

**Annexure IV**

The Chief General Manager  
Listing Operation,  
**BSE Limited,**  
20<sup>th</sup> Floor, P. J. Towers,  
Dalal Street, Mumbai – 400 001.

Dear Sir/Madam,

**Sub: Application for “In-principle approval” prior to issue and allotment of 40,00,000 (Forty Lakh) Fully Convertible Equity Warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

I, Hiren H. Shah, Practising Company Secretary (COP No. 17584), have verified the relevant records and documents of Marg Techno-Projects Limited with respect to the proposed preferential issue by the Company as per Chapter V of the SEBI (ICDR) Regulations, 2018 and certify that:

- None of the proposed allottee(s) have sold any equity shares of the Company during the 90 trading days preceding the relevant date. Further, none of entities in the promoter and promoter group entities have sold any equity share of the company during the 90 trading days preceding the relevant date.
- None of the proposed Allottees as stated below hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.

Sr. No.	Name of Proposed Allottees	Category	No. of equity shares held
1	Madhubhai N. Vekaria	Non-Promoter	NIL
2	Vasantbhai L. Mangrolia	Non-Promoter	NIL
3	Yugma J. Acharya	Non-Promoter	NIL
4	Ketan M. Chalishazar	Non-Promoter	NIL

- There is no pre-preferential shareholding of proposed Allottee(s) and hence there is no requirement of Lock-in in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/pledge of pre-preferential holding from 4<sup>th</sup> May, 2023 till lock-in date. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottees	DP ID/Client ID *	Pre-preferential holding	Lock-in details	
			From	To
Madhubhai N. Vekaria	IN303028/64371823	NIL	N.A.	N.A.
Vasantbhai L. Mangrolia	IN303028/64475300	NIL	N.A.	N.A.
Yugma J. Acharya	12081601/09413699	NIL	N.A.	N.A.
Ketan M. Chalishazar	12081600/67685267	NIL	N.A.	N.A.



- d) None of the proposed allottees belonging to promoter(s) or the promoter group are ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and Section 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MOA) and Article of Association (AOA) of the Company. It is further confirmed that AOA of the Company does not provide any method for determination of valuation for the proposed Preferential Issue.
- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2022-23 is more than 5% of the post issue fully diluted share capital of the issuer.



**HIREN HASMUKH SHAH**

Company Secretary in Practice

ACS No.: 42463

COP No.: 17584

PRCN: 2744/2022

ICSI Unique Code: I2015GJ1382300

ICSI UDIN: A042463E000284751

Date: 10/05/2023

Place: Surat



## Annexure III

To,  
Head – Listing  
Metropolitan Stock Exchange of India Limited (MSE)  
Building A, Unit 205A, 2nd Floor,  
Piramal Agastya Corporate Park, L.B.S Road,  
Kurla West, Mumbai - 400 070

Dear Sir,

**Sub: Application for “In-principle approval” prior to issue and allotment of 40,00,000 (Forty Lakh) Fully Convertible Equity Warrants on preferential basis under Regulation 28(1) of SEBI (LODR) Regulations, 2015.**

We, Hiren Hasmukh Shah, Practicing Company Secretary (COP No. 17584), have verified the relevant records and documents of Marg Techno-Projects Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

1. There is no pre-preferential shareholding proposed Allottee(s) and hence there is no requirement of Lock-in in accordance with Regulation 167(6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID *	Qty	Lock-in details	
			From	To
Madhubhai N. Vekaria	IN303028/64371823	NIL	N.A.	N.A.
Vasantbhai L. Mangrolia	IN303028/64475300	NIL	N.A.	N.A.
Yugma J. Acharya	12081601/09413699	NIL	N.A.	N.A.
Ketan M. Chalishazar	12081600/67685267	NIL	N.A.	N.A.

(\*) client id/ folio no in case allottee hold the securities in physical form.

2. None of the proposed allottees have sold any equity shares of the company during the six months period preceding the relevant date.
3. None of the proposed allottees belonging to promoters or the promoter group has sold any equity shares during the six months preceding the relevant date till relevant date. Further no person belonging to promoters or the promoter group who has previously subscribed to warrants of the issuer has failed to exercise the warrants within the time period mandated for the same in the SEBI (ICDR) Regulations.
4. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.



# CS HIREN SHAH

COMPANY SECRETARIES

ACS-42463, COP No-17584

Shop No 215, Krushi Bazaar, Nr. North Extension, Sahara Darwaja, Ring Road, Surat-395010.

Phone:-9537308206, Mail: - cs.hirenshah@gmail.com

5. None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018



**HIREN HASMUKH SHAH**

ACS No.: 42463

COP No.: 17584

PRCN: 2744/2022

ICSI Unique Code: I2015GJ1382300

ICSI UDIN: A042463E000284804

Date: 10/05/2023

Place: Surat