

July 06, 2015

CITADEL REALTY AND
DEVELOPERS LIMITED

Corporate Office:
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Mulund-Goregaon Link Road,
Mulund (West), Mumbai - 400 080.
Tel.: +91-22-6724 8484 / 88
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E-mail: marathon@marathonrealty.com
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CIN: L21010MH1960PLC011764

The Department of Corporate Affairs
The Bombay Stock Exchange Limited
Dalal Street, Mumbai 400 001

Scrip Code: 502445

**Sub: Quarterly Compliance Report on Corporate Governance under Clause 49
of the Listing Agreement**

Dear Sir / Madam,

Enclosed please find the Quarterly Compliance Report on Corporate Governance
under Clause 49 of the Listing Agreement for the quarter ended June 30, 2015.

This is for your information and record.

Thanking you.

Yours faithfully,
For CITADEL REALTY & DEVELOPERS LIMITED



NILESH D. DAND
DIRECTOR & COMPLIANCE OFFICER



Encl.: as above

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE
UNDER CLAUSE 49 OF THE LISTING AGREEMENT

Name of the Company : CITADEL REALTY & DEVELOPERS LIMITED
Scrip Code : 502445
Quarter ended on : June 30, 2014

| | Particulars | Clause of Listing Agreement | Compliance Status Yes / No | Remarks |
|-------------|--|-----------------------------|----------------------------|---|
| I. | BOARD OF DIRECTORS | 49 I | | |
| A. | Composition of Board | 49 (I A) | Yes | |
| B. | Non-executive Directors' Compensation & Disclosure | 49 (I B) | Yes | Non-executive Directors' do not receive fees / compensation except sitting fees for attending the Board Meetings. |
| C. | Other provisions as to Board and Committees | 49 (I C) | Yes | |
| D. | Code of Conduct | 49 (I D) | Yes | |
| II. | AUDIT COMMITTEE | 49 (II) | Yes | |
| A. | Qualified & Independent Audit Committee | 49 (II A) | Yes | |
| B. | Meeting of Audit Committee | 49 (II B) | Yes | |
| C. | Powers of Audit Committee | 49 (II C) | Yes | |
| D. | Role of Audit Committee | 49 (II D) | Yes | |
| E. | Review of Information by Audit Committee | 49 (II E) | Yes | |
| III. | SUBSIDIARY COMPANIES | 49 (III) | N.A. | No Subsidiary Company |
| IV. | DISCLOSURES | 49 (IV) | | |
| A. | Basis of related party transactions | 49 (IV A) | Yes | |
| B. | Disclosure of Accounting Treatment | 49 (IV B) | Yes | No deviation from Accounting Standards. |
| C. | Board Disclosures | 49 (IV C) | Yes | |



| | | | | |
|------|---|-----------|-------|--|
| D. | Proceeds from Public issues, rights issues, preferential issues, etc. | 49 (IV D) | N. A. | |
| E. | Remuneration of Directors | 49 (IV E) | Yes | |
| F. | Management | 49 (IV F) | Yes | |
| G. | Shareholders | 49 (IV G) | Yes | |
| V. | CEO / CFO CERTIFICATION | 49 (V) | Yes | |
| VI. | REPORT OF CORPORATE GOVERNANCE | 49 (VI) | Yes | |
| VII. | COMPLIANCE | 49 (VII) | Yes | |

For CITADEL REALTY & DEVELOPERS LIMITED



NILESH D. DAND
DIRECTOR & COMPLIANCE OFFICER

