

Ref.:

Date :

Date: 02nd September, 2021

Ref: MTPL/BSE/NAGM/2020-21/01 To, The Manager BOMBAY STOCK EXCHANGE LTD 1 st Floor, P J Towers, Dalal Street Mumbai-400001, Equity Scrip Code: 540254	Ref: MTPL/MSEI/NAGM/2020-21/01 To, Listing Department METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED 205(A), 2nd Floor, Piramal Agastya Corporate Park, Kamani Junction, LBS Road, Kurla (West), Mumbai-400070 Office : +91 22 6112 9000; Equity Scrip Code: 35404
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Sub: Submission of Annual Report along with notice of 28th Annual General Meeting of Marg Techno-Projects Limited under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015:

Dear Sir/Madam,

Please find enclosed 28th Annual Report of Marg Techno-Projects Limited alongwith notice calling the 28th Annual General Meeting (AGM) of the Members of the Company is scheduled to be held on Thursday, September 30, 2021 at 11.00 AM to transact the business mentioned in the said AGM Notice. Remote E-voting period begins from Monday, September 27, 2021 (9.00 a.m.) and ends on Wednesday, September 29, 2021 (5.00 p.m.). During this Period, shareholders holding shares either in physical form or dematerialized form, as on Thursday, September 23, 2021, being cut-off date as may cast their vote electronically.

Further Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 21, 2021 to Thursday, September 30, 2021 (both days inclusive) for the purpose of Annual General Meeting of the Company.



Ref.:

Date :


As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of the SEBI (LODR), Requirements, 2015, the company is providing to its members the facility to cast their vote by electronic means on all resolution set forth in the said Notice.

Kindly take the same on your record.

Thanking You,

Yours Faithfully,

For MARG TECHNO-PROJECTS LIMITED



ARUN MADHAVAN NAIR
MANAGING DIRECTOR
DIN: 07050431



Ref:

Date :

Notice of Annual General Meeting

Notice is hereby given that the 28th Annual General Meeting of the members of **Marg Techno-Projects Limited** will be held on Thursday, September 30, 2021 at 11.00 A.M. at the registered office of the Company situated at 406, Royal Trade Centre, Opp. Star Bazaar, Adajan, Surat-395009, Gujarat, to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Financial statements of the Company for the financial year ended March 31st, 2021 and reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Arun Madhavan Nair (DIN: 07050431), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Arun Madhavan Nair, (holding DIN No. 07050431), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Special Business:

3. To approve re-appointment of Mr. Dhananjay Kakkat Nair (DIN: 02609192) as Whole-time Director of the Company and approve remuneration and terms of re-appointment thereof.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 other applicable provisions of the Companies act, 2013 read with Schedule V and other applicable provisions if any, of the Companies act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded to approve the terms of re-appointment and remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of re-appointment of Mr. Dhananjay Kakkat Nair (DIN: 02609192) as Whole-time Director of the Company for the period of five years with effect from 30th May, 2022 to 29th May, 2027 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting a copy whereof, initialled by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which agreement is also hereby specifically approved.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and



things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

4. To approve increase in overall managerial remuneration in terms of section 197 of the Companies Act, 2013 read with schedule V and applicable provisions if any.

To consider and if thought fit, to pass the following Resolution as a **special Resolution**

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the act and the rules thereunder, including any statutory modification thereof, approval of members of the company be and is hereby accorded to increase in overall managerial remuneration to be paid to Mr. Arun Madhavan Nair (Managing Director) and Mr. Akhil Nair (Non-Executive Director) in excess of remuneration limits prescribed in Section 197 read with schedule V of the Companies Act, 2013 as set out in the Explanatory Statement attached hereto and forming part of this notice.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

5. To appoint Mr. Pankaj Ganpat Jadhav (DIN: 05279030) as an Independent Director of the company.

To consider and if thought fit, to pass with or without modification following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, 164 read with Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof and listing agreement and subject to such approvals as may be necessary, Mr. Pankaj Ganpat Jadhav (DIN: 05279030), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from members proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of Five (5) Consecutive Years up to 01st October, 2026.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.”

6. To appoint Ms. Deepa Sajeev Nair (DIN: 09291891) as an Independent Woman Director of the company.



Notes:

1. **A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of her / him, and the proxy need not be a Member of the Company. The instrument appointing the proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the Meeting. A Proxy form is sent herewith.**
2. A person can act as proxy on behalf of members not exceeding fifty per cent and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.
3. Members / Proxies / Representatives attending are requested to bring their duly filled attendance slip sent herewith along with their copy of the annual report to the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
6. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company during business hours on all working days, except Saturdays Sunday and public holiday between 11.00 A.M. and 01.00 P.M. up to the date of the Annual General Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
7. The Company's Register of Members and Transfer Books will remain closed from Tuesday, September 21, 2021 to Thursday, September 30, 2021 (both days inclusive) for the purpose of the Meeting.
8. Members desiring any information relating to financial statements of the Company are requested to write to the Managing Director of the Company at least seven working days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
9. Members holding shares in physical form are requested to lodge Share Transfer documents and all other correspondences and queries relating to Share Transfer, Share Certificates, Change of Address etc., to the Company's Registrar and Transfer Agent ("RTA") i.e. MCS Share Transfer Agent Ltd having its office at 201, Shatdal Complex, 2nd Floor, Ashram Road, Ahmedabad - 380009 India Tel: 079-26580461, 0462, 0463.
10. SEBI has made it mandatory for every participant in the securities / capital market to furnish the details of Income tax Permanent Account Number (PAN). Accordingly, all the



shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of the PAN card, duly self-attested, to the Registrar and Share Transfer Agents of the Company. The shareholders holding shares in electronic form are requested to register their PAN card with their respective Depository Participants.

11. Members, who still continue to hold shares in physical form, are requested to dematerialized their shares at the earliest and avail of the various benefits of dealing in securities in electronic / dematerialized form. The shareholders have the option to hold Company's shares in demat form through National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL).
12. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company/ Registrar and Transfer Agent, MCS Share Transfer Agent Ltd.
13. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with specimen signatures authorizing their representative(s) to attend and vote at the AGM.
14. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares held in electronic form.
15. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for the Financial Year 2020-21 will also be available on the Company's website www.margtechno.com for their download. For any communication/ information, the members may also send requests to the Company at: info@margtechno.com
16. Members attending the Meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall.
17. In case of joint holders attending the Meeting, only such joint holder whose name is first in order of preference shall be entitled to vote.
18. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio.
19. **Voting Through Electronic Means:** Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to its Members, facility to exercise their right to vote on resolutions proposed to be



considered at the 28th AGM by electronic means i.e. "Remote e-voting". The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("Remote e-voting") will be provided by Central Depository Services Limited (CDSL). The Company has appointed Mr. Anurag Ajaykumar Shah, Chartered Accountant, Surat, to scrutinize the voting process (both Remote e-voting and voting process at the AGM) in a fair and transparent manner.

The detail process and manner of Remote e-voting is explained herein below:

I) Login method for remote e-voting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on e-voting facility provided by listed companies, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login method
<p>Individual shareholders holding securities in demat mode with NSDL</p>	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following: https://eservices.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - CDSL and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. <p>B. Users not registered for IDeAS e-services :</p> <ol style="list-style-type: none"> 1. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/ Select



	<p>“Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote</p> <p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the following: https://www.evoting.nSDL.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the ‘Login’ icon, available under the ‘Shareholder/Member’ section. 2. A new screen will open. Enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider - CDSL and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<p>A. Existing users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider i.e. CDSL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of e-voting service provider i.e. CDSL, so that the user can visit the e-voting service provider’s website directly. <p>B. Users who have not opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. Option to register for Easi/Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistr



	<p>ation Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p> <p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> 1. The user can directly access e-voting page by providing demat account number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number and e-mail as recorded in the demat account. 2. After successful authentication, user will be provided links for the respective e-voting service provider – CDSL where the e-voting is in progress and will also be able to directly access the system of e-voting service provider – CDSL.
<p>Individual Shareholding (holding securities in demat mode) login through their Depository Participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name - CDSL, and you will be redirected to CDSL website for casting your vote during the remote e-voting period.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk details
Individual shareholder holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual shareholder holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

II) Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

In case a Member receives an e-mail from CDSL [for members whose email IDs are



registered with the Company/Depository Participants(s)]:

- i. Open your web browser during the e-voting period. Remote E-voting period begins from Monday, 27 September, 2021 (9.00 a.m.) and ends on Wednesday, 29 September, 2021 (5.00 p.m.). During this Period, shareholders holding shares either in physical form or dematerialized form, as on Thursday, 23 September, 2021, being cut-off date/entitlement date as may cast their vote electronically. The e-voting shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on the e-voting website www.evotingindia.com
- iii. Click on "Shareholders" tab.
- iv. Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on attendance Slip indicated in the PAN Field.
Dividend bank Details or DOB	Enter the Dividend Bank Details or date of birth (in dd/mm/yy) as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter member id/folio number in the Dividend Bank details field as



	mentioned in instruction (iv).
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- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the MARG TECHNO-PROJECTS LIMITED on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non- Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and



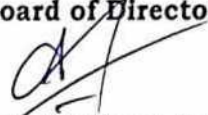
Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the Entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- xxi. Facility for voting by electronic means may be addressed to Mr. Nitin Kunder (022-23058738) or Mr. Suraj Ramesh (022-23058543) or Mr. Rakesh Dalvi (022-23058542) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
20. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Thursday September 23, 2021. A Person, whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of remote e-voting or voting at the Annual General Meeting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
21. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, would first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make and submit, not later than 3 (three) working days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Annual General meeting but shall not be entitled to cast their vote again.



23. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company's website www.margtechno.com immediately after the declaration of Result by the Chairman or a person authorized by him in writing. The Results would be communicated to the BSE Limited, MSEI Limited and CDSL.
24. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed.

By Order of the Board of Directors


Arun Madhvan Nair
Managing Director

Registered Office:

406, Royal Trade Centre, Opp Star Bazaar, Adajan,
Surat-395009, Gujarat
CIN: L69590GJ1993PLC019764
E-mail: info@margtechno.com



Date: 02/09/2021

Place: Surat

ANNEXURE TO NOTICE:

Item No. 2. Mr. Arun Madhavan Nair (DIN: 07050431), is to be re-appointed as Managing Director, who is liable to retire by rotation [Pursuant To Regulation 36(3) OF SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 & Secretarial Standard 2]

Name of Director	Mr. Arun Madhavan Nair
Date of Birth	06/08/1992
Date of Appointment	30/03/2015
Expertise in specific functional areas	Business
Qualification	BSC
Shareholding in the company as on 30.06.2021	654310
List of other public limited companies in which directorship held as on 30.06.2021	NIL
List of other entities in which the person also holds membership of committee of the board.	NIL
Relationships between Directors inter-se.	Brother of Mr. Akhil Nair (Non-Executive Director of the company)

By Order of the Board of Directors

**Arun Madhavan Nair
Managing Director**

Registered Office:

406, Royal Trade Centre, Opp Star Bazaar, Adajan,
Surat-395009, Gujarat

CIN: L69590GJ1993PLC019764

E-mail: info@margtechno.com

Date: 02/09/2021

Place: Surat



Explanatory Statement under Section 102 of the Companies Act, 2013.

Item No. 3.

Mr. Dhananjay Kakkat Nair is associated with the company since February 01, 1997 as a director of the company who has been appointed as a Whole-time director from May, 05 2017, he is drawing remuneration of Rs. 3,30,000/- per annum

Keeping in view that Mr. Dhananjay Kakkat Nair has experience in the industry and has been involved in the operations of the company over a long period of time, it would be in the interest of the company to continue the employment of Mr. Dhananjay Kakkat Nair as a whole-time director of the company.

The Board at its meeting held on 02nd September, 2021 passed resolution to continue the employment for further period of five years from 30th May, 2022 to 29th May, 2027. The remuneration payable to Mr. Dhananjay Kakkat Nair and other terms of appointment is as under

i Salary: Rs. 3,30,000/- per annum (subject to deduction of tax)

iii. Special Allowance: No special allowance in addition to the salary mentioned above.

iv. Commission: No commission provided in addition to the salary mentioned above.

Perquisites:

There is no perquisite provided in addition to the salary mentioned above.

v. Minimum Remuneration: Where in any financial Year comprised by the period of appointment, the company has no profits or its profit is inadequate, the foregoing amount of remuneration and benefits shall be paid or given as minimum remuneration to Mr. Dhananjay Kakkat Nair, Whole-time Director in accordance with schedule V of Companies Act 2013, and subject to the approval as may be required.

He will work under the direct supervision and control of Board of Directors of the Company.

Since the resolution relates to the re-appointment and remuneration of Mr. Dhananjay Kakkat Nair, he may be deemed to be interested in the said resolution.

None of the directors and Key Managerial Personnel is interested in the above resolution.

The Board also approved on recommendation of the Nomination and Remuneration Committee the terms of re-appointment and remuneration payable to him.

The Board recommends the said resolution for your approval.

Item No. 4.

As per Section 197 of Companies Act, 2013 and notification dated 18th march 2021, total managerial remuneration payable by the company to its director, including managing director,



whole-time director and non-executive director in respect of any financial year may exceed 11% (eleven per cent) of the net profit of the company calculated as per the section 198 of the companies act, 2013.

In respect to above and pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the company in its meeting held on 02nd September, 2021 recommended to increase in overall limit of managerial remuneration in excess of 11% of the net profit computed as per the section 198 of the companies act, 2013 payable by the company to its directors.

Accordingly, the Board recommends the special resolution for approval of members.

None of the directors and Key Managerial Personnel is interested in the above resolution.

Item No. 5.

In accordance with the provisions of Section 149 read with Schedule IV to the act, appointment of an Independent Director requires approval of Members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Pankaj Ganpat Jadhav be appointed as Independent Director of the Company.

Mr. Pankaj Ganpat Jadhav is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The company has received a Declaration from Mr. Pankaj Ganpat Jadhav that he meets the criteria of independence as prescribed under Sub section (6) of Section 149 of the Act and the Listing Agreement.

Mr. Pankaj Ganpat Jadhav is independent of the Management and possesses appropriate skills, experience and knowledge.

Copy of the draft Appointment Letter of Mr. Pankaj Ganpat Jadhav as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Save and except Mr. Pankaj Ganpat Jadhav and his//her relatives, to the extent of their shareholding interest, if any , in the company, none of the other Director / Key Managerial personnel of the Company /their relatives are in anyway concerned or interested , financially or otherwise in the resolution set out in the Notice.

The Board commends the Special Resolution set out in the Item-5 under the head Special Business in the notice for approval of the members.

Item No. 6.

In accordance with the provisions of Section 149 read with Schedule IV to the act, appointment of an Independent Director requires approval of Members.



Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Ms. Deepa Sajeev Nair be appointed as an Independent Woman Director of the Company.

Ms. Deepa Sajeev Nair is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The company has received a Declaration from Ms. Deepa Sajeev Nair that he meets the criteria of independence as prescribed under Sub section (6) of Section 149 of the Act and the Listing Agreement.

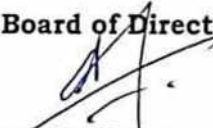
Ms. Deepa Sajeev Nair is independent of the Management and possesses appropriate skills, experience and knowledge.

Copy of the draft Appointment Letter of Ms. Deepa Sajeev Nair as an Independent Woman Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Save and except Ms. Deepa Sajeev Nair and his//her relatives, to the extent of their shareholding interest, if any , in the company, none of the other Director / Key Managerial personnel of the Company /their relatives are in anyway concerned or interested , financially or otherwise in the resolution set out in the Notice.

The Board commends the Special Resolution set out in the Item-6 under the head Special Business in the notice for approval of the members.

By Order of the Board of Directors


Arun Madhavan Nair
Managing Director

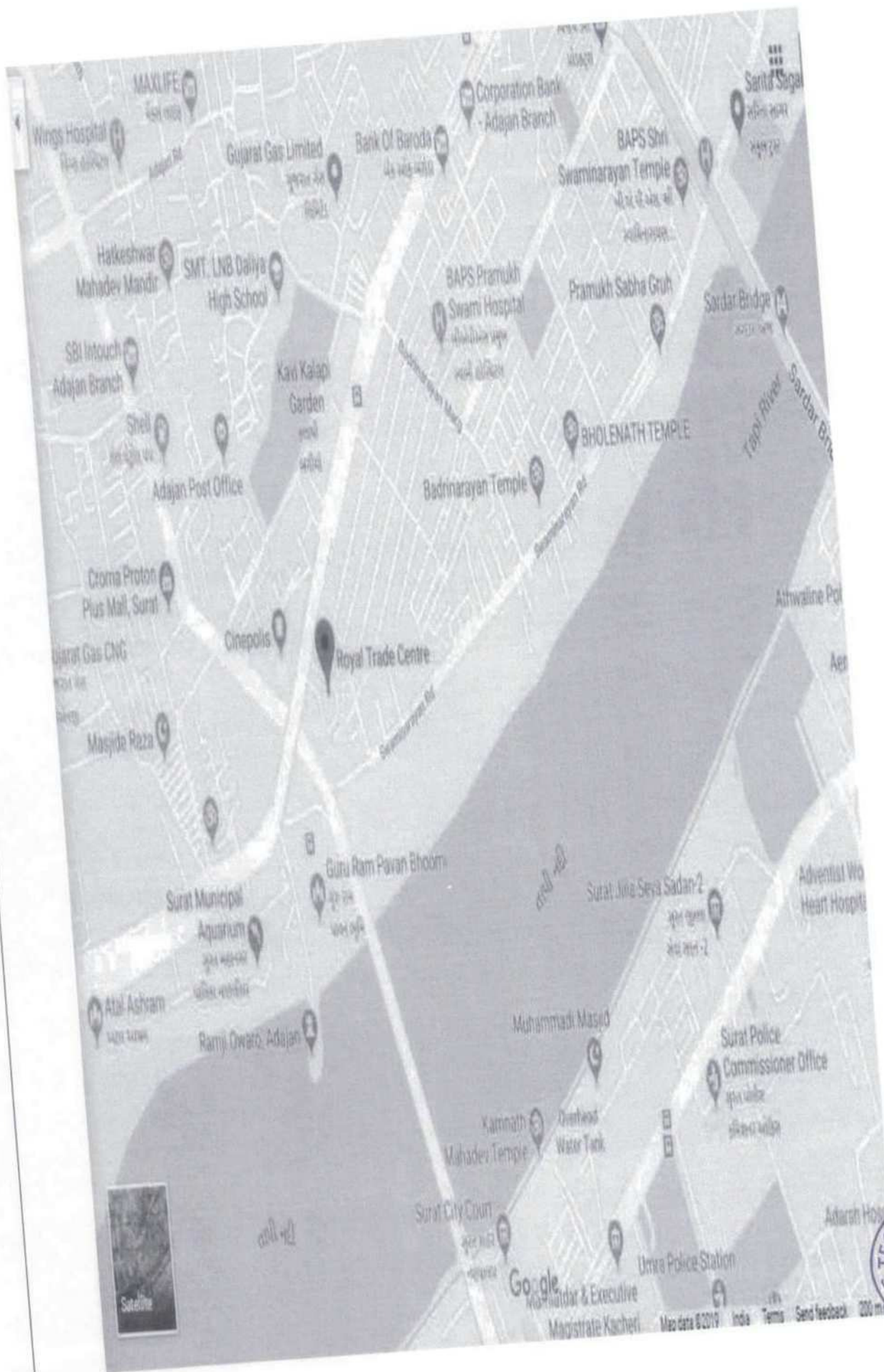
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E-mail: info@margtechno.com

Date: 02/09/2021

Place: Surat





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Wings Hospital

MAXLIFE

Gujarat Gas Limited

Bank Of Baroda

Corporation Bank - Adajan Branch

BAPS Shri Swaminarayan Temple

Sarita Sagar

Hatkeswar Mahadev Mandir

SMT. LNB Daliva High School

BAPS Pramukh Swami Hospital

Pramukh Sabha Gruh

SBI Intouch Adajan Branch

Kavi Kalapi Garden

Sardar Bridge

Shell

Adajan Post Office

Badrinarayan Temple

BHOLENATH TEMPLE

Croma Proton Plus Mall, Surat

Cinepolis

Royal Trade Centre

Athwala Post

Gujarat Gas CNG

Masjide Raza

Surat Municipal Aquarium

Guru Ram Pavan Bhoom

Surat Jule Seva Sadan-2

Adventist Wo Heart Hospital

Atal Ashram

Ramji Dwaro, Adajan

Muhammadi Masjid

Surat Police Commissioner Office

Karnath Mahadev Temple

Overhead Water Tank

Surat City Court

Umra Police Station

Adajan Post

Magistrate Kacheri

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