

**MARG PROJECTS AND
INFRASTRUCTURE
LIMITED**

**ANNUAL REPORT FOR
THE FY 2020-21**

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DIRECTORS' REPORT

To

The Shareholders,
Marg Projects and Infrastructure Limited

Your Directors have pleasure in presenting the 28th Annual Report together with the Audited Statement of Accounts of your Company for the financial year ended 31st March 2021.

1. FINANCIAL HIGHLIGHTS

The financial results of the Company for the period ended 31st March 2021 is summarized as below:

(Rs. In Actuals)

	Year ended 31.03.2021	Year ended 31.03.2020
Income from Operations	0	0
Non-operating Income	0	0
Total Income	0	0
Expenditure	16,87,379	22,10,772
Profit /(Loss) (before depreciation, Finance Costs and tax) (EBIT)	-16,87,379	-22,10,772
Finance Costs	0	0
Depreciation	9,36,679	12,80,728
Profit / (Loss) before Tax	-16,87,379	-22,10,772
Deferred Tax	70,755	0
Profit / (Loss) after Tax	-17,58,134	-22,10,772

2. BUSINESS OPERATIONS OVERVIEW AND FUTURE PROSPECTS

During the period there is no revenue from the operation as there was no running projects in the company. Your Company envisages in taking up projects. Owing to adverse market conditions, your Company has not taken up any new contract during the period of review.

Your Company is looking to execute the engineering, procurement and construction (EPC) and/ or operation and management (O&M) aspects in near future.

There are no changes that occurred in the nature of business of the company during the financial year under review.

3. DIVIDEND

To conserve the resources, your Board do not recommend any dividend for the year under review.

4. FIXED DEPOSITS

Your Company has not accepted any deposits from the public.

5. PERFORMANCE AND OPERATIONS REVIEW

During the financial year, the Company has a net loss of INR (17,58,134)/- as compared to the previous year's net loss of INR (22,10,772)/-. The Board of Directors of the Company are hopeful and confident of exploring further possibilities to enhance the performance of the company at a steady pace.

6. TRANSFER OF PROFIT TO RESERVES:

The Company has not earned any profit and hence no profit is transferred to reserves

7. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES

As on 31st March, 2021, the Company does not have any subsidiary, Joint Venture or Associate Companies.

8. CHANGE IN THE NATURE OF BUSINESS:

There are no changes that occurred in the nature of business of the Company during the financial year under review.

9. A. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. J. Mohan, Mr. N. Sivakumar and Mr. Selvapandi are the Directors of the Company. Mr. Gorrepati Srinivasa Reddy has ceased to be the Director of the company with effect from 29th June 2020. Mr. Selvapandi was appointed as Additional director on 29th June 2020.

B. COMPANY SECRETARY

As per Section 203 of Companies Act, 2013, Mr. Janmohan Mohapatra has resigned as Company Secretary and Compliance Officer with effect from 29th June 2020. Your Company is required to appoint whole-time Company

Secretary. Your management was in the process of identifying and appointing a suitable Company Secretary for the said position during the reporting period.

C. COMMITTEE OF DIRECTORS

The Board has constituted three Committees of Directors as per the requirement of the Companies Act, 2013. Following are the committees of the Board:-

1. Audit Committee
2. Stakeholders Relationship Committee
3. Nomination and Remuneration Committee

AUDIT COMMITTEE

The Audit Committee comprising of Two Independent Non-executive Directors and One Non-Executive Non Independent director. The composition, role, terms of reference as well as power of the Audit Committee are in accordance with the Section 177 of The Act and Rules framed there under.

Composition of the Audit Committee and attendance of each member of the Committee are given below:

Name(s) of Director (s)	Category/Status	No. of Committee Meetings held	No. of Meetings Attended
Mr. Jambulingam Mohankumaramangam	NED/ID/Member	4	4
Mr. Nathan Sivakumar	NED/ID/Member	4	4
Mr. Selvapandi	NED/NID/Chairperson	4	4

NOMINATION AND REMUNERATION COMMITTEE

The Committee presently consists of THREE Non- Executive Directors. The composition, role, terms of reference as well as power of the Audit Committee are in accordance with the provisions of Section 177 of The Act and Rules framed there under.

Composition of the Nomination and Remuneration Committee is given below:

Name(s) of	Category/Status	No. of	No. of
------------	-----------------	--------	--------

Director (s)		Committee Meetings held	Meetings Attended
Mr. Jambulingam Mohankumaramangam	NED/ID/Member	1	1
Mr. Nathan Sivakumar	NED/ID/Member	1	1
Mr. Selvapandi	NED/NID/Chairperson	1	1

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee presently consists of THREE Non- Executive Directors. The composition, role, terms of reference as well as power of the Audit Committee are in accordance with the provisions of Section 178 of The Act and Rules framed there under.

Composition of the Stakeholders Relationship Committee is given below:

Name(s) of Director (s)	Category/Status	No. of Committee Meetings held	No. of Meetings Attended
Mr. Jambulingam Mohankumaramangam	NED/ID/Member	4	4
Mr. Nathan Sivakumar	NED/ID/Member	4	4
Mr. Selvapandi	NED/NID/Chairperson	4	4

10. MEETINGS

During the year under review, the Board of Directors met 6 (Six) times on 29th June, 2020, 14th September, 2021, 12th November, 2021, 05thDecember 2020, 12th February 2021 and 15th March 2021.

Name(s) of Director (s)	Category/Status	No. of Board Meetings held	No. of Board Meetings Attended
Mr. Jambulingam Mohankumaramangam	NED/ID/Member	6	6
Mr. Nathan Sivakumar	NED/ID/Member	6	6
Mr. Selvapandi	NED/NID/Chairperson	6	6

In accordance with Clause VII of the Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 13th February, 2023.

Previous year Annual General Meeting was held on 30th December 2020.

11. FORMAL ANNUAL EVALUATION BY THE BOARD

The Board has made a formal evaluation of its own performance and that of its committees and individual directors as required under section 134(3) (p) of the Companies Act, 2013.

12. AUDIT RELATED MATTERS

A. Auditors

M/s. A R Krishnan & Associates., Chartered Accountants (Firm Registration No.009805S), is the Statutory Auditors of the company.

The members of the Company at the 24th Annual General Meeting had appointed M/s. A R Krishnan & Associates., Chartered Accountants (Firm Registration No.009805S), Chennai, as the Statutory Auditors of the Company, to hold office from the conclusion of the 24th Annual General Meeting of the Company until the conclusion of the 29th Annual General Meeting.

13. Secretarial Auditor

The Board had appointed Mrs. Brinda Amarnath, Company Secretary in Whole-time Practice to carry out the Secretarial Audit under the provisions of section 204 of the Companies Act, 2013 and the Rules made thereunder. The report of the Secretarial Auditor is enclosed to this report as “**Annexure C**”.

14. COST AUDITOR AND COST AUDIT REPORT

Your company does not come under the ambit of section 148 of the Companies Act, 2013. Hence the appointment of cost auditor and cost audit report does not apply to the company.

15. CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within the purview of Section 135(1) of the Companies Act, 2013.

16. Declarations by Independent Directors

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, the Company has received declaration from the Independent Director confirming that he fulfills the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.

17. Annual Return

Annual Return is available at the website of the Company <http://www.margprojects.com/>.

18. Particulars of Loans, Guarantees and Investments

During the year, Company has not granted any loan or made investment or issued guarantees.

19. Related Party Transactions

During the year, Company has not entered into any related party transactions parties referred to in sub-section (1) of section 188. Further, no disclosure is required to be made in AOC-2 and hence same is not attached with the report.

20. Code of Conduct

As prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a declaration signed by the Director affirming compliance with the Code of Conduct by the Directors and senior management personnel of the Company for the financial year 2020-21 forms part of the Corporate Governance Report.

21. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.

3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.

22. INTERNAL FINANCIAL CONTROLS

The Company has in place proper and adequate internal control systems commensurate with the nature of its business and size and complexity of its operations.

23. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2021, your Directors hereby confirmed that:

- i. In the preparation of the Annual Accounts for the financial year ended 31st March 2021, the applicable accounting standard has been followed and there were no 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 the financial year and of the profit or loss account of the Company for the year;
- iii. The directors had taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The directors had prepared annual accounts for the financial year ended 31st March 2021 on a "going concern basis";
- v. The directors had devised proper systems, internal financial controls to be followed by your Company and that such internal financial controls are adequate and have been operating effectively; and
- vi. The systems to ensure compliance with the provisions of all applicable laws are in place and were adequate and operating effectively.

24. EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER BY THE STATUTORY AUDITORS & SECRETARIAL AUDITORS

The Directors submit their explanation to the observations made by the Auditors in their report for the FY20-21. The relevant Para nos. of the report and reply are as under:

Sl. No.	Auditor's remarks	Board's response
1	The Company did not obtain / receive statements, balance confirmation for some of the current and other accounts maintained with various banks.	The company's bank accounts were attached by Income Tax Investigation Wing during search conducted at the various premises/sites of the company in Financial Year 2017-2018. The company is in the process of lifting the bank attachment and few attachments are in legal process.
	The Company didn't obtain/receive Confirmation for most of the customers/creditors, Loans and Advances and other parties for the balances as on 31st March, 2021. Hence, we could not obtain external confirmations as required in SA – 505, Standards on Auditing and are unable to comment on adjustments or disclosures, if any, that may arise.	Loans and Advances were extended to related parties and the company is in the process of obtaining balance confirmation.
2	The company has not recognized interest income for the year ended 31st March, 2021 on loans, which in our opinion, the company has not followed accrual system of accounting and disclosure of accounting policy is not in accordance with Ind AS -1 Presentation of Financial Statement to this extent. Consequently, the loss for the year ended 31st March, 2021 are overstated by Rs.11.45 Lakhs, Other Equity and Financial Assets as on 31st March, 2021 are understated by the same amount.	The interest income corresponds to loans and Advances extended by the company to related party, due to depressed market condition and stressed financial situation in the group company, the company felt it's prudent not to charge interest on loan and advance given by the company.
3	Attention to Note no.5 to the financial results, regarding the Company's non-current investment (including deemed investment) (unquoted Equity Shares) aggregating 164.80 Lakhs as at 31 March 2021. The Company has not carried out fair valuation of this investment as required by Ind AS 109 "Financial Instrument". In the absence of fair valuation of	The management as part of its strategy invests in Equity Shares of its group company which are asset based holding substantial real estate property in prime location capable of substantive earning potential by way of renting/leasing, hence the management is confident of the investment value in the company.

	unquoted Equity Shares in Subsidiaries, we are unable to comment on the impact if any, on this investment as at March 31, 2021.	
4	We draw your attention to Note no.6 to the standalone Ind AS financial statements, the Company has not impaired in respect of advances given to some parties, amounting Rs.1385 Lakhs as required by Ind AS 36 "Impairment of Assets".	The advance are given by the company to its related party, due to down turn faced by group company in depressed market situation , the management is in discussion with them to recover those advance in staggered manner.
5	The Company didn't produce documents evidencing its investments having a carrying cost of Rs. 106.30 lakhs, except confirmation of the shareholding by such investee companies.	The share certificate of companies investment in Marg realities have been seized by Income Tax authorities during the raid conducted in the year 2017 in connection with search conducted in the premise of the company. Subsequently due to the proceedings initiated against the company in prevention of benami transactions act. The matter is in sub judice as our appeal is still pending before the relevant authority.

REPLY TO THE OBSERVATIONS OF THE SECRETARIAL AUDITOR REPORT

REFER PARAGRAPH (QUALIFIED OPINION) OF THE SECRETARIAL AUDITOR REPORT:

- i)** In respect of delay in filing with Stock Exchange: Due to absence of manpower in secretarial department due to the difficulties faced during break down of COVID-19 in second wave in 2021. The company has addressed the issue to regularize the compliance.
- ii)** In respect of proper Performance Evaluation Criteria of Independent Directors as per the PART D of Schedule II of SEBI (LODR) Regulations, 2015 and as prescribed under the Section 149 (6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR): The Company is in the process of evaluating performance criteria of Independent Directors and it will be implemented.
- iii)** In respect of delay in filing of quarterly and annual compliances with BSE: The delay in the filing will be avoided and all the periodic and event based filing will be streamlined to avoid delay.

- iv)** In respect of notice received from BSE for delisting of shares : The company is taking all steps to for removal of trading suspension.

25. MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company during the financial year to which the financial statements relate and the date of the report.

26. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the financial year 2020-21, the company has not received any material orders passed by regulatory or courts or tribunal.

27. RISK MANAGEMENT POLICY

The Company has a Risk Management Policy with an objective to formalize the process of identification of potential risk and adopt appropriate risk mitigation measures through a risk management structure. The risk policy is a step taken by the Company towards strengthening the existing internal Controls and updating the same as may be required from time to time.

28. PARTICULARS OF EMPLOYEES

During the year, none of the employees of the Company were in receipt of remuneration, which in aggregate exceeded the limits fixed under as prescribed in the Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The prescribed particulars of Employees as required under Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year 2020-21 is not required to annexed (Refer Annexure C) to the Directors report as no directors are in receipt of any remuneration from the company.

The Board has, on the recommendation of Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is uploaded on the website of the Company.

29. INDUSTRIAL RELATIONS

Your Company enjoyed cordial industrial relations with the employees and workers at all project sites.

30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS

Your Company has taken adequate measures to conserve energy and the Company believes that productivity from all its workforces can be achieved with interface of latest technology.

Your Company is not an industrial undertaking in terms of Section 134(3)(m) of the Companies Act, 2013 read along with Rule 8(3) of the Companies (Accounts) Rules, 2014 and hence, particulars regarding conservation of energy, technology absorption and adaptation are not applicable and hence the same are not provided.

There are no Foreign Exchange earnings or outgo during the financial year 2020-21.

31. THE MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, forms part of this annual report is provided in a separate section as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is annexed as **Annexure A**.

32. CORPORATE GOVERNANCE

As per Regulation 15(2) of the SEBI Listing Regulations, compliance with the corporate governance provisions as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V, shall not apply in respect of the listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year. At present, the Company is not required to comply with Corporate Governance regulations as none of the above referred limits have been triggered as mentioned in “**Annexure-B**”.

33. VIGIL MECHANISM

The Company has established a vigil mechanism to promote ethical behavior in all its business activities and has in place a mechanism for employees to report any genuine grievances, illegal, unethical behavior, suspected fraud or violation of laws, rules and regulation or conduct to the Chief Vigilance Officer and the Audit Committee of the Board of Directors. The Policy also provides for adequate protection to the whistle blower against victimization or discriminatory practices. Policy on vigil mechanism is uploaded in company's website.

**34. DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN
AT THE WORKPLACE (PREVENTION, PROHIBITION &
REDRESSAL) ACT, 2013**

Your Company believes in providing a safe and harassment free workplace for every individual and endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

During the year under review, your company has not received any complaints pertaining to sexual harassment.

35. ACKNOWLEDGEMENT

Your Directors would like to acknowledge and place on record their sincere appreciation to all stakeholders – Clients, Financial Institutions, Banks, Central and State Governments, the Company's valued investors and all other business partners for their continued cooperation and excellent support received during the year.

Your Directors recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its progress.

For and on behalf of the Board of Directors

J. Mohan
Director

N. Sivakumar
Director

Place: Chennai
Date: 29th June 2021

Annexure C

Disclosures pertaining to remuneration and other details as required under Section 197(12) read with Rule 5(1) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

PARTICULAR OF EMPLOYEES

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule (5) (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules. 2014:

SL No	Requirements	Details
1	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year;	Nil
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Key Managerial Personnel Nil Nil
3	The percentage increase in the median remuneration of employees in the financial year;	Nil
4	The number of permanent employees on the rolls of company as on 31.03.2021	Nil
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison	Nil

	with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	
6	The key parameters for any variable component of remuneration availed by the directors;	The Directors are not getting any variable component during the year.
7	Affirmation that the remuneration is as per the remuneration policy of the Company.	Remuneration paid, if any during the year ended 31st March, 2021 is as per the Remuneration Policy of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Scenario and Economic Overview

Infrastructure development in India has been going through a very difficult phase over the last Eight years. While the Government of India's planning process clearly laid down the requirement for massive development in physical infrastructure to sustain economic growth, this has not translated to on-ground implementation. The slippages have been significant with the nodal agencies and departments responsible for developing the various infrastructure projects. Consequently, players in the construction space, especially those in business of building large infrastructure for the state and central governments, have had to face severe financial, operational and regulatory challenges, such as very tight liquidity conditions, serious stress on cash flows, problems in land acquisition, as well as sundry issues brought up in the ambit of environment and social displacement.

The Indian economy had been suffering from lower growth and various structural weaknesses since 2013-14 and these continued throughout the fiscal year. The slowdown in growth over the last Decade has contributed to low business confidence which, in turn, has put a dampener on private sector investment in infrastructure projects. Moreover, the economy has been under serious fiscal pressure.

Financial Performance

MARG Projects and Infrastructure Limited Company ('MPIL' or 'the Company') is focusing primarily on obtaining large scale projects. It has always looked to adopt class operational processes and trying to promote responsibility in infrastructure development. This is the reason, the Company is yet to find projects resulting in Nil turnover of the Company similar to previous year.

Opportunity, Risks and Concerns

India is the world's 12th largest exporter and 9th largest importer. To maintain India's growth momentum, the provision of adequate infrastructural facilities is critical. Unreliable services or a disruption in infrastructure facilities may restrict output or hinder investments in productive capital. Government of India is attempting to improve the country's infrastructure as a top policy priority and has come out with measures to revive the activities in the road infrastructure sector.

The infrastructure and construction market in India is particularly affected in an atmosphere of lack of complete inertia in new project development and execution. Issues like environment clearances and financial difficulties for large developers have led to very little new opportunities in terms of infrastructure related development.

Raw materials, such as bitumen, stone aggregates, cement and steel, need to be supplied continuously to complete projects. There is also a risk of cost escalation or raw material shortage. The Company is operating in a highly competitive environment. However, during the year, the Company has observed that competition has diminished to larger extent. Hence, we will continue to bid for projects with financial, operational and execution viability.

A tough monetary policy adopted by Reserve bank of India (RBI) to tackle inflation. The lack of reforms and drop in growth in India in the last decade has led to an increase in its sovereign risk ratings and global capital flows into the country have also dried up. This gradual increase in the cost of servicing debt is a risk affecting the Company. Easing, inflation continues to be at a fairly high level. This results in increase in operating costs for the Company particularly in terms of input material and wage costs to meet this inflationary environment.

Outlook

Engineering and Construction is the Company's core business of executing construction work on contract basis. The Company has started the year 2020-21 with a not so healthy Order Book mainly because of lack of orders in the previous years. However, the order book position during this year is expected to be reasonably good particularly in the second half of the FY 2020-21 on account of likely thrust by the new government in the Infrastructure and power Sector. Further, the Company is mainly focusing on sectors in terms of transportation, power, water supply and industrial construction projects. The business has been extended to include complete engineering, procurement and construction (EPC) services.

Segmentwise / Productwise Performance

Your Company was operating only in one segment both in terms of business and geographical operations in the year 2020-21. Accordingly, segmental reporting in terms of Accounting Standard 17 is not applicable to the Company.

Internal Control System and Adequacy

The Company has adequate system of internal control in place. This is to ensure that assets are safeguarded and all transactions are authorized, recorded and correctly reported. The internal audit function is empowered to examine the adequacy, relevance and effective control system, compliance with policies, plans and statutory requirements.

Material Developments in Human Resources and Industrial Relation

During the year there was no increase in manpower due to the adverse market condition and slowdown in company's business.

Cautionary Statement

The statements in report of the Board of Directors and the Management Discussion and Analysis Report describe the Company's outlook, estimates,

performance or predictions with a forward perspective considering the applicable business and economic regulations affecting the industry. Actual results could differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Management. The Management takes no responsibility for keeping the members updated on changes in these factors stated above apart from those, which may statutorily be required to be reported from time to time.

For and on behalf of the Board of Directors

Jambulingam Mohankumaramangam
Director

Place: Chennai

Date: 29th June 2021

Nathan Sivakumar
Director

Certificate on Corporate Governance

To

The Members

M/s. Marg Projects and Infrastructure Limited

Sri Sai Subhodhaya Apartments,

Basement No.57/2B, East Coast Road,

Thiruvannmiyur, Chennai – 600041

We have examined the compliance on the conditions of Corporate Governance by **M/s. Marg Projects and Infrastructure Limited** ('the Company') for the year ended on March 31, 2021, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended March 31, 2021.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai

Date: 29.06.2021

Brinda Amarnath
Practicing Company Secretary
ACS No.:64259 CP No.: 24087

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To
The Members
Marg Projects and Infrastructure Limited
Sri Sai Subhodhaya Apartments,
Basement No.57/2B, East Coast Road,
Thiruvanniyur Chennai – 600041

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Marg Projects and Infrastructure Limited having CIN: L65991TN1993PLC025252 and having registered office at Sri Sai Subhodhaya Apartments, Basement No.57/2B, East Coast Road, Thiruvanniyur, Chennai – 600041 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (**DIN**) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company *
1	JAMBULINGAM MOHANKUMARAMANGAM	08309704	13/06/2019
2	NATHAN SIVAKUMAR	08481239	13/06/2019
3	SELVAPANDI	08709432	29/06/2020

*The date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai

Date: 29.06.2021

Brinda Amarnath
Practicing Company Secretary
ACS No.:64259 CP No.: 24087

FORM NO. MR.3

**Secretarial Audit Report for the Financial Year Ended March 31, 2021
(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules,
2014)**

To

The Members

Marg Projects and Infrastructure Limited

Sri Sai Subhodaya Apartments,

Basement No.57/2B, East Coast Road,

Thiruvannamiyur

Chennai – 600041

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We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Marg Projects and Infrastructure Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2021, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed website and other records made available to us and maintained by the Company for the Financial Year ended on March 31, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed thereunder
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments from time to time;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the audit period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the audit period)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**
- (vi) In our opinion and as identified as informed by the management, the Company has adequate systems to monitor and ensure compliance (including the process of renewal /fresh/pending applications with government authorities), the following laws are specifically applicable to the company.
1. Transfer of Property Act. 1882
 2. Indian Easement Act, 1882.
 3. The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.
 4. Indian Contract Act, 1872
 5. Real Estate (Regulation and Development) Act 2016
 6. Foreign Exchange Management Act, 1999.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. Under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 few quarterly and annual compliances are delayed files with exchange within due date
2. The Company does not have proper Performance Evaluation Criteria of Independent Directors as per the PART D of Schedule II of SEBI (LODR) Regulations, 2015 and as prescribed under the Section 149 (6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR)
3. Filing of various forms and returns with Registrar of Companies in the prescribed time or within the extended time with payment of additional fees under Companies Act, 2013.
4. Under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 the Company has received notice relating to delisting of shares. As explanation given by management, the company is taking steps to removal of trading suspension.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision was carried through while the dissenting members' views are captured and recorded as part of the minutes. We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has not done specific events / actions having a major bearing on the company's affairs in pursuance of the referred laws, rules, regulations, guidelines, standards, etc. referred to above). For example: (i) Public/Right/Preferential issue of shares / debentures/sweat Equity, etc. (ii) Redemption / buy-back of securities (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013 (iv) Merger / amalgamation /

reconstruction, etc. (v) Foreign technical collaborations

We further report that during the Audit period no events have occurred, which has major bearing on the Company's affairs.

Place: Chennai

Date: 29.06.2021

Brinda Amarnath
Practicing Company Secretary
ACS No:64259 CP No.: 24087

This Report is to be read with our letter of even date which is annexed as **Annexure A** and Forms an integral part of this report.

ANNEXURE – A

**To,
The Members,
Marg Projects and Infrastructure Limited
Sri Sai Subhodaya Apartments,
Basement No.57/2B, East Coast Road,
Thiruvannmiyur Chennai - 600041.**

Our report of even date is to be read along with this letter.

1. Maintenance of statutory and other records are the responsibility of the management of the Company. Our responsibility is to express an opinion on these records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and books of Accounts of the Company. We have relied on the report of the Statutory Auditor in respect of the same as per the guidance of the Institute of Company Secretaries of India.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The Company is following a system of obtaining reports from various departments to ensure compliance with applicable laws.
6. The compliance of the provisions of corporate and other applicable laws, rules, regulations, and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Chennai

Date: 26.06.2021

**Brinda Amarnath
Practicing Company Secretary
ACS No.:64259 CP No.: 24087**

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

Marg Projects and Infrastructure Limited

Report on the Ind AS Financial Statements

Qualified Opinion

We have audited the accompanying Ind AS financial statements of **Marg Projects and Infrastructure Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of changes in equity, the Cash Flow Statement, and a summary of the significant accounting policies and other explanatory information for the year then ended 31st March, 2021.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS financial position of the Company as at 31st March, 2021, and its loss (financial performance including other Comprehensive Income), cash flows and its Changes in Equity for the year ended on that date.

Basis of Qualified Opinion

1. The Company didn't obtain/receive balance confirmation from banks, most of the customers/creditors and other parties for the balances as on 31st March, 2021. Hence, we could not obtain external confirmations as required in SA – 505, Standards on Auditing and are unable to comment on adjustments or disclosures, if any, that may arise.
2. The company has not recognized interest income for the year ended 31st March, 2021 on loans, which in our opinion, the company has not followed accrual system of accounting and disclosure of accounting policy is not in accordance with Ind AS -1 Presentation of Financial Statement to this extent. Consequently, the loss for the year ended 31st March, 2021 are overstated by ₹11.45 Lakhs, Other Equity and Financial Assets as on 31st March, 2021 are understated by the same amount.
3. Attention to Note no.5 to the Ind AS financial statements, regarding the Company's non-current investment (including deemed investment)(unquoted Equity Shares) aggregating 164.80 Lakhs as at 31 March 2021. The Company has not carried out fair valuation of this investment as required by Ind

AS 109 “Financial Instrument”. In the absence of fair valuation of unquoted Equity Shares in Other companies, we are unable to comment on the impact if any, on this investment as at March 31, 2021.

4. We draw your attention to Note no.6 to the Ind AS financial statements, the Company has not impaired in respect of advances given to some parties, amounting Rs.1385 Lakhs as required by Ind AS 109 “Financial Instrument”.

5. The Company didn’t produce documents evidencing its investments having a carrying cost of Rs. 106.30 lakhs, except confirmation of the shareholding by such investee companies.

Emphasis of Matter

Certain acquisitions of shares of Marg Ltd were made by the promoter group (23 Noticees includes Marg Projects and Infrastructures Limited as one of the entity) during the financial years 2006-07, 2007-08 and 2010-11. SEBI has observed that the above mentioned acquisitions by the promoter group of the Marg Ltd resulted in a breach of 5% creeping acquisition limit under regulation 11(1) of the SAST Regulations in a financial year. In view of the same, the promoter group of the Marg Ltd were required to make public announcement on the respective dates during the financial years 2006-07, 2007-08 and 2010-11 as per regulation 11(1) read with regulation 14(2) of the SAST Regulations. As a result of the above acquisitions, it was alleged that the gross acquisitions of the aforesaid promoter group entities during the financial years 2006-07, 2007-08 and 2010-11 breached the 5% limit specified under Regulation 11(1) of the SAST Regulations. Hence, the said 23 entities (Promoter Group of Marg Ltd) were required to make a public announcement in accordance with the provisions of Regulation 14(2) of the SAST Regulations during the respective financial years. SEBI has imposed a penalty of Rs.74.75 Crores under Section 15H (ii) of SEBI Act upon the 22 Notices on account of the above said issues vide order dated 16th March 2020. However, promoter group has filed an appeal against said order. We are unable to comment on the impact if any, on the above said penalty.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we have determined that there are no key audit matters to communicate in our report.

Information other than the financial statements and auditors’ report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexure to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the preparation of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or

to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditors' Responsibility for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our

auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations except for the matters described in the basis for qualified opinion paragraph, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, except for the matters described in the basis for qualified opinion paragraph, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including the statement of other comprehensive income, the statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- d) In our opinion, *except for the effects of the matter described in the Basis of Qualified Opinion paragraph*, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representation received from the directors as on 31st March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate report in "Annexure – B"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 7 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For A. R. Krishnan & Associates,
Chartered Accountants
Firm Regn no: 009805S

A.SENTHIL KUMAR
Partner
Membership no: 214611
UDIN: **21214611AAAAGL6802**
Place: Chennai
Date: 29th June, 2021

ANNEXURE - A TO THE AUDITORS REPORT REFERRED TO IN OUR REPORT OF EVEN DATE TO THE MEMBERS OF MARG PROJECTS AND INFRASTRUCTURE LIMITED UNDER THE COMPANIES (AUDITOR'S REPORT) ORDER 2016 FOR THE YEAR ENDED 31st March, 2021.

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) According to the information and explanation given to us the fixed assets have been physically verified by the management at the end of the financial year. No Material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, comments under this clause is not required as the company has no immovable property.
2. According to the information and explanations given to us, the Company had no inventory at any point of time and as such physical verification of inventory by the Management does not arise.
3. According to information and explanation given to us, The Company has not given any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
4. According to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans, guarantees and investments made.
5. The Company has not accepted any deposits from public.
6. The Central Government has not prescribed the maintenance of Cost Records under section 148 (1) of the Companies Act, 2013.
7. (a) According to the information and explanation given to us and on the basis of our examination of the books of accounts, *the company is irregular in depositing undisputed statutory dues including Provident Fund, Income Tax and other statutory dues during the year with the appropriate authorities. There were undisputed dues of Tax deducted at source & Service Tax to the*

extent of Rs. 75,569/- & Rs. 7,13,151 /- respectively as at 31st March 2021, payable for a period of more than six months from the date they become payable.

(b) The details of disputed amounts of Income tax which have not been deposited with the concerned authorities as follows:

Tax On Income						
Detail of Demand						Forum Where
Assessment Year	Nature of Tax	Demand Raised		Amount paid under protest		Dispute is Pending
2012-13		By Dept	Till 31st Mar 2020	During 2020-21	Total	
Total	Income Tax	3,695,163	-	-	3,695,163	CIT (Appeals) - 8
		3,695,163	-	-	3,695,163	

8. The Company has not taken loans from financial institutions/banks or issued debentures till 31st March, 2021. Hence, the question of reporting on defaults in repayment of dues to financial institutions/banks or debentures does not arise.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the financial year.
11. The Company has not provided for Managerial remuneration for the year under review. Hence comments under clause (xi) are not applicable.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with

sections 177 and 188 of the Act where applicable and details have been disclosed in the financial statements as required by the applicable accounting standard.

14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For A. R. Krishnan & Associates,

Chartered Accountants

Firm Regn no: 009805S

A.SENTHIL KUMAR

Partner

Membership no: 214611

UDIN : **21214611AAAAGL6802**

Place: Chennai

Date: 29th June, 2021

ANNEXURE – B TO THE INDEPENDENT AUDITORS’ REPORT OF EVEN DATE ON THE IND AS FINANCIAL STATEMENTS OF MARG PROJECTS AND INFRASTRUCTURE LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Marg Projects and Infrastructure Limited (“the Company”) as of March 31, 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal

financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in

the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A. R. Krishnan & Associates,

Chartered Accountants

Firm Regn no: 009805S

A.SENTHIL KUMAR

Partner

Membership no: 214611

UDIN : **21214611AAAAGL6802**

Place: Chennai

Date: 29th June, 2021

MARG PROJECTS & INFRASTRUCTURE LIMITED

CIN: L65991TN1993PLC025252

Balance Sheet as at 31st March 2021

Particulars	Notes	Rs. In Lakhs	in INR	Rs. In Lakhs	in INR
		As at March 31, 2021	As at March 31, 2021	As at March 31, 2020	As at March 31, 2020
I ASSETS					
1 Non-Current Assets					
a. Property, Plant and Equipment	2	29.28	2,928,131	38.65	3,864,810
b. Capital Work In Progress					
c. Investment Property					
d. Goodwill					
e. Other Intangible Assets					
f. Intangible Assets under Development					
g. Biological Assets other than Bearer Plants					
h. Financial Assets					
i. Investments	3	164.80	16,480,100	164.80	16,480,100
ii. Trade Receivables		-	-	-	-
iii. Loans	4	1,385.49	138,549,220	1,385.49	138,549,220
iv. Others(to be specified)		-	-	-	-
i. Deferred Tax Assets (Net)	5	9.84	983,976	10.55	1,054,731
j. Other non-current assets					
		1,589.41	158,941,427	1,599.49	159,948,861
2 Current assets					
a. Inventories	6	-	-	-	-
b. Financial Assets					
i. Investments					
ii. Trade Receivables	7	18.09	1,809,274	18.09	1,809,274
iii. Cash and Cash Equivalents	8	1.44	144,316	1.44	144,316
iv. Bank Balances other than iii)					
v. Loans	9	5.67	567,167	5.67	567,167
vi. Others(to be specified)	10	61.63	6,163,138	61.09	6,109,138
c. Current Tax Assets (Net)					
d. Other Current Assets					
		86.84	8,683,895	86.30	8,629,895
TOTAL ASSETS		1,676.25	167,625,322	1,685.79	168,578,756
II EQUITY AND LIABILITIES					
1 Equity					
a. Equity Share Capital	11	544.50	54,450,000	544.50	54,450,000
b. Other Equity		1,032.83	103,283,460	1,050.42	105,041,594
		1,577.33	157,733,460	1,594.92	159,491,594
2 Non-current Liabilities					
a. Financial Liabilities					
i. Borrowings					
ii. Trade Payables					
iii. Other Financial Liabilities					
b. Provisions	12	-	-	-	-
c. Deferred tax liabilities (net)	13	-	-	-	-
d. Other non-current liabilities					
3 Current Liabilities					
a. Financial Liabilities					
i. Borrowings	14	-	-	-	-
ii. Trade Payables	15	8.56	856,037	9.60	960,082
iii. Other Financial Liabilities	16	-	-	-	-
b. Other Current Liabilities	17	90.36	9,035,824	81.27	8,127,079
c. Provisions	18	-	-	-	-
d. Current tax Liabilities					
		98.92	9,891,861	90.87	9,087,161
TOTAL EQUITY AND LIABILITIES		1,676.25	167,625,322	1,685.79	168,578,756
		0.00	-0	-0	-0
Summary of significant accounting policies					
The accompanying notes are an integral part of the standalone financial statements	1				

As per our Report of even date attached
For A R Krishnan & Associates
Chartered Accountants
Regn No: 0098055

A R Krishnan



A. Senthil Kumar
Partner
Membership No. 214611
Place : Chennai
Date: 29-June-2021

For and on behalf of Board of Directors

J Mohan
J Mohan Kumarmangalam
Director

Sivakumar Nathan
Sivakumar Nathan
Director

Selvapandi
Selvapandi
Director

MARG PROJECTS & INFRASTRUCTURE LIMITED

CASH FLOW STATEMENT

S No	Particulars	Year Ended 31-Mar-2021 Rs	Year Ended 31-Mar-2020 Rs
A	CASH FLOWS FROM OPERATING ACTIVITIES:		
	Net Profit before Taxation and Extraordinary Items	(1,687,379)	(2,210,772)
	Adjustment for:		
	Depreciation	936,679	1,280,728
	Finance Costs (Net)	-	-
	Operating Profit before Working Capital Changes	(750,700)	(930,044)
	Decrease (Increase) in Trade Receivable	-	-
	Decrease (Increase) in Inventories	-	-
	Decrease (Increase) in Short-term Loans & Advances	-	535,879
	Decrease (Increase) in Long-term Loans & Advances	-	-
	Decrease (Increase) in Other Current Assets	(54,000)	(104,752)
	Increase (Decrease) in Trade Payables	(104,045)	72,469
	Increase (Decrease) in Current Liabilities	908,745	426,212
	Increase (Decrease) in Short-term provisions	-	-
	Increase (Decrease) in Long-term provisions	-	-
	Cash Generated from Operations	-	(236)
	Cash Flow before Extraordinary Items	-	(236)
	Adjustment for Extraordinary Items (Preliminary Expenses)	-	-
	NET CASH FROM OPERATING ACTIVITIES (A)	-	(236)
B	CASH FLOWS FROM INVESTING ACTIVITIES:		
	NET CASH FROM INVESTING ACTIVITIES (B)	-	-
C	CASH FLOWS FROM FINANCING ACTIVITIES:		
	Finance Costs (Net)	-	-
	NET CASH USED IN FINANCING ACTIVITIES (C)	-	-
	Net (Decrease) Increase in Cash and Cash Equivalents (A+B+C)	-	(236)
	Cash and Cash Equivalents at beginning of Year	144,316	144,552
	Cash and Cash Equivalents at end of Year	144,316	144,316

As per our Report of even date attached
For A R Krishnan & Associates
Chartered Accountants
Regn No: 0098055

A. Senthil Kumar
Partner
Membership No. 214611
Place : Chennai
Date: 29-June-2021



For and on behalf of Board of Directors

J Mohan Kumarmangalam
Director

Sivakumar Nathan
Director

Selvapandi
Director

MARG PROJECTS & INFRASTRUCTURE LIMITED

CIN: L65991TN1993PLC025252

Standalone Statement of Profit and Loss for the year ended March 31, 2021

Particulars	Notes	For the year ended March 31, 2021	For the year ended March 31, 2020
I. INCOME			
Revenue from Operations	18	-	-
Other Income	19	-	-
Total Income		-	-
II. EXPENSES			
Cost of Materials Consumed	20	-	-
Purchases of stock in trade		-	-
Changes in Inventories of finished goods, stock in trade and work in progress		-	-
Employee Benefit Expenses	21	450,000	150,000
Finance Costs	22	-	236
Depreciation and Amortization Expense	23	936,679	1,280,728
Other Expenses	24	300,700	779,808
Total Expenses		1,687,379	2,210,772
III. Profit before Exceptional Items and tax (I+II)		(1,687,379)	(2,210,772)
IV. Exceptional Items		-	-
V. Profit(Loss) before tax (III+IV)		(1,687,379)	(2,210,772)
VI. Tax Expense			
Current Tax			
Deferred Tax		70,755	-
VII. Profit(Loss) for the period (V+VI)		(1,758,134)	(2,210,772)
VIII. Other Comprehensive Income			
A. Items that will not be reclassified to Profit or Loss			
Remeasurement of the defined benefit plans Income		-	-
IX. Total Comprehensive Income for the period(XI+XII)		(1,758,134)	(2,210,772)
X. Earnings per Equity Shares for continuing operations			
Basic		(0.32)	(0.41)
Diluted		(0.32)	(0.41)

As per our Report of even date attached
For A R Krishnan & Associates
Chartered Accountants
Regn No: 0098055

A S I C O R



A. Senthil Kumar
Partner
Membership No. 214611
Place : Chennai
Date: 29-June-2021

For and on behalf of Board of Directors

J Mohan
J Mohan Kumarmangalam
Director

Sivakumar Nathan
Sivakumar Nathan
Director

Selvapandi
Selvapandi
Director

11.1 Authorised, Issued, Subscribed and Paid up Capital

Particulars	As At 31-03-2021		As At 31-3-2020	
	Nos	Rs	Nos	Rs
a. Authorised Capital Equity Shares of Rs 10/- each	15,000,000	150,000,000	15,000,000	150,000,000
b. Issued, Subscribed and Paid up Capital Equity Shares of Rs 10/- each	5,445,000	54,450,000	5,445,000	54,450,000

11.2 Reconciliation of number of Equity Shares Outstanding

Particulars	As At 31-03-2021	As At 31-3-2020
	Nos	Nos
Shares Outstanding at the beginning of the year	5,445,000	5,445,000
Add: Shares Issued during the year	-	-
Shares Outstanding at the end of the year	5,445,000	5,445,000

11.3 Equity Shares holding by Group Companies

Particulars	As At 31-03-2021	As At 31-3-2020
	Nos	Nos
By Holding Company (Class of Share: Equity)	-	-
Total	-	-

11.4 Shareholders holding more than 5 %:

Name of the Shareholders	As At 31-03-2021		As At 31-3-2020	
	Nos	%	Nos	%
Mr G R K Reddy	2,233,640	41.02%	2,233,640	41.02%
Mrs V P Rajini Reddy	462,800	8.50%	462,800	8.50%
Mr Raghava Reddy	274,494	5.04%	274,494	5.04%
Total	2,233,640	100%	2,233,640	100%

Other Equity				
Particulars	General Reserve	Profit/Loss	Share Application Money	Securities Premium Reserve
Balance at the beginning of the period	545,000	76,856,799	-	27,639,795
Additions	-	(1,758,134)	-	-
Balance at the end of the reporting period	545,000	75,098,665	-	27,639,795
				103,283,460



Marg Projects & Infrastructure Limited

Notes To The Financial Statements

NOTE 11 : FIXED ASSETS

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK		(R)	
	As At 31-Mar-20	Additions	Deductions/ Transfers	As At 31-Mar-21	Up to 31-Mar-20	For the year	Deletions	Up to 31-Mar-21		As At 31-Mar-21
TANGIBLE ASSET										
OTHER ASSETS										
Plant & Machinery	52,896,746	-	-	52,896,746	49,057,380	936,623	-	49,994,003	2,902,743	3,839,36
Computers	470,430	-	-	470,430	446,908	-	-	446,908	23,522	23,52
Office Equipment	12,000	-	-	12,000	11,400	-	-	11,400	600	60
Furniture & Fittings	25,320	-	-	25,320	23,998	56	-	24,054	1,266	1,32
Total	53,404,496	-	-	53,404,496	49,539,686	936,679	-	50,476,365	2,928,131	3,864,81
Previous Year	53,404,496	-	-	53,404,496	48,258,958	1,280,728	-	49,539,686	3,864,810	5,145,53



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12 Provisions (Non Current)

Particulars	As at March 31, 2021	As at March 31, 2020
Provisions for employee benefits		
Gratuity	-	-
Leave Encashment	-	-
Total	-	-

13 Deferred tax liabilities (Net)

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred Tax Liability	-	-
Total	-	-

14 Current Borrowings

Particulars	As at March 31, 2021	As at March 31, 2020
Secured		
Loan repayable on demand		
(i) From Banks	-	-
Loan from Others:		
Secured by way of charge on immovable properties and receivables*	-	-
	-	-
	-	-
* Loans Guranteed by Directors		
UnSecured		
From Others:		
Loans From Holding Company	-	-
Loans From Subsidiaries	-	-
	-	-
	-	-
Total	-	-

15 Trade Payables (Current)

Particulars	As at March 31, 2021	As at March 31, 2020
Micro, Small and Medium Enterprises		
Trade Payables	856,037	960,082
	856,037	960,082

16 Other Financial Liabilities (Current)

Particulars	As at March 31, 2021	As at March 31, 2020
Current maturities of long tem debt	-	-
Interest Accrued & Due on Borrowings	-	-
	-	-

17 Other current liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Advances from Customers	6,136,613	5,317,717
Expenses Payable	1,930,491	1,864,404
Others	-	-
Land Advance	-	-
Creditors for Capital Goods	-	-
Security deposit	-	-
Statutory Dues	968,720	944,958
	9,035,824	8,127,079

18 Provisions (Current)



Particulars	As at March 31, 2021	As at March 31, 2020
Bonus Payable	-	-
	-	-

19 Revenue from Operations

Particulars	As at March 31, 2021	As at March 31, 2020
Income from Projects	-	-
Income from Leasing	-	-
Total	-	-

20 Other Income

Particulars	As at March 31, 2021	As at March 31, 2020
Interest Income	-	-
Miscellaneous Income	-	-
Total	-	-

21 Cost of materials consumed

Particulars	As at March 31, 2021	As at March 31, 2020
Cost of materials consumed	-	-
Total	-	-

22 Employee benefits expenses

Particulars	As at March 31, 2021	As at March 31, 2020
Salaries and wages	450,000	150,000
Contribution to funds	-	-
Recruitment & Training Expenses	-	-
Staff Welfare expenses	-	-
Retirement Benefits	-	-
Total	450,000	150,000

23 Finance Costs

Particulars	As at March 31, 2021	As at March 31, 2020
Interest	-	-
Bank Charges	-	236
	-	236


24 Other Expense

Particulars	As at March 31, 2021	As at March 31, 2020
Rates & Taxes	-	-
Rent	-	154,950
Communication Cost	-	65,000
Electricity Charges	-	20,256
Travelling and Conveyance	-	-
IT Services	-	-
Repairs & Maintenance	-	13,952
Payment to Non-executive Directors	-	-
	-	-
	-	-



Secretarial Expenses	153,700	153,650
Advertisement & Business Promotion	-	-
Printing & Stationery	-	-
Postage and Courier Charges	-	-
Payment to Auditors	-	-
- Statutory audit fee	147,000	50,000
- Other Services	-	-
Insurance Premium	-	-
Legal & Professional Charges	-	-
Listing Fees	-	300,000
AGM Expenses	-	-
Security Expenses	-	22,000
Miscellaneous Expenses	-	-
General Expenses	-	-
Exchange Rate Fluctuation	-	-
Office Maintenance	-	-
Donation	-	-
Bad Debts	-	-
Vehicle Maintenance	-	-
	300,700	779,808






MARG PROJECTS AND INFRASTRUCTURE LIMITED

Notes to The Financial Statements

NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES

1.1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

- a. The financial statements are prepared under historical cost convention on accrual basis and going concern concept and materially comply with Accounting Standards (AS) as specified by Section 133 of The Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules 2014, to the extent applicable.
- b. The Company is a non small and medium sized company (Non-SMC) as defined in the General Instructions relating to Accounting Standards notified and accordingly the Company has complied with the Accounting Standards as applicable to Non-SMC.
- c. Use of Estimates: The preparation of financial statements requires the Management of the Company to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statement & reported income & expenses during the reporting period. Examples of such estimates include provisions for doubtful debts, employee retirement benefit plans, provisions for income taxes, useful life of fixed assets, accounting for work executed etc.

1.2. REVENUE RECOGNITION

All Income and Expenses have been recognized on accrual system of accounting.

1.3. FIXED ASSETS & DEPRECIATION

- a. The Fixed Assets are stated at cost of acquisition including interest paid on specific borrowings up to the date of acquisition / installation of the assets and improvement thereon less depreciation.
- b. Depreciation is provided on fixed assets, on written down value method, on pro-rata basis on the basis of the useful lives prescribed under Schedule II to the Companies Act, 2013, subject to the adjustments arising out of transitional provisions of Schedule II to the Companies Act, 2013.
- c. Cost of assets not put to use before the year end are shown under Capital Work - in - Progress.
- d. The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists the Company estimates the recoverable amount of the assets. If such recoverable amount of the asset or recoverable amount of the cash generating divisions which the assets belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as impairment loss and recognized in the statement of profit and loss.

1.4. OPERATING LEASES

Leases are classified as finance or operating leases depending upon the terms of the lease agreements. Leases of assets under which all risks and rewards of ownership are effectively retained by the lessor are classified as operating leases. Lease payments under operating leases are charged to statement of profit and loss on straight line basis over the lease term.

1.5. VALUATION OF CLOSING STOCK

- a. Raw Material: Raw Material, Stores and Spares are valued at Cost. Cost comprises all costs of purchase.
- b. Work-in-progress: Work-in-progress is valued at cost or the contract rates whichever is lower.
- c. Completed projects: Completed Projects are valued at cost or net realizable value, whichever is less.



MARG PROJECTS AND INFRASTRUCTURE LIMITED

Notes to The Financial Statements

1.6. INVESTMENTS

Investments are classified as long-term and current investments. Long-term investments are shown at cost or written down value (in case of other than temporary diminution) and current Investments are shown at cost or market value whichever is lower.

1.7. EMPLOYEE BENEFITS

a. Short Term employee benefits

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the bonus, exgratia are recognized in the period in which the employee renders service.

b. Post employment benefits

• Provident Fund

The Company's contribution to Provident Fund is deposited with the Regional Provident Fund Commissioner and is charged to Profit and Loss account every year.

• Gratuity

The Company is having Defined Benefit plan for the Gratuity and the provision is made based on actuarial valuation in accordance with the AS 15 of The Institute of Chartered Accountants of India.

• Leave Encashment

Provision for leave encashment in respect of unavailed leave standing to the credit of employees is made on actuarial basis in accordance with AS 15 of The Institute of Chartered Accountants of India.

1.8. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognized when:

- The Company has a present obligation as a result of a past event;
- It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- A reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably not, require an outflow of resources. Where there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent Assets are neither recognized nor disclosed.

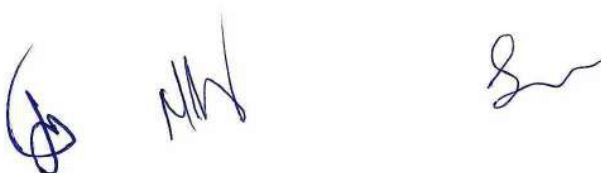
1.9. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of equity shares outstanding during the period, are adjusted for the effects of all dilutive potential equity shares.

1.10. TAX ON INCOME

- The accounting treatment for income Tax in respect of company's income is based on the Accounting Standard 22 on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India. Tax on income for the current period is determined on the basis of Taxable Income computed in accordance with the provisions of the Income Tax Act, 1961.
- Deferred Tax on timing differences between the accounting income and taxable income for the year is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.



MARG PROJECTS AND INFRASTRUCTURE LIMITED

Notes to The Financial Statements

1.11. BORROWING COSTS

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are considered as part of the cost of the asset/project. All the other borrowing costs are treated as period cost and charged to Profit and Loss account in the year in which they are incurred.

NOTE 2 : SHARE CAPITAL

2.1 Authorised, Issued, Subscribed and Paid up Capital

Particulars	As At 31-Mar-21 Nos	As At 31-Mar-20 Nos	As At 31-Mar-21 Rs	As At 31-Mar-20 Rs
(A) Authorised Capital				
Equity Shares of Rs. 10/- each	15,000,000	15,000,000	150,000,000	150,000,000
(B) Issued, Subscribed and Paid up Capital				
Equity Shares of Rs. 10/- each	5,445,000	5,445,000	54,450,000	54,450,000

2.2 Reconciliation of number of Equity Shares Outstanding

Shares Outstanding at the beginning of the year	5,445,000	5,445,000
Add: Shares Issued during the year	-	-
Shares Outstanding at the end of the year	5,445,000	5,445,000

2.3 Details of Shareholders holding more than 5 % Equity Shares

S. No.	Name of the Shareholders	As At 31-Mar-21 Nos	%	As At 31-Mar-20 Nos	Nos
a.	Mr G R K Reddy	2,233,640	41.02%	2,233,640	2,233,640
b.	Mrs V P Rajini Reddy	462,800	8.50%	462,800	462,800
c.	Mr Raghava Reddy	274,494	5.04%	274,494	274,494

NOTE 3 : RESERVES & SURPLUS

Particulars	As At 31-Mar-21 Rs	As At 31-Mar-20 Rs
3.1 Securities Premium Account:		
Opening Balance	27,639,795	27,639,795
Add: Addition during the year	-	-
Closing Balance	27,639,795	27,639,795
3.2 General Reserve:		
Opening Balance	545,000	545,000
Add: Transferred from the Profit and Loss Account	-	-
Closing Balance	545,000	545,000
3.3 Profit & Loss Account:		
Opening Balance	76,856,799	79,067,571
Add : Profit for the Year	(1,758,134)	(2,210,772)
Closing Balance	75,098,665	76,856,799
	103,283,460	105,041,594



MARG PROJECTS AND INFRASTRUCTURE LIMITED

Notes to The Financial Statements

Particulars	As At 31-Mar-21 Rs	As At 31-Mar-20 Rs
-------------	--------------------------	--------------------------

NOTE 4 : TRADE PAYABLE

Trade Payables	856,037	960,082
	<u>856,037</u>	<u>960,082</u>

NOTE 5 : OTHER CURRENT LIABILITIES

Other Payables

Advances from Customers	6,136,613	5,317,717
Expenses Payable	1,930,491	1,864,404
Statutory Dues	968,720	944,958
Others	-	-
	<u>9,035,824</u>	<u>8,127,079</u>

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MARG PROJECTS AND INFRASTRUCTURE LIMITED

Notes to The Financial Statements

Particulars	As At 31-Mar-21 Rs	As At 31-Mar-20 Rs
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NOTE 7 : NON-CURRENT INVESTMENTS

Investments in Equity Instruments (Shares) (Non-Quoted, Non-Trade, Stated at Cost)

In Other Companies	Face Value	No of Shares			
		31-Mar-21	31-Mar-20		
MARG Capital Markets Ltd.	10	100,000	100,000	1,000,000	1,000,000
MARG Realities Limited	10	963,010	963,010	9,630,100	9,630,100
MARG Digital Infrastructure Pvt Ltd	10	585,000	585,000	5,850,000	5,850,000
				<u>16,480,100</u>	<u>16,480,100</u>

NOTE 8 : DEFERRED TAX ASSETS (NET)

Deferred Tax Assets	983,976	1,054,731
Less : Deferred Tax Asset		
	<u>983,976</u>	<u>1,054,731</u>

NOTE 9 : LONG-TERM LOANS AND ADVANCES

Other Loans and Advances	138,549,220	138,549,220
	<u>138,549,220</u>	<u>138,549,220</u>

NOTE 10 : TRADE RECEIVABLES

Unsecured and considered good

Outstanding for more than 6 months	-	-
Others	1,809,274	1,809,274
	<u>1,809,274</u>	<u>1,809,274</u>

NOTE 11 : CASH & CASH EQUIVALENTS

Cash Balance	25,734	25,734
Balances with Banks		
In Current Accounts	118,582	118,582
	<u>144,316</u>	<u>144,316</u>

NOTE 12 : SHORT-TERM LOANS & ADVANCES

(Unsecured and considered good)

Others

Other Advances Recoverable	-	-
Prepaid Taxes	6,163,138	6,109,138
Security Deposits	567,167	567,167
	<u>6,730,305</u>	<u>6,676,305</u>

B. (Unsecured and considered Bad)

Doubtful

Staff Advance	-	-
Rental Deposit	-	-
Security Deposit - Labour	-	-
	<u>-</u>	<u>-</u>

Less: Provision for Doubtful Debts

	<u>6,730,305</u>	<u>6,676,305</u>
--	------------------	------------------

Particulars	Year Ended 31-Mar-21 Rs	Year Ended 31-Mar-20 Rs
-------------	-------------------------------	-------------------------------

NOTE 13 : REVENUE FROM OPERATIONS

Income from Operations	-	-
	<u>-</u>	<u>-</u>

NOTE 14 : OTHER INCOME

Interest Income	-	-
Miscellaneous Income	-	-
	<u>-</u>	<u>-</u>



MARG PROJECTS AND INFRASTRUCTURE LIMITED

Notes to The Financial Statements

Particulars	Year Ended 31-Mar-21 Rs	Year Ended 31-Mar-20 Rs
NOTE 16 : COST OF PROJECTS \ OPEARATING EXPENSES		
Opening Stock of Material at Site	-	-
Add : Expenditure on Projects \ Operating Expenses	-	-
Closing Stock of Material at site	-	-
	-	-
NOTE 17 : EMPLOYEE BENEFIT EXPENSES		
Salaries & Allowances	450,000	150,000
Remuneration to Director	-	-
Rent Staff	-	-
Contribution to Funds	-	-
Recruitment & Training Expenses	-	-
Staff Welfare Expenses	-	-
Retirement Benefits	-	-
Employee Compensation Expense	-	-
	450,000	150,000
NOTE 15 : FINANCE COSTS		
Interest Expenses	-	-
	-	-
NOTE 16 : OTHER EXPENSES		
Rent	-	154,950
Rates & Taxes	-	-
Communication Cost	-	65,000
Electricity Charges	-	20,256
Traveling and Conveyance	-	-
IT Services	-	-
Repairs & Maintenance	-	13,952
Payment to Non-executive Directors	-	-
- Sitting Fees for Board Meeting	-	-
- Sitting Fees for Committee Meeting	-	-
- Commission	-	-
Secretarial Expenses	153,700	153,650
Advertisement & Business Promotion	-	-
Printing & Stationery	-	-
Postage and Courier Charges	-	-
Payment to Auditors	-	-
- Statutory Audit Fee	147,000	50,000
- Taxation Matters	-	-
- Other Services	-	-
Insurance Premium	-	-
Legal & Professional Charges	-	-
Listing Fee	-	300,000
General Expenses	-	-
Miscellaneous Expenses	-	-
Exchange Rate Fluctuation	-	-
Office Maintenance	-	-
Staff Welfare Expenses	-	-
AGM Expenses	-	-
Security Expenses	-	22,000
Donation	-	-
Bad Debts	-	-
Provision for Bad Debts	-	-
Prior Period Item	-	-
Bank Charges	-	236
	300,700	780,044
NOTE 17 : DEFERRED TAX EXPENSE (INCOME)		
Deferred Tax Liability for the year	70,755	-
	70,755	-



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MARG PROJECTS AND INFRASTRUCTURE LIMITED

Notes to The Financial Statements

Particulars	As At 31-Mar-21 Rs	As At 31-Mar-20 Rs
NOTE 18 : CONTINGENT LIABILITIES :		
a. Estimated amount of liability on capital contracts	-	-
b. Other Contingent Liabilities	-	-
	-	-

NOTE 19 : DEFERRED TAX LIABILITY :

As per the Accounting Standard (AS 22) laid down by the Institute of Chartered Accountants of India, the Company is required to make a provision for deferred tax liability.

During the year an amount of Rs. 4,88,184/- (Previous Year Rs. 7,90,602/-) has been written back for deferred tax assets from the profits of the current year. The deferred tax Assets outstanding as on 31st March 2016 is Rs.4,88,184/- (Previous Year Rs. 7,90,602) the details of which are as follows:

Particulars	As At 31-Mar-21 Rs	As At 31-Mar-20 Rs
Outstanding Deferred Tax Liability as at the beginning of the year	-606,513	-118,329
Timing Difference on account of Depreciation	(488,184)	(488,184)
Outstanding Deferred Tax Liability as at the end of the year	(1,094,697)	(606,513)

NOTE 20 : OPERATING LEASES:

Total rental charges under cancelable operating lease was Nil(Previous year Nil)

NOTE 21 : INFORMATION UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amounts unpaid as at the year end together with interest paid / payable under this Act have not been given.



MARG PROJECTS AND INFRASTRUCTURE LIMITED

Notes to The Financial Statements

NOTE 22 : SEGMENTAL REPORTING

As the Company has been operating only in one segment both in terms of business and geographical operations, segmental reporting in terms of Accounting Standard 17 is not applicable.

NOTE 23 : RELATED PARTIES DISCLOSURES

a) Key Managerial Personnel (KMP)

G Srinivasa Reddy – Director

b) Individuals having significant influence on the company

i.) G R K Reddy

ii.) V P Rajini Reddy

c) Entities over which individual having significant influence exercise control

i) MARG Limited

c) The following transactions were carried out with the related parties in the ordinary course of the business during the year:

Description	Year Ended 31-Mar-21 Rs	Year Ended 31-Mar-20 Rs
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Remuneration paid

The remuneration paid to the director is within the limit prescribed under Schedule XIII of the Companies Act, 1956. Hence calculation of remuneration payable as per Section 349 of the Companies Act, 1956 is not given.

The remuneration paid to the Whole Time Director is as follows:

Description	Year Ended 31-Mar-21 Rs	Year Ended 31-Mar-20 Rs
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Remuneration

Perquisites

Contribution to Provident Fund



MARG PROJECTS AND INFRASTRUCTURE LIMITED

Notes to The Financial Statements

d) Particulars of transactions with the related parties during the year in the ordinary course of the business:

Particulars	KMP		Entities over which Individuals having significant Influence Exercise control	
	Year Ended		31-Mar-21	31-Mar-20
	31-Mar-21	31-Mar-20		
Revenue from Operations	-	-	-	-
Remuneration	-	-	-	-
Advance from customer	-	-	444,949	1,350,000
Balance as on				
Trade Receivable	-	-	1,809,274	2,529,223
Advance from Customers	-	-	885,000	1,160,000
Remuneration	-	-	-	-

NOTE 24 : EARNINGS PER SHARE (EPS)

S. No.	Particulars	Year Ended 31-Mar-21 Rs	Year Ended 31-Mar-20 Rs
a.	Profit After Tax (Rs)		
	For Basic	(1,758,134)	(2,210,772)
	For Diluted	(1,758,134)	(2,210,772)
b.	Weighted average number of equity shares (Nos)		
	For Basic	5,445,000	5,445,000
	For Diluted	5,445,000	5,445,000
c.	Earning Per Share (Rs)		
	Basic	(0.32)	(0.41)
	Diluted	(0.32)	(0.41)
d.	Nominal Value Per Share (Rs)	10	10

NOTE 25 : PRESENTATION OF PREVIOUS YEAR'S FIGURES

Previous year's figures have been regrouped / reclassified / rearranged wherever necessary to bring them in conformity with the current year figures.

As per our Report of even date attached
For A R KRISHNAN & ASSOCIATES
Chartered Accountants
Firm Reg. No : 0098055

A. Senthil Kumar
Partner
Membership No. 214611

Place : Chennai
Date: 29-June-2021



For and on behalf of Board of Directors

J Mahan Kumarmangalam
Director

Sivakumar Nathan
Director

Selvapandi
Director