

MARATHON NEXTGEN REALTY LTD.

Corporate Office:
 702, Marathon Max,
 Mulund-Goregaon Link Road,
 Mulund (West), Mumbai - 400 080.
 Tel.: +91-22-6724 8484 / 88
 Fax: +91-22-6772 8408
 E-mail: marathon@marathonrealty.com
 Website: www.marathonrealty.com
 CIN: L65990MH1978PLC020080

ANNEXURE II

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

Name of the Company : MARATHON NEXTGEN REALTY LIMITED
 Scrip Code : 503101
 Quarter ended on : September 30, 2015

	Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
II.	Board of Directors	49 II		
A.	Composition of Board	49 (IIA)	Yes	
B.	Independent Directors	49 (IIB)	Yes	
C.	Non-executive Directors' Compensation & Disclosure	49 (IIC)	Yes	Non-executive Directors' do not receive any compensation except sitting fees for attending the Board Meetings.
D.	Other provisions as to Board and Committees	49 (IID)	Yes	
E.	Code of Conduct	49 (IIE)	Yes	
F.	Whistle Blower Policy	49 (IIF)	Yes	
III.	Audit Committee	49 (III)	Yes	
A.	Qualified & Independent Audit Committee	49 (IIIA)	Yes	
B.	Meeting of Audit Committee	49 (IIIB)	Yes	
C.	Powers of Audit Committee	49 (IIIC)	Yes	
D.	Role of Audit Committee	49 (IIID)	Yes	
E.	Review of Information by Audit Committee	49 (IIIE)	Yes	

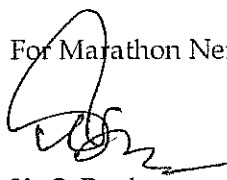


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IV.	Nomination & Remuneration Committee	49 (IV)	Yes	
V.	Subsidiary Companies	49 (V)	Yes	*Parmeka Pvt. Ltd.
VI.	Risk Management	49 (VI)	Yes	
VII.	Related Party Transactions	49 (VII)	Yes	
VIII.	Disclosures	49 (VIII)		
A.	Related party transactions	49 (VIII A)	Yes	
B.	Disclosure of Accounting Treatment	49 (VIII B)	Yes	No deviation from Accounting Standards.
C.	Remuneration of Directors	49 (VIII C)	Yes	
D.	Management	49 (VIII D)	N. A.	
E.	Shareholders	49 (VIII E)	Yes	
F.	Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII F)		
IX.	CEO/ CFO Certification	49 (IX)	Yes	
X.	Report of Corporate Governance	49 (X)	Yes	
XI.	Compliance	49 (XI)	Yes	

For Marathon Nextgen Realty Limited



K . S. Raghavan
 Company Secretary



*w.e.f. September 14, 2015.