

October 03, 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
Website: www.marathonrealty.com
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 September 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 : September 30, 2015

	Particulars	Clause of Listing Agreement	Compliance Status Yes / No / NA	Remarks
II.	Board of Directors	49 II		
A.	Composition of Board	49 (II A)	Yes	
B.	Independent Directors	49 (II B)	Yes	
C.	Non-executive Directors' Compensation & Disclosure	49 (II C)	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 (II D)	Yes	
E.	Code of Conduct	49 (II E)	Yes	
F.	Whistle Blower Policy	49 (II F)	No	Policy to be framed. Under consideration
III.	Audit Committee	49 (III)	Yes	
A.	Qualified & Independent Audit Committee	49 (III A)	Yes	
B.	Meeting of Audit Committee	49 (III B)	Yes	
C.	Powers of Audit Committee	49 (III C)	Yes	
D.	Role of Audit Committee	49 (III D)	Yes	
E.	Review of Information by Audit Committee	49 (III E)	Yes	
IV.	Nomination & Remuneration Committee	49 (IV)	NA	
V.	Subsidiary Companies	49 (V)	N.A.	No Subsidiary Company
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	
I.	Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII I)	NA	
IX.	CEO / CFO Certification	49 (IX)	Yes	
X.	Report of Corporate Governance	49 (X)	Yes	
XI.	Compliance	49 (XI)	Yes	

For Citadel Realty & Developers Limited

Nilesh D. Dand
Director & Compliance Officer