



Ph.: + 91-261-2464305

**MARG TECHNO PROJECTS LIMITED**

CIN : U69590GJ1993PLC019764

9, Govardhan Apartment, Godha Street, Nanpura, Surat - 395 001, Gujarat (India)

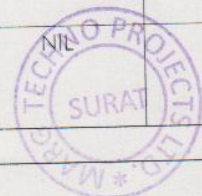
E-mail : margtechno@gmail.com

Ref. :

Date :

**ANNEXURE I****CORPORATE GOVERNANCE CERTIFICATE**

1. Name of Listed Entity		MARG TECHNO PROJECTS LIMITED						
2. Quarter ending		3 <sup>RD</sup> QUARTER- 31 <sup>ST</sup> DEC 2015						
<b>I. Composition of Board of Directors</b>								
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/ Executive/Non- Executive/independent/Non minee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulation s)	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)
Mr.	UMANG ARUNBHAI SHAH	AQAPS3755N & 01171700	MANAGING DIRECTOR/ NON INDEPENDENT DIRECTOR	11/12/2015		01	01	01
Mr.	DHANANJAY VELAYUDHAN NAIR	AAIPN4604M & 02609192	NON INDEPENDENT DIRECTOR	01/02/1997		01	NIL	01
Mr.	SANJAY AMRUTLAL NIKALWALA	ADHPN7480R & 02607316	INDEPENDENT DIRECTOR	29/09/2004		01	01	01
Mr.	BABU THOMAS PUTHUR	ADGPP4856N & 03608522	NON INDEPENDENT DIRECTOR	30/09/2011		01	NIL	NIL
Mrs.	SAPNA SUDHIR YADAV	AAVPY5237C & 06922826	WOMAN INDEPENDENT ADDITIONAL DIRECTOR	11/12/2015	31 DAYS	01	01	NIL
Mr.	ARUN MADHAVAN NAIR	AMAPN6832F & 07050431	NON INDEPENDENT DIRECTOR	30/03/2015		01		NIL
§- PAN number of any director would not be displayed on the website of Stock Exchange								





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&- Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen  
 \* - to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

**II. Composition of Committees**

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1. Audit Committee	Mr. UMANG ARUN SHAH Mr. SANJAY AMRUTLAL NIKALWALA Mrs. SAPNA SUDHIR YADAV	CHAIRPERSON,MANAGING DIRECTOR/ NON INDEPENDENT DIRECTOR INDEPENDENT DIRECTOR WOMAN INDEPENDENT ADDITIONAL
2. Nomination & Remuneration Committee	Mr. DHANANJAY VELAYUDHAN NAIR Mr. SANJAY AMRUTLAL NIKALWALA Mrs. SAPNA SUDHIR YADAV	CHAIRPERSON, NON INDEPENDENT DIRECTOR INDEPENDENT DIRECTOR WOMAN INDEPENDENT ADDITIONAL DIRECTOR
3. Risk Management Committee(if applicable)	N.A	N.A
4. Stakeholders Relationship Committee'	Mr. SANJAY AMRUTLAL NIKALWALA Mr. UMANG ARUN SHAH Mr. BABU THOMAS PUTHUR	CHAIRPERSON, INDEPENDENT DIRECTOR MANAGING DIRECTOR/ NON INDEPENDENT DIRECTOR NON INDEPENDENT DIRECTOR

&- Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

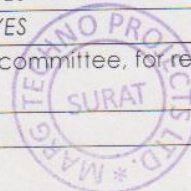
**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
31/07/2015	14/11/2015	91 DAYS
14/08/2015	11/12/2015	
	26/12/2015	

**IV. Meeting of Committees**

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
AUDIT	14/11/2015	YES	14/08/2015	91 DAYS
NOMINATION & REMUNERATION	26/12/2015	YES	14/08/2015	N.A
STAKEHOLDER	26/12/2015	YES	14/08/2015	N.A

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional





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**V. Related Party Transactions**

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	N.A
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a) Audit Committee
  - b) Nomination & remuneration committee
  - c) Stakeholders relationship committee
  - d) Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Name &amp; Designation :

Date: 12/01/2016

Place : SURAT

Company Secretary / Compliance Officer / Managing Director / CEO

**Note:**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given