

The background features a light blue color palette with several overlapping circles of varying shades (light blue, medium blue, dark blue) and thin, light blue lines that create a sense of depth and movement. The text is positioned on a central vertical band that is part of this graphic design.

**MARG TECHNO PROJECTS
LIMITED**

20th ANNUAL REPORT

2012-2013

Forward Looking Statement

In this annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and the underlying assumptions undergoing change. Should known or unknown risks or uncertainties materialize, or should underlying assumptions not materialize, actual results could vary materially from those anticipated, estimated or projected. Shareholders and Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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Board of Directors



Mr. DHANANJAY VELAYUDHAN NAIR
(Managing Director)

Mr. BABU THOMAS PUTHUR
(Non-executive/ Non-independent Director)

Mr. SANJAY AMRUTLAL NIKALWALA
(Non-executive/ Independent Director)

Corporate Information

BOARD OF DIRECTORS

DHANANJAY VELAYUDHAN NAIR
BABU THOMAS PUTHUR
SANJAY AMRUTLAL NIKALWALA

EXECUTIVE DIRECTOR
NON EXECUTIVE / INDEPENDENT
NON EXECUTIVE / INDEPENDENT

COMPLIANCE OFFICER

Mr. DHANANJAY VELAYUDHAN NAIR

AUDITORS

M/s. Adil Aibada and Associates
M/S. ADIL AIBADA AND ASSOCIATES, CHARTERED ACCOUNTANTS
510-511-512, JOLLY PLAZA, ATHWAGATE, SURAT, GUJARAT, 395001

BANKERS

State Bank of India
Central Bank of India
TamilNadu Mercantile Bank Limited

REGISTERED OFFICE

9 GROUND FLOOR, GOVERDHAN APARTMENT, TIMALIYAWAD,
SURAT-395001, GUJARAT.

EMAIL-ID: margtechno@gmail.com

TELEPHONE No.:0261-2463405

NOTICE

Notice is hereby given that the **20th ANNUAL GENERAL MEETING** of the Members of **Marg Techno-Projects Limited** will be held at the **registered office of the Company at 9 Ground floor, Goverdhan Apartment, Timaliyawad, Surat-395001, Gujarat, on 30th September, 2013 at 11:00 A.M.**, to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial Statement of the Company for the year ended 31st March, 2013 and balance sheet as on that date along with the reports of the Directors and Auditors thereon.

“**RESOLVED THAT** audited Balance sheet as at 31.03.2013, Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March, 2013 along with schedules and notes thereon along with report of the directors and Auditors thereon.”

2. To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** subject to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, **AADIL AIBADA & ASSOCIATES, Chartered Accountants** be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting for the financial year 2012-13 at a remuneration to be fixed by the Board of Directors on the recommendation of the Audit Committee of Directors.”

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of the Section 256 and other applicable provisions, if any of the companies act, 1956, **Mr. BABU THOMAS PUTHUR** be and is hereby appointed as a director of the company, liable to retire by rotation.”

Registered Office:

9 Ground floor, Goverdhan Apartment,
Timaliyawad, Surat- 395001, Gujarat.

By Order of the Board

Sd/-

(Chairman)

Date: 02/09/2013

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Register of Members and Share Transfer Books will remain close from 25th September, 2013 to 30th September, 2013 (both days inclusive) for the purpose of Annual General Meeting.
3. The Instrument of proxy, in order to be effective, must be completed, stamped, signed and deposited at the Company's Registered Office not less than forty-eight hours before the commencement of the ensuing Annual General Meeting (AGM).
4. Corporate Members are requested to send to the Company's Registered office, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM.
5. Members/Proxies are requested to bring their attendance slip sent herewith, duly filled in, for attending the meeting.
6. Additional information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the persons seeking re-appointment as Director.
7. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.

**Details of the Directors seeking appointment at the forthcoming Annual General Meeting
(In pursuance of Clause 49 of the Listing Agreement)**

Name of the Director	Mr Babu Thomas Puthur
Date of Birth	30/05/1968
Date of Appointment	30/09/2011
Qualification	H.S.
Expertise	Wide experience Financial and Investment matters.
Directorship held in other Public Companies as on March 31, 2013	Nil
Chairmanship/ Membership of the Committee of the Board of Directors of the Company as on March 31 2013	Nil
Chairmanship/Membership of the Committee of Directors of other Public Companies as on 31st March, 2013	Nil
Number of shares held	Nil

DIRECTORS REPORT

To,
The Members
Marg Techno-Projects Limited
Surat

Your directors have pleasure in presenting their Annual Report and the audited statement of accounts for the year ended on 31st March, 2013 together with the auditors report thereon. The directors give hereunder their report with respect to the matters specified in section 217 of The Companies Act 1956.

1 State of affairs

Particulars		2012-2013
Income	Rs.	652547.00
Other Income	Rs.	0.00
Financial Charges	Rs.	4048.00
Depreciation	Rs.	38016.00
Profit/(Loss) before tax	Rs.	25860.00
Proposed Dividend	Rs.	0.00
Transfer to General Reserve	Rs.	0.00

2. Material Changes affecting Financial Position of company after date of balance Sheet.
No material changes have occurred affecting financial position of company after date of balance sheet.

3 Particulars of energy Conservation of Energy Etc

A. CONSERVATION OF ENERGY

- a Energy conversation measures taken: Nil
- b Additional investment and proposals, if any, being Implemented for reduction of consumption of energy there are no proposals
- Impact of measures at (a) & (b) above for reduction
- c of energy consumption and consequent impact on the cost of production of goods: Does not arise

B. TECHNOLOGY ABSORPTION

Form B

Research & Development (R & D)

- 1 Specific area in which R & D carried by the company Nil
- 2 Benefits derived as a result of the above R & D Does not arise
- 3 Future plan of action No plans at present
- 4 Expenditure on R & D Nil

Technology absorption, adaptation and innovation

- 1 Efforts being made towards technology absorption, adaptation and innovation None
- Benefits derived as a result of the above efforts e.g.
- 2 Product improvement cost, reduction, product development, import substitution etc. None
- 3 Imported technology: Not applicable

C. FOREIGN EXCHANGE EARNING AND OUTGO

- Activities relating to exports, initiatives taken to increase exports, development of new export markets None

For products and services and export plans
Total Foreign Exchange used and earned
Earnings Nil out Go Nil

6. Material Changes during the year affecting State of affairs of company and class of business
No material changes have occurred during the year which has affected the state of affairs of company or class of business in which company has interest.
7. Information about employees
The company do not have any employee drawing salary in excess of limits prescribed under section 217 (2a) of the companies act, 1956 read with the companies (particulars of employees) rules 1975 the particulars should be treated as nil
8. Directors responsibility statement
Your Directors confirm that:
 - (i) In the preparation of Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
 - (ii) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of financial year and of the loss of the company for the year.
 - (iii) The directors has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities, and
 - (iv) The directors had prepared the accounts on going concern basis.
9. Auditors Report
The directors are of opinion that the comments in the Auditors report are self explanatory and do not call for any further explanation.
10. Acknowledgements
The Directors express their sincere thanks to all the individuals, governments agencies, bankers and the employees of company s who have given support and co operation during the year

Place: Surat

For & On Behalf of the Board of Directors

Sd\ - Dhananjay Velayudhan Nair Sd/-
Sanjay A. Nikalwala
Directors

ANNEXURE 'A' TO DIRECTORS' REPORT - REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY

Pursuant to Revised Clause 49 of the Listing Agreement with the Stock Exchange, Compliance with the requirements of Corporate Governance is set out below :-

Your company philosophy is to continue to enhance the value of its stakeholders including shareholders, customers, employee's lenders and society at large. The company believes that good corporate governance practices are sine qua non for sustainable development of business. Your company believes that all actions and strategic plans should deliver fair value to its stakeholders. It is an integral part of the company core value which includes fairness, transparency integrity, equity, honesty and accountability .Your Company is compliance with the standards set out by clause 49 of the listing agreement with stock exchange.

BOARD OF DIRECTORS

I. BOARD OF DIRECTORS

(A) The Constitution of Board of Directors of the Company is governed by the Company's Act 1956 and the Clause 49 of listing agreement. The Company's Board comprises a combination of executives and non- executive Directors. The Board presently consists of 3 Directors and its mix provides a combination of professionalism, knowledge and experience required in the line of Business of the Company. The Board is responsible to manage business of the Company. The functions, responsibilities, role and accountability of the Board are well defined.

The details of the composition of the Board as on 31.03.2013, attendance at the Board Meeting during the year and at the last Annual General Meeting, Number of Directorships, Membership/Chairmanship in other public companies are as follows:-

Sr No.	Name of the Director	Designation	Executive/ Non Executive/Promoter	Independent/ Non Independent
1	Dhananjayan Velayudhan .Nair	Director	Executive	Non-Independent
2	Sanjay Amrutlal Nikalwala	Director	Non-Executive	Independent
3	Babu Thomas Puthur	Director	Non-Executive	Independent

(B) Attendance of Directors at Board Meetings, last Annual General Meeting (AGM) & number of other Directorship and Chairmanships/Memberships of Committees of each Director in various Companies as on 31st March, 2013.Board holds periodic meetings to review and discuss performance of the Company, its future plans, strategies and other pertinent items relating to the

Company. During the financial year ended on 31st March, 2013, meeting of the Board of Directors was held 4 Five (s) times on: **16.05.2012, 11.09.2012, 26.12.2012, 14.03.2013**

Name	Designation	Board Meetings Attended	Whether Last AGM Attended	Directorships held in other Public Limited Companies incorporated in India	No. of Membership(s)/Chairmanship(s) of Board Committees in other Companies #
Dhananjayan Velayudhan Nair	Chairman & Director	4	Yes	1	Nil
Sanjay Amrutlal Nikalwala	Independent Director	3	Yes	Nil	Nil
Babu Thomas Puthur	Independent Director	3	Yes	Nil	Nil

Pursuant to clause 49 of Listing Agreement with Stock Exchanges, Memberships/Chairmanships of only Audit Committees and Shareholders Grievance committee in all Public Limited companies (excluding Marg Techno-Projects Limited) have been considered.

The agenda and notes on agenda are circulated to the Board members in advance for facilitating meaningful and focused discussion at the Board Meeting. The Board members, in consultation with the chairman may bring up any matter for consideration of the Board.

The Board periodically reviews compliance report of all laws applicable to the Company. Steps are taken by the Company to rectify or comply the instances of non-compliance, if any noticed.

COMMITTEE OF THE BOARD

1. AUDIT COMMITTEE
2. SHAREHOLDER'INVESTOR GRIEVANCE COMMITTEE

AUDIT COMMITTEE

Company has an Audit committee comprising of 2 (Two) Non- executive Directors and 1 (One) All the members of the Audit Committee are financially literate and have accounting or related financial management expertise. The terms of reference of the Audit Committee included the power as laid down in clause 49(II)(C) and the role as stipulated in Clause 49(II)(D) of the listing agreement and review of the information as laid down in clause 49(II)(E)

During the financial year ended on 31st March, 2013, four (4) meetings of the Audit committee were held on :09/04/2012, 19/07/2012,22/11/2012,13/02/2013 Quarterly financial reports are firstly approved

by the Audit Committee and then are approved by Board. The composition of Audit Committee and the attendance of members during these meetings are as follows:-

Composition

Name	Designation	Category
1. Mr.Sanjay Amrutlal Nikalwala	Chairman	Non-Executive /Independent Director
2. Mr. Babu Thomas Puthur	Member	Non-Executive /Independent Director
3. Mr.Dhananjay Velayudhan Nair	Member	Executive Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to accounts. The scope and function of the Audit Committee and its terms of reference shall include the following:

A. Tenure: The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

B. Meetings of the Committee: The committee shall meet at least four times in a year and not more than four months shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting. Meeting of the Audit Committee shall be called by at least seven day's notice in advance.

C. Role and Powers: The Role of Audit Committee together with its powers shall be as under:

1. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approving payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act;
 - b. changes, if any, in accounting policies and practices along with reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;

- d. significant adjustments made in the financial statements arising out of audit findings;
- e. compliance with listing and other legal requirements relating to financial statements;
- f. disclosure of any related party transactions; and
- g. qualifications in the audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

9. Discussing with the internal auditors any significant findings and follow up there on;

10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

11. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;

12. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;

13. Reviewing the functioning of the Whistle Blower mechanism, in case the same is existing;

14. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and

15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity Listing agreements as and when amended from time to time.

Further, the Audit Committee shall mandatorily review the following:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the chief internal auditor.

SHARE TRANSFER AND INVESTOR`S GRIEVANCE COMMITTEE

Your Company constituted the Committee to oversee the redressal of shareholders' grievances relating to transfer of shares, non-receipt of annual report, dividend etc since the year 2001. The Committee deals with the various matters relating to:-

- transfer/ transmission of shares/ debentures,
- issue of duplicate share certificate,
- review of shares dematerialized and all other related matters,
- monitors expeditious redressal of investor`s grievances, all other matters related to shares/ debentures.

Composition

Name	Designation	Category
1. Mr.Sanjay Amrutlal Nikalwala	Chairman	Non-Executive /Independent Director
2. Mr. Babu Thomas Puthur	Member	Non-Executive /Independent Director
3. Mr.Dhananjay Velayudhan Nair	Member	Executive Director

III. CODE OF CONDUCT

The Board of Directors of the Company has formulated a code of conduct for all Board Members and Senior Management Personnel of the Company and Compliance thereof has been affirmed by all concerned. This Code of Conduct will be placed on the Company's Website.

IV. DECLARATION FOR COMPLIANCE OF CLAUSE 49(I)(D)

This is to confirm that the Company has adopted a Code of Conduct for all the Board Members and Senior Management Personnel of the Company. It is further confirmed that the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the financial year ended 31st March, 2013.

Executive Director

Date :

Dhananjayan Velayudhan .Nair

Place: Kolkata

V. DETAILS OF DIRECTORS APPOINTED/RE-APPOINTED

Details of directors being appointed/re-appointed have been disclosed in the notice of the Annual General Meeting, i.e. brief resume, nature of expertise in specific functional areas, numbers of directorships and committee memberships and their shareholding in the Company.

VI. GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings:

Annual General Meeting	Date & Time	Venue
31st March, 2012	29th September, 2012, at 11.00 A.M	9, Ground Floor, Goverdhan Apartment Timaliavad, Surat, Gujarat-395001
31st March, 2011	30th September, 2011, at 11.00 A.M	9, Ground Floor, Goverdhan Apartment Timaliavad, Surat, Gujarat-3950014
= 31st March, 2010	30th September, 2010, at 11.00 A.M	9, Ground Floor, Goverdhan Apartment Timaliavad, Surat, Gujarat-395001

VII. LOCATION AND TIME OF LAST TWO EXTRA-ORDINARY GENERAL MEETINGS

No Extra-Ordinary General Meeting was held in the financial year 2012-2013.

VIII. POSTAL BALLOT

No Resolution has been passed during last three financial years through Postal Ballot Rules.

IX. DETAILS OF COMPLIANCE OFFICER:

Name	Mr. DHANANJAY VELAYUDHAN NAIR
Phone No.	0261 246 4305
Email-Id	margtechno@gmail.com

X. DISCLOSURES

- (a) For the list of disclosures of related party relationship and transactions as per Accounting Standard AS-18, “Related Party Disclosures”, Additional Notes to the Annual Audited Accounts of the Company for the financial year ended on 31st March, 2013 may be referred to..
- (b) The Company has duly complied with the requirements of the regulatory authorities on capital market. No structures were imposed on the Company by the SEBI, or any statutory authority on any matter related to capital markets during the last three year.
- (c) There was no pecuniary relationship or transactions between the Company and the Non Executive Directors.
- (d) While preparing financial statements for the year under review, no accounting treatment which was different from that prescribed in the Accounting Standard issued by The Institute of Chartered Accountants of India was followed.
- (e) The Company does not presently have a Whistle Blower policy
- (f) The Board has received disclosures from senior management personnel relating to material financial and commercial transaction in which they and/or their relatives have personal interest.
- (g) A Management Discussion and Analysis Report has been included as a part of the Directors’ Report to the Shareholders for the financial year ended 31st March, 2013.
- (h) **Details of Compliance with clause 49 Listing Agreement with Stock Exchange:**
- All mandatory requirements under this clause have been appropriately complied with.
 - The Company has a remuneration committee, which is not a mandatory requirement under this clause as reported in paragraph iii above.
 - Other non mandatory requirements will be adopted by your Company’s Board as and when required and /or deemed necessary.
- (i) The Company does not have any Indian Subsidiary Company and hence provision of an Independent Director of the Company on the Board of such Subsidiary Company is not applicable.

XI. MEANS OF COMMUNICATIONS

- The Company regularly provides information to the Stock Exchanges as per the requirements of the listing Agreement.
- The Quarterly/Half Yearly/Nine Months & Annual Results have been submitted to The Calcutta Stock Exchange Ltd. and published in the leading English Newspapers and in vernacular language Newspaper.

XII. GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard is provided in section “Shareholders Information” which forms part of this Annual Report.

XIII. SHAREHOLDERS’ INFORMATION

a. Annual General Meeting

The information regarding Annual General Meeting for the financial year ended on 31st March 2014 is as follows :-

Day & Date	:	Monday, 30th September, 2013
Time	:	11.00 A.M.
Venue	:	9, Ground Floor, Goverdhan Apartment Timaliavad, Surat, Gujarat-395001

b. Financial Calender(Tentative)

Financial reporting for the quarter ending June 30,2012	Within 45 days of end of Quarter
Financial reporting for the quarter ending September 30,2012	
Financial reporting for the quarter ending December 31,2012	
Financial reporting for the quarter ending March 31,2013	Within 60 days of end of Quarter
Annual General Meeting for the year ending 31 st March,2013	On & before Last week of September 2015

c. Financial Year	:	1st April 2012 to 31stMarch, 2013.
d. Date of Book Closure	:	24 th to 30 th September, 2013
e. Dividend Payment Date under	:	No Dividend has been recommended for the year review.
f. Listing of Shares	:	:Ahmedabad Stock Exchange Limited (ASEL),Delhi Stock Exchange (DSE) and Vadodara Stock Exchange Limited (VSE)
g. Registrar & Share Transfer Agent :		Link Intime India Private Limited Unit No.303,3 rd Floor, Shoppers plaza, Opp.Municipal Market, Behind Shoppers Plaza II,Off C.G Road,Ahmedabad,Gujarat-380009

h. Share Transfer Systems

As on 31st March, 2013, none of the shares of the Company are in electronic form. The share transfers which are received in physical form are processed and the share certificates returned within a period of 15-20 days from the date of receipt of the transfer, subject to documents being valid and complete in all respects. The Company also obtains from a Practicing Company Secretary, half yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchange and files a copy of the certificate with the Stock Exchange.

i. Shareholding pattern as on 31st March 2013

- Distribution of Shareholding as on 31st March, 2013:

Share or Debenture holding of nominal value		Share/Debenture Holders		Share/Debenture Amount	
Rs.	Rs.	Number	% to Total	Rs.	% to Total
(1)	(1)	(2)	(3)	(4)	(5)
Up to – 5000		699	64.19	1611100	2.685
5001 - 10000		201	18.46	1576000	2.63
10001 - 20000		101	9.28	1485100	2.475
20001 - 30000		29	2.66	724100	1.21
30001 - 40000		2	0.18	68000	0.11
40001 - 50000		7	0.64	345000	0.575
50001 - 100000		11	1.01	895000	1.49
100001 and above		39	3.58	53295700	88.83
TOTAL		1089	100.00	60000000	100.00

j. Category of Shareholders as on 31st March, 2013

Category	No. of Shares Held	% of shareholdings
Promoters & Promoter Group	4366170	72.77
Institutional Investors	0	
Bodies Corporate	0	
Indian Public	1633830	27.23
Total	6000000	100.00

k. Dematerialization of Equity Shares & Liquidity

Particulars of Shares	Equity Shares of Rs.10 each	
	Number	% of Total

l. Outstanding GDRs./ADRs/Warrants or any convertible instruments, conversion data likely impact on Equity : Not Applicable .

m. Reconciliation of Share Capital Audit

A Practicing Company Secretary carried out Reconciliation of share capital audit to reconcile total issued and listed capital. The Audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form (none of the shares of the Company are in dematerialized form) .This audit is carried out every quarter and the report thereon is submitted to Stock Exchanges.

n. Investors' Correspondence

Shareholders can contact the Company for Secretarial matters at registered office of the company.

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CERTIFICATION TO THE BOARD

The Board of Directors

Marg Techno-Projects Limited

Ref- Financial Statements for the period ended March 31, 2013:

I, Dhananjayan Velayudhan Nair , Managing Director, of the Company on the basis of the review of the Financial statements for the year ended on 31st March, 2013 along with cash flow statement for that period and to the best of our knowledge and belief , certify under Clause 49 of the Listing Agreement that:-

- a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws a regulation.
- c) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ending March 31,2013, that are fraudulent, illegal or volatile of the Company's Code of Conduct.
- d) We accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting We have indicated to the Auditors and the Audit Committee:
 - o Significant changes in internal control over financial reporting during the year;
 - o Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - o Instances of significant fraud, if any, of which we became aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

(Chairman)

sd/-

Place:

Date:

Marg Techno-Projects Limited
CIN NO- U69590GJ1993PLC 019764

9 Ground floor, Goverdhan Apartment, Timaliyawad, Surat- 395001, Gujarat.
Email id-margtechno@gmail.com

ATTENDANCE SLIP

Folio No: _____ *No.* _____ *of*
Shares held: _____

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 19th Annual General Meeting 9 Ground floor, Goverdhan Apartment, Timaliyawad, Surat- 395001, Gujarat on the 30th day of September, 2013 at 11.00a.m.

Name of the Shareholder/Proxy:-

Signature of the Shareholder/Proxy:-

MARG TECHNO-PROJECTS LIMITED

CIN NO.- U69590GJ1993PLC 019764

9 Ground floor, Goverdhan Apartment, Timaliyawad, Surat- 395001, Gujarat.

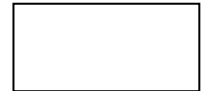
PROXY FORM

Folio No:

No. of Shares held:

I/We ----- of ----- in the district of ----- being a member/members of M/s. Marg Techno-Projects Limited, hereby appoint ----- of ----- in the District of ----- or failing him ----- of ----- in the District of ----- as my / our Proxy to vote for me/ us on my/our behalf, at the 19th Annual General Meeting to be held at 9 Ground floor, Goverdhan Apartment, Timaliyawad, Surat- 395001, Gujarat, on Friday the 30th day of September 2013 at 11.00 a.m and at any adjournment thereof.

Signed this ----- day of -----, 2013



SIGNATURE _____

NOTE:

- 1. In the case of a Corporation this Proxy shall be either given under the Common Seal or signed on its behalf by an Attorney or Officer of the Corporation.*
- 2. Proxies to be valid must be deposited at the Registered Office of the Company, not later than 48 hours before the time for holding the Meeting.*

Book Post

If undelivered please return to:

Marg Techno-Projects Limited

9 Ground floor, Goverdhan Apartment, Timaliyawad, Surat- 395001, Gujarat.