

**Date: May 30, 2024**

To  
BSE Limited,  
Listing Department,  
P.J. Towers, Dalal Street,  
Mumbai - 400001.  
Scrip Code: 503101

NSE Limited,  
Listing Department,  
Exchange Plaza, Plot No. C/1, G Block,  
BKC, Bandra (East), Mumbai - 400051  
NSE Code: MARATHON

**Sub: Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015.**

Dear Sir/Madam,

Pursuant to the Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting the Annual Secretarial Compliance report for the Year ended March 31, 2024.

This is for your information and record.

Yours Truly,  
**For Marathon Nextgen Realty Limited,**

YOGESH  
ASHOK  
PATOLE

Digitally signed by  
YOGESH ASHOK  
PATOLE  
Date: 2024.05.30  
19:19:15 +05'30'

**Yogesh Patole**  
Company Secretary & Compliance Officer  
Membership No.: A48777

# M P SANGHAVI & ASSOCIATES LLP

Company Secretaries

LLPIN – AAS-2921

Office No.227, Avior Corporate Park,  
Nirmal Galaxy LBS Road,  
Mulund West, Mumbai - 400080  
Tel: 022 2591 8827/ 4640 4420  
Website. [www.mpsanghavi.com](http://www.mpsanghavi.com)

## Secretarial Compliance Report of Marathon Nextgen Realty Limited for the year ended 31<sup>st</sup> March 2024

We M P Sanghavi & Associates LLP, Company Secretaries, have examined:

- All the documents and records made available to us and explanation provided by **Marathon Nextgen Realty Limited** ('the listed entity');
- The filings/ submissions made by the listed entity to the stock exchanges;
- Website of the listed entity; and
- Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March 2024 ('Review Period'), in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 (SEBI) and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 (SCRA), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (SEBI).

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR');
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR'); - *Not applicable as there was no issuance during the review period*
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - *Applicable to limited extent as filings are required to be made by Promoters to the Stock Exchanges and listed entity.*
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - *Not applicable during the review period*
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - *Not applicable during the review period*
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT');
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 ('SEBI DP') and
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI ESOP Regulations')

and based on the above examination, we hereby report that, during the Review Period:

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

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Sr	Compliances/Requirement	Regulations/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (Rs)	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
	A	B	C	D	E	F	G	H	I	J
1	Regulation 26A of SEBI LODR		Vacancy caused in the office of CFO was not filled within 3 months	None	NA	Refer Col C	NA	Vacancy in office of CFO caused due to demise on 28.11.23 not filled within time prescribed in Regulation 26A of SEBI LODR. While CMD was given additional charge of Finance, no designated CFO appointed by Company		
2	Regulation 23(9) of SEBI LODR		Delay in filing Consolidated Related Party Transaction for half-year ended March 31, 2023 in XBRL mode	NSE	Fine / Penalty	Ref Col C	11800	While scanned copy of Consolidated related party transaction details for half-year ended 31.03.23 was filed on 24.05.23 after Board Meeting on said date for approval of the financial statements, XBRL filing of the same was done on 26.05.23.	Penalty paid	-

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3	Regulation 3(5) of SEBI PIT	Maintenance of Structured digital Data base	None	NA	Refer Col C	NA	SDD Software procured by Company had technical issue and therefore new Software was purchased and made functional		
4	Regulation 40(10) of SEBI LODR	Unsigned Certificate from Practicing Company Secretary under Regulation 40(10) filed with SE on April 18, 2023. Revised filing done beyond prescribed time limit.	None	NA	Refer Col C	NA	Unsigned Certificate from Practicing Company Secretary under Regulation 40(10) was inadvertently filed with Stock Exchange on 18.04.23. Revised filing done beyond prescribed time limit.		
5	Reg 54(2) of SEBI LODR	Disclosure of Security Cover in connection with Listed NCD not submitted for quarter ended on June / September 30, 2023	BSE	Fine	Ref Col C	46020	Disclosure of Security Cover in connection with Listed NCD not submitted for quarter ended on June / September 30, 2023		

(b) The listed entity has taken the following actions to comply with the observations made in the previous reports:



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	A	B	C	D	E	F	G	H	I	J
1	Regulation 60(2) of SEBI LODR		Delay in submission of the notice of Record date	BSE	Penalty levied	Refer Col C	141600		Penalty Paid	-
2	Reg 57(1) of SEBI LODR		Non-submission of information related to payment obligation	BSE	Penalty levied	Ref Col C	290280		Penalty Paid	-
3	Regulation 57(4) of SEBI LODR		Non-submission of information related to payment obligation	BSE	Penalty levied	Ref Col C	1180		Penalty Paid	
4	Regulation 57(5) of SEBI LODR		Non-submission of information related to payment obligation	BSE	Penalty levied	Refer Col C	1180		Penalty Paid	-

(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	None

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2	<b>Adoption and timely updation of the Policies:</b> • All applicable policies under SEBI Regulations are adopted with the approval of Board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	Yes	None
3	<b>Maintenance and disclosures on Website:</b> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes Yes No	In Corporate Governance Report under Reg 27(2) Website address provided and not weblink
4	<b>Disqualification of Director:</b> None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Based on Verification of Directors Disclosures & information available on MCA website
5	<b>Details related to Subsidiaries of listed entities have been examined with regards to:</b> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	None
6	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Based on management confirmation and review of Company's Website
7	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations	Yes	None
8	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes Yes	None

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		Yes	None
9	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	No	SDD Software procured by Company had technical issue and therefore new Software was purchased and made functional
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	No	Details of action taken by Stock Exchange mentioned separately in this report
12	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no resignation of Statutory Auditors from the listed entity or any of its material subsidiaries.
13	<b>Additional Non-compliances, if any:</b> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	No	Details of Non-compliance are mentioned separately in this report

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.

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4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For M P Sanghavi & Associates LLP  
Company Secretaries  
FRN: L2020MH007000

Pushpal Sanghavi  
Designated Partner  
ACS: 13125 / CP No: 22908  
Peer Review Certificate No: 2972/2023  
UDIN: A013125F000493418



Date: 30<sup>th</sup> May 2024  
Place: Mumbai