April 12, 2017

CITADEL REALTY AND DEVELOPERS LIMITED

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: L21010MH1960PLC011764

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

Scrip Code: 502445

Sub: Compliance Certificate under Regulation 40 (9) of the LODR, 2015.

Dear Sirs,

Enclosed please find Compliance Certificate under Regulation 40 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued by a Practicing Company Secretary, for the half year ended on March 31, 2017, for your record.

Kindly acknowledge.

Yours faithfully, For Citadel Realty & Developers Limited

S. Ramamurthi

Director & C.E.O.

Encl.: as above.

PRASTANT STAKMA G ASSUCIATES

PRACTICING COMPANY SECRETARY

PRASHANT KISHORE SHARMA B.Com, L.L.B., A.C.S., P.G.D.F.M.

EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

FOR THE HALF YEAR ENDED MARCH, 2017

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to CITADEL REALTY AND DEVELOPERS LIMITED maintained by BIGSHARE SERVICES PVT. LTD. pertaining to transfer of equity shares of the company for the period from Ist October, 2016 to 31st March, 2017 for the purpose of issuing a Certificate as per Regulation 40 (9) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, and based on the information provided by the Company, I hereby certify that the Company has delivered during half year ended on 31st March, 2017:

- A) Share/Debenture Certificate(s) relating to the transfer of Shares/Debentures received during the period from Ist October, 2016 to 31st March, 2017 within 30 days, as entered in the Memorandum of Transfers from the respective date of lodgment of each deed, excepting those rejected on technical grounds.
- B) The company has delivered during half year ended on 31st March, 2017 share certificates in respect of request relating to sub-division (split), renewal and consolidation received during the period of 30th October, 2016 to 31st March, 2017, within thirty days from respective date of lodgment excepting those rejected on technical grounds. As per the records made available to us there were no request relating to exchange or endorsement of calls/allotment monies received during the said period.
- c) Any other information, if applicable.

Prashant Sharma& Associates Company Secretary

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Proshant Stormio:2177. Proprietor CR.No.:7902

C.P.No 7902

Place: Mumbai Date: 11/4/17

> 3™ floor, 214, Empire House Dr D.N Road, Fort, Mumbai- 400001 Tel: - 022-67432397, 9819398893, e mail: - prascs@gmail.com