

| <b>General information about company</b>                       |                             |
|--|-----------------------------|
| Scrip code   | 503101                      |
| NSE Symbol   | MARATHON                    |
| MSEI Symbol  | NOTLISTED                   |
| ISIN   | INE182D01020                |
| Name of the entity   | MARATHON NEXTGEN REALTY LTD |
| Date of start of financial year                                | 01-04-2020                  |
| Date of end of financial year                                  | 31-03-2021                  |
| Reporting Quarter  | Yearly                      |
| Date of Report   | 31-03-2021                  |
| Risk management committee                                      | Not Applicable              |
| Market Capitalisation as per immediate previous Financial Year | Top 2000 listed entities    |

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| 1  | Mr              | CHETAN SHAH          | AAJPS0811J | 00135296 | Executive Director                       | Chairperson             | MD                      | 13-03-1956    | NA  |                                    | 01-07-2010                  | 01-07-2018             |                   | 2                              | 0  | 1   | 0   |  |                             |                             |
| 2  | Mr              | DEEPAK SHAH          | AAFPS6684M | 06954206 | Non-Executive - Independent Director     | Not Applicable          |                         | 04-06-1964    | NA  |                                    | 09-02-2017                  | 09-02-2017             |                   | 60                             | 3  | 2   | 2   | 2  |                             |                             |
| 3  | Mr              | MAYUR SHAH           | AAJPS2829Q | 00135504 | Non-Executive - Non Independent Director | Not Applicable          |                         | 13-04-1962    | NA  |                                    | 31-03-2003                  | 26-09-2019             |                   | 1                              | 0  | 0   | 0   |  |                             |                             |
| 4  | Mr              | S. RAMAMURTHI        | AFBPR9469L | 00135602 | Executive Director                       | Not Applicable          |                         | 08-11-1951    | NA  |                                    | 01-05-2008                  | 01-05-2020             |                   | 60                             | 2  | 0   | 3   | 0  |                             |                             |

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Wether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director    | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN |
|----|-----------------|-------------------------|------------|----------|--|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|
| 5  | Mrs             | SHAILAJA SHAH           | AIRPS9456K | 00215042 | Non-Executive - Non Independent Director | Not Applicable          |                         | 20-11-1958    | NA  |                                    | 25-03-2015                  | 30-09-2020             |                   | 1                              | 0  | 0   | 1   |  |                             |
| 6  | Mr              | ATUL JAYANTILAL MEHTA   | ACOPM4008N | 08697102 | Non-Executive - Independent Director     | Not Applicable          |                         | 17-08-1957    | NA  |                                    | 13-02-2020                  | 30-09-2020             |                   | 60                             | 1  | 1   | 1   | 0  |                             |
| 7  | Mrs             | PARUL ABHOY SHAH        | AAYP54491B | 02899386 | Non-Executive - Independent Director     | Not Applicable          |                         | 02-06-1961    | NA  |                                    | 13-02-2020                  | 30-09-2020             |                   | 60                             | 1  | 1   | 0   | 0  |                             |
| 8  | Mr              | ASHWIN MOHANLAL THAKKER | AABPT3203H | 00686966 | Non-Executive - Independent Director     | Not Applicable          |                         | 18-02-1956    | NA  |                                    | 13-11-2020                  | 13-11-2020             |                   | 60                             | 1  | 1   | 0   | 0  |                             |

| <b>Audit Committee Details</b>                        |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00135296   | CHETAN SHAH               | Executive Director                   | Member                  | 25-05-2006          |                   |         |
| 2   | 06954206   | DEEPAK SHAH               | Non-Executive - Independent Director | Chairperson             | 13-11-2017          |                   |         |
| 3   | 08697102   | ATUL JAYANTILAL MEHTA     | Non-Executive - Independent Director | Member                  | 29-06-2020          |                   |         |

| Nomination and remuneration committee                                       |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson |            |                           |  |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 06954206   | DEEPAK SHAH               | Non-Executive - Independent Director     | Chairperson             | 14-11-2019          |                   |         |
| 2   | 00135504   | MAYUR SHAH                | Non-Executive - Non Independent Director | Member                  | 14-11-2019          |                   |         |
| 3   | 02899386   | PARUL ABHOY SHAH          | Non-Executive - Independent Director     | Member                  | 13-11-2020          |                   |         |

| Stakeholders Relationship Committee                                       |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson |            |                           |  |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00215042   | SHAILAJA SHAH             | Non-Executive - Non Independent Director | Chairperson             | 14-11-2019          |                   |         |
| 2   | 00135602   | S. RAMAMURTHI             | Executive Director                       | Member                  | 03-11-2010          |                   |         |
| 3   | 06954206   | DEEPAK SHAH               | Non-Executive - Independent Director     | Member                  | 14-11-2019          |                   |         |



| Corporate Social Responsibility Committee                                       |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson |            |                           |  |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00135504   | MAYUR SHAH                | Non-Executive - Non Independent Director | Chairperson             | 24-09-2014          |                   |         |
| 2   | 00135296   | CHETAN SHAH               | Executive Director                       | Member                  | 24-09-2014          |                   |         |
| 3   | 02899386   | PARUL ABHOY SHAH          | Non-Executive - Independent Director     | Member                  | 13-11-2020          |                   |         |



| <b>Other Committee</b> |            |                           |                         |                         |                         |         |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr                     | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

| Disclosure of notes on meeting of board of directors explanatory |   |  |   | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
|--|---|--|---|------------------------------|--|------------------------------|---|
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |                              |  |                              |   |
| 1  | 13-11-2020  |  |   |                              | Yes  | 8                            | 4   |
| 2  |   | 12-02-2021   | 90  |                              | Yes  | 8                            | 4   |

**Annexure 1**

**IV. Meeting of Committees**

| Disclosure of notes on meeting of committees explanatory |   |   |   |                         |                               |  |                              |   |
|--|---|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| Sr   | Name of Committee                         | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1  | Audit Committee                           | 13-11-2020  |   |                         |                               | Yes  | 3                            | 2   |
| 2  | Audit Committee                           | 12-02-2021  | 90  |                         |                               | Yes  | 3                            | 2   |
| 3  | Nomination and remuneration committee     | 13-11-2020  |   |                         |                               | Yes  | 3                            | 2   |
| 4  | Nomination and remuneration committee     | 12-02-2021  |   |                         |                               | Yes  | 3                            | 2   |
| 5  | Corporate Social Responsibility Committee | 22-03-2021  |   |                         |                               | Yes  | 3                            | 1   |

**Annexure 1**

**V. Related Party Transactions**

| Sr | Subject  | Compliance status<br>(Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|----------------------------------|--|
| 1  | Whether prior approval of audit committee obtained   | Yes                              |  |
| 2  | Whether shareholder approval obtained for material RPT   | NA                               |  |
| 3  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                              |  |

**Annexure 1****VI. Affirmations**

| Sr | Subject  | Compliance status (Yes/No) |
|----|--|----------------------------|
| 1  | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  | Yes                        |
| 2  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee  | Yes                        |
| 3  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                        |
| 4  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                        |
| 5  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities) | NA                         |
| 6  | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                              | Yes                        |
| 7  | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                  | Yes                        |
| 8  | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | Yes                        |

**Annexure 1**

| Sr | Subject           | Compliance status                        |
|----|-------------------|--|
| 1  | Name of signatory | K.S.Raghavan                             |
| 2  | Designation       | Company Secretary and Compliance Officer |

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

| Sr | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address  |
|----|---|-------------------------------|--|--|
| 1  | Details of business   | Yes                           |  | <a href="http://www.marathonnextgen.com">www.marathonnextgen.com</a> |
| 2  | Terms and conditions of appointment of independent directors            | Yes                           |  | <a href="http://www.marathonnextgen.com">www.marathonnextgen.com</a> |
| 3  | Composition of various committees of board of directors                 | Yes                           |  | <a href="http://www.marathonnextgen.com">www.marathonnextgen.com</a> |
| 4  | Code of conduct of board of directors and senior management personnel   | Yes                           |  | <a href="http://www.marathonnextgen.com">www.marathonnextgen.com</a> |
| 5  | Details of establishment of vigil mechanism/ Whistle Blower policy      | Yes                           |  | <a href="http://www.marathonnextgen.com">www.marathonnextgen.com</a> |
| 6  | Criteria of making payments to non-executive directors                  | Yes                           |  | <a href="http://www.marathonnextgen.com">www.marathonnextgen.com</a> |
| 7  | Policy on dealing with related party transactions                       | Yes                           |  | <a href="http://www.marathonnextgen.com">www.marathonnextgen.com</a> |
| 8  | Policy for determining 'material' subsidiaries                          | Yes                           |  | <a href="http://www.marathonnextgen.com">www.marathonnextgen.com</a> |
| 9  | Details of familiarization programmes imparted to independent directors | Yes                           |  | <a href="http://www.marathonnextgen.com">www.marathonnextgen.com</a> |

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

| Sr | Item   | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address             |
|----|--|-------------------------------|--|-------------------------|
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances  | Yes                           |  | www.marathonnextgen.com |
| 11 | email address for grievance redressal and other relevant details   | Yes                           |  | www.marathonnextgen.com |
| 12 | Financial results  | Yes                           |  | www.marathonnextgen.com |
| 13 | Shareholding pattern   | Yes                           |  | www.marathonnextgen.com |
| 14 | Details of agreements entered into with the media companies and/or their associates  | NA                            |  |                         |
| 15 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | NA                            |  |                         |
| 16 | New name and the old name of the listed entity   | NA                            |  |                         |
| 17 | Advertisements as per regulation 47 (1)  | Yes                           |  | www.marathonnextgen.com |
| 18 | Credit rating or revision in credit rating obtained  | NA                            |  |                         |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year  | Yes                           |  | www.marathonnextgen.com |
| 20 | Whether company has provided information under separate section on its website as per Regulation 46(2)   | Yes                           |  | www.marathonnextgen.com |
| 21 | Materiality Policy as per Regulation 30  | Yes                           |  | www.marathonnextgen.com |
| 22 | Dividend Distribution policy as per Regulation 43A (as applicable)   | NA                            |  |                         |
| 23 | It is certified that these contents on the website of the listed entity are correct  | Yes                           |  | www.marathonnextgen.com |



**Annexure II****II. Annual Affirmations**

| Sr | Particulars   | Regulation Number      | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|------------------------|-------------------------------|--|
| 1  | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6)       | Yes                           |  |
| 2  | Board composition   | 17(1), 17(1A) & 17(1B) | Yes                           |  |
| 3  | Meeting of Board of directors   | 17(2)                  | Yes                           |  |
| 4  | Quorum of Board meeting   | 17(2A)                 | Yes                           |  |
| 5  | Review of Compliance Reports  | 17(3)                  | Yes                           |  |
| 6  | Plans for orderly succession for appointments   | 17(4)                  | Yes                           |  |
| 7  | Code of Conduct   | 17(5)                  | Yes                           |  |
| 8  | Fees/compensation   | 17(6)                  | Yes                           |  |
| 9  | Minimum Information   | 17(7)                  | Yes                           |  |
| 10 | Compliance Certificate  | 17(8)                  | Yes                           |  |

**Annexure II****II. Annual Affirmations**

| Sr | Particulars   | Regulation Number     | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-----------------------|-------------------------------|--|
| 11 | Risk Assessment & Management                            | 17(9)                 | Yes                           |  |
| 12 | Performance Evaluation of Independent Directors         | 17(10)                | Yes                           |  |
| 13 | Recommendation of Board                                 | 17(11)                | Yes                           |  |
| 14 | Maximum number of Directorships                         | 17A                   | Yes                           |  |
| 15 | Composition of Audit Committee                          | 18(1)                 | Yes                           |  |
| 16 | Meeting of Audit Committee                              | 18(2)                 | Yes                           |  |
| 17 | Composition of nomination & remuneration committee      | 19(1) & (2)           | Yes                           |  |
| 18 | Quorum of Nomination and Remuneration Committee meeting | 19(2A)                | Yes                           |  |
| 19 | Meeting of Nomination and Remuneration Committee        | 19(3A)                | Yes                           |  |
| 20 | Composition of Stakeholder Relationship Committee       | 20(1), 20(2) & 20(2A) | Yes                           |  |

**Annexure II****II. Annual Affirmations**

| Sr | Particulars   | Regulation Number             | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-------------------------------|-------------------------------|--|
| 21 | Meeting of Stakeholders Relationship Committee                                      | 20(3A)                        | Yes                           |  |
| 22 | Composition and role of risk management committee                                   | 21(1),(2),(3),(4)             | NA                            |  |
| 23 | Meeting of Risk Management Committee  | 21(3A)                        | NA                            |  |
| 24 | Vigil Mechanism   | 22                            | Yes                           |  |
| 25 | Policy for related party Transaction  | 23(1),(1A),(5), (6),(7) & (8) | Yes                           |  |
| 26 | Prior or Omnibus approval of Audit Committee for all related party transactions     | 23(2), (3)                    | Yes                           |  |
| 27 | Approval for material related party transactions                                    | 23(4)                         | Yes                           |  |
| 28 | Disclosure of related party transactions on consolidated basis                      | 23(9)                         | Yes                           |  |
| 29 | Composition of Board of Directors of unlisted material Subsidiary                   | 24(1)                         | Yes                           |  |
| 30 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6)       | Yes                           |  |

**Annexure II**

**II. Annual Affirmations**

| Sr | Particulars   | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-------------------|-------------------------------|--|
| 31 | Annual Secretarial Compliance Report  | 24(A)             | Yes                           |  |
| 32 | Alternate Director to Independent Director  | 25(1)             | NA                            |  |
| 33 | Maximum Tenure  | 25(2)             | Yes                           |  |
| 34 | Meeting of independent directors  | 25(3) & (4)       | Yes                           |  |
| 35 | Familiarization of independent directors  | 25(7)             | Yes                           |  |
| 36 | Declaration from Independent Director   | 25(8) & (9)       | Yes                           |  |
| 37 | D & O Insurance for Independent Directors   | 25(10)            | Yes                           |  |
| 38 | Memberships in Committees   | 26(1)             | Yes                           |  |
| 39 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)             | Yes                           |  |
| 40 | Disclosure of Shareholding by Non-Executive Directors   | 26(4)             | Yes                           |  |
| 41 | Policy with respect to Obligations of directors and senior management   | 26(2) & 26(5)     | Yes                           |  |
|    | Any other information to be provided - Add Notes  |                   |                               |  |

**Annexure II**

|   |                   |  |
|---|-------------------|--|
| 1 | Name of signatory | K.S.Raghavan                             |
| 2 | Designation       | Company Secretary and Compliance Officer |

**Annexure II**

**III. Affirmations**

| <b>Sr</b> | <b>Particulars</b>   | <b>Compliance status<br/>(Yes/No/NA)</b> |
|-----------|--|--|
| 1         | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | Yes                                      |
|           | Any other information to be provided   |  |

**Annexure II**

|   |                   |  |
|---|-------------------|--|
| 1 | Name of signatory | K.S.Raghavan                             |
| 2 | Designation       | Company Secretary and Compliance Officer |

**Signatory Details**

|                       |  |
|-----------------------|--|
| Name of signatory     | K.S.Raghavan                             |
| Designation of person | Company Secretary and Compliance Officer |
| Place                 | MUMBAI                                   |
| Date                  | 12-04-2021                               |



