

Ref. :

Date :

**CORPORATE GOVERNANCE REPORT**

**ANNEXURE I**

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity **MARG TECHNO PROJECTS LIMITED**  
2. Quarter ending **4TH QUARTER - 31ST MARCH 2016**

Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) &	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 Regulations)	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 A.RUNBHAI SHAH	AQAPS3755N 01171700	MANAGING DIRECTOR/NON INDEPENDENT DIRECTOR/EXECUTIVE DIRECTOR	26/12/2015		01	01	01
Mr.	DHANANJAY VELAYUDHAN NAIR	AAIPN4804M 02609192	NON INDEPENDENT DIRECTOR/NON EXECUTIVE DIRECTOR	26/12/2015		01	NIL	01
Mr.	SANJAY AMRUTLAL NIKALWALA	ADHPN7480R 02607316	INDEPENDENT DIRECTOR/NON EXECUTIVE DIRECTOR	29/09/2004		01	01	01
Mr.	BABU THOMAS PUTHUR	ADGPP4856N 03608522	NON INDEPENDENT DIRECTOR/NON EXECUTIVE DIRECTOR	30/09/2011		01	NIL	NIL
Mrs.	SAPNA SUDHIR YADAV	AAVYY5237C 06922826	WOMAN INDEPENDENT ADDITIONAL DIRECTOR/NON EXECUTIVE DIRECTOR	11/12/2015	3 MONTHS 21 DAYS	01	01	NIL
Mr.	ARUN MADHAVAN NAIR	AMAPN6832F 07050431	NON INDEPENDENT DIRECTOR/NON EXECUTIVE DIRECTOR	30/09/2015		01	NIL	NIL

SPAN number of any director would not be displayed on the website of Stock Exchange  
&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. SANJAY AMRUTLAL NIKALWALA Mr. UMANG ARUN SHAH Mrs. SAPNA SUDHIR YADAV	CHAIRPERSON, INDEPENDENT DIRECTOR / NON EXECUTIVE MANAGING DIRECTOR/NON IND. DIRECTOR / EXECUTIVE WOMAN INDEPENDENT ADDITIONAL DIRECTOR/ NON EXECUTIVE
2. Nomination & Remuneration Committee	Mr. SANJAY AMRUTLAL NIKALWALA Mr. DHANAJAY VELAYUDHAN NAIR Mrs. SAPNA SUDHIR YADAV	CHAIRPERSON, INDEPENDENT DIRECTOR / NON EXECUTIVE NON INDEPENDENT DIRECTOR/ NON EXECUTIVE WOMAN INDEPENDENT ADDITIONAL DIRECTOR/NON EXECUTIVE
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 / NON EXECUTIVE MANAGING DIRECTOR/NON INDEPENDENT DIRECTOR/ EXECUTIVE NON INDEPENDENT DIRECTOR/ NON EXECUTIVE

&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)
14/11/2015	29/01/2016	02 DAYS
11/12/2015	13/02/2016	
26/12/2015	21/03/2016	





Ref. :

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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	29/11/2016	YES	14/11/2015	62 DAYS
NOMINATION AND RENUMERATION	13/03/2016	YES	26/12/2015	N.A.
STAKEHOLDER	21/03/2016	YES	26/12/2015	N.A.

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

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	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>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.</p> <p>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.</p> <p>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.</p>	

DATE :12/04/2016

PLACE: SURAT

For MARG TECHNO PROJECTS LIMITED

DIVYA S. BAKERI  
COMPANY SECRETARY  
M.No. : A-39586

Company Secretary & Compliance Officer





Ref. :

**ANNEXURE II**

Date :

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

**I. Disclosure on website in terms of Listing Regulations**

Item	Compliance status (Yes/No/NA)refer note below
Details of business	
Terms and conditions of appointment of independent directors	NO
Composition of various committees of board of directors	NO
Code of conduct of board of directors and senior management personnel	NO
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	NO
Policy on dealing with related party transactions	No
Policy for determining 'material' subsidiaries	N.A.
Details of familiarization programmes imparted to independent directors	N.A.
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	No
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes
New name and the old name of the listed entity	N.A.
<b>II Annual Affirmations</b>	Yes

**Particulars**

Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition		
Meeting of Board of directors	17(1)	Yes
Review of Compliance Reports	17(2)	Yes
Plans for orderly succession for appointments	17(3)	Yes
Code of Conduct	17(4)	Yes
Fees/compensation	17(5)	Yes
Minimum Information	17(6)	Yes
Compliance Certificate	17(7)	Yes
Risk Assessment & Management	17(8)	Yes
Performance Evaluation of Independent Directors	17(9)	Yes
Composition of Audit Committee	17(10)	NO*
Meeting of Audit Committee	18(1)	Yes
Composition of nomination & remuneration committee	18(2)	Yes
Composition of Stakeholder Relationship Committee	19(1) & (2)	Yes
Composition and role of risk management committee	20(1) & (2)	Yes
Vigil Mechanism	21(1),(2),(3),(4)	Yes
Policy for related party Transaction	22	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(1),(5),(6),(7) & (8)	NA
Approval for material related party transactions	23(2), (3)	NA
Composition of Board of Directors of unlisted material Subsidiary	23(4)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(1)	NA
Maximum Directorship & Tenure	24(2),(3),(4),(5) & (6)	NA
Meeting of independent directors	25(1) & (2)	Yes
Familiarization of independent directors	25(3) & (4)	Yes
	25(7)	No \$





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Memberships in Committees		
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(1)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(3)	Yes
Policy with respect to Obligations of directors and senior management	26(4)	Yes
Note	26(2) & 26(5)	No #
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.		
*Performance Evaluation of Independent Directors: Company is in process of Developing such System.		
\$ Familiarization of Independent directors: No such procedure adopted by the company.		
# Policy with respect to Obligations of directors and senior management: Only Oral/ Verbal instructions are given. No Documentory in Writing Recorded.		
III Affirmations: The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.: N.A.		

JA Shah  
Umang Arunbhai Shah  
Managing Director

*Divya S. Chaveri*  
12/4/16  
DIVYA S. CHAVERI  
COMPANY SECRETARY  
M.No. : A-39586

(Compliance officer)

