, 4th Floor, A Wing, Trade World, Kamala Mills Compound, SenapatiBapat Marg, Lower Parel, Mumbai 400013, India Contact details : Email id : AmitV@nsdl.co.in; pallavid@nsdl.co.in; evoting@nsdl.co.in; Contact number : +91-22-24994360 or +91-22-24994545
Name, address and contact details of Registrar and Transfer Agent.	Contact name : N.Surreash ADROIT CORPORATE SERVICES PVT. LTD., 19/20, JAFERBHOY INDUSTRIAL ESTATE, MAKWANA ROAD, MAROL NAKA, ANDHERI (E), MUMBAI 400059 Contact details: Email id : N.Surreash@adroitcorporate.com Contact number : +022 42270426