

ANNEXURE VI

REPORT ON CORPORATE GOVERNANCE

In Compliance with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company sets forth the report on the Corporate Governance on the matters as mentioned in the said schedule and practices followed by the company.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. It is imperative that our Company's affairs are managed in a fair and transparent manner. We ensure that we evolve and follow not just the stated corporate governance guidelines, but also global best practices. We consider it our inherent responsibility to disclose timely, adequate and accurate information regarding our financials and performance, as well as the leadership and governance of the Company.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh Listing Agreements with the Stock Exchanges. The Company is in compliance with the requirements stipulated under regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

2. BOARD OF DIRECTORS:**i. Composition and Category of the Directors as on 31st March, 2021**

In terms of compliance with the requirement of The Companies act, 2013/and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company endeavor to have an optimum combination of Executive and Non-Executive Director with one woman director to maintain the independence of the Board and separate the functions of Governance and Management through Board and Committees.

As on 31st March 2021, the Board consist of 6 (Six) Directors. There is 1(One) Managing Director, 1(one) Whole-time Directors, 1 (one) Non-Executive & Non-Independent Director and 3(three) Non-executive Independent Directors including 1 (One) chairman and 1(one) Woman Director.

Sl. No.	Name of the Director	Designation	Category
1	Mr. Ramadas Kasarneni	Chairman	Non- Executive & Independent Director
2	Mr. N. Seethaiah	Managing Director	Executive & Non-Independent Director
3	Mr. Mohammad Shafi	Whole-time Director	Executive & Non-Independent Director
4	Mrs. Ch. Lakshmi Kumari	Woman Director	Non- Executive & Woman Independent Director
5	Mr. P. Madhava Rao	Director	Non- Executive & Independent Director
6	Mr. Madhu Malampati	Director	Non-Executive & Non-Independent Director

ii. Number of Board Meetings held and Dates on which held:

The Board met 4 (Four) times during the financial year 2020-2021. SEBI through vide circular No. SEBI/HO/CFD CMD1/CIR/P/2020/38 dated March 19, 2020, had relaxed the requirement of the maximum stipulated time gap of 120 days between two meetings of the board and Audit Committees of listed entities, as is required under Regulation 17(2) and 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations').

First Quarter		Second Quarter		Third Quarter		Fourth Quarter	
Meeting No.	Date	Meeting No.	Date	Meeting No.	Date	Meeting No.	Date
588	30-07-2020	589	14-09-2020	590	13-11-2020	591	12-02-2021

The Company places before the Board all those details as required under Listing Regulations. The dates for the board meetings are fixed after taking into account the convenience of all the directors and sufficient notice is given to them. The Company has video conferencing facilities to enable director's participation at board meetings. Detailed agenda notes are sent to the directors. All the information required for decision making are provided in the agenda. Those that cannot be included in the agenda are tabled at the meeting. The Chairperson and the Managing Director appraise the Board on the overall performance of the Company at every board meeting. The Board reviews performance, approves capital expenditures, sets the strategy of the Company should follow and ensures financial stability. The Board takes on record the actions taken by the Company on all its decisions periodically.

The Board also takes on record the declaration made by the Company secretary, Chairman and Managing Director regarding compliances of all laws on a quarterly basis.

iii. Attendance of each Director at the Board Meetings and the last Annual General Meeting.

The particulars of attendance of Board Meetings and Annual General Meeting by Directors for the financial year ended have been set out here below:

SL. No.	Name of the Director	Board Meetings attended during the financial year (2020-2021)	Attendance at previous AGM held on 05-12-2020
1	Mr. Ramadas Kasarneni	3	No
2	Mr. N. Seethaiah	4	Yes
3	Mr. Mohammad Shafi	4	Yes
4	Mr. P. Madhava Rao	2	No
5	Mrs. Ch. Lakshimi Kumari	4	Yes
6	Mr. Madhu Malampati	4	Yes

iv. Number of other Boards or Board Committees in which he/she is a member or Chairperson.

None of the directors are members of more than ten committees or chairman of more than five committees in public limited companies in which they are directors. Necessary disclosures have been obtained from all the directors regarding their directorship and have been taken on record by the Board.

The names of the Directors and the details of other chairmanship / directorship / committee membership of each Director as on 31st March 2021 is given below:

Sl. No.	Name of the Director	Position	No. of Directorships in other	Committee Membership in other Companies	Committee Chairmanship in other Companies
1	Sri N. Seethaiah	Managing Director	9	1	0
2	Sri. Mohammad Shafi	Whole-time Director	3	0	0
3	Sri Ramadas Kasarneni	Chairman and Independent Director	3	3	2
4	Smt. Ch. Lakshmi Kumar	Independent Director	4	4	4
5	Sri P. Madhava Rao	Independent Director	3	5	0
6	Sri Madhu Malampati	Non-executive non-independent Director	9	0	0

In terms of sub regulation (i) regulation 10 part C of Schedule V a certificate from the Company Secretary in practice was obtained to the effect that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of corporate affairs or any such statutory authority.

3. CODE OF CONDUCT:

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has suitably modified the 'Code of Conduct for Board of Directors, Senior Management and Key Managerial Personnel' (Code of Conduct) and is available on the Company's website. The Directors, Key Managerial Personnel and Senior Management Personnel have affirmed their compliance with the Code of Conduct as at 31st March 2021.

4. AUDIT COMMITTEE:

i. Brief description of terms of reference:

In terms of compliance with the requirement of Regulation 18 of the Listing Regulations, the Audit Committee has been constituted consisting of qualified and independent Board members for providing accurate and transparent financial reporting to the Board and shall have the powers and roles to perform the functions as mentioned in Listing Regulations and respectively read with Section 177 of the Companies Act, 2013.

ii. Composition, Name of Members and Chairperson:

The Audit Committee comprises of the following members as on 31st March 2021:

1. Smt. Ch. Lakshmi Kumari, Independent Director as Chairperson
2. Sri Madhava Rao P, Independent Director as Member
3. Sri. Ramadas Kasarneni, Independent Director as Member

iii. Meeting and attendance during the year:

In terms of compliance with the requirement of Regulation 18 (2) of the Listing Regulations the Audit Committee met 4 (Four) times during the financial year under review, on 30-07-2020, 14-09-2020, 13-11-2020 and 12-02-2021 and the attendance of the members of the Audit Committee as recorded is as under:

SL. No.	Name of the Director	Status	No. of meetings attended
1	Smt. Ch. Lakshmi Kumari	Chairperson	4
2	Sri P. Madhava Rao	Member	2
4	Sri. Ramadas Kasarneni	Member	3

Head of Finance & Accounts Division and Internal Auditors attended the meetings of the Audit Committee as Invitees. In terms of compliance with the requirement of Listing Regulations, The Audit Committee reviews the information from time to time as specified in the aforesaid clause.

5. NOMINATION AND REMUNERATION COMMITTEE:

i. Brief description of terms of reference:

The terms of reference of Nomination and Remuneration Committee are as follows:

1. To determine the Company's policy on specific remuneration package for Executive Directors including compensation payment, if any, on behalf of the Board of Directors and Shareholders
2. To review, assess and recommend the appointment of Executive Director from time to time and also remuneration package including Employees Stock Option Scheme to the Board of Directors.
3. Any other function as may be delegated by Board of Directors.

ii. Composition and Role of Nomination and Remuneration Committee:

Nomination and Remuneration Committee comprises the following non-executive independent directors as on 31st March 2021:

1. Smt. Ch. Lakshmi Kumari, Woman Independent Director as Chairperson
2. Sri. Ramadas Kasarneni, Independent Director as Member
3. Sri. P Madhava Rao , Independent Director as Member

This committee recommends the appointment/reappointment of executive directors and the appointments of employees from the level of vice-president and above along with the remuneration to be paid to them. The remuneration is fixed keeping in mind the persons track record, his/her potential individual performance, the market trends and scales prevailing in the similar industry.

iii. Attendance during the year:

The Nomination and Remuneration Committee met 2 (Two) times, during the financial year under review, on 30-07-2020 and 13-11-2020. The attendance of the meeting by the members of the Committee as recorded is as under:

SL. No.	Name of the Director	Position	No. of meetings Attended
1	Smt. Ch. Lakshmi Kumari	Chairperson	2
2	Sri. P Madhava Rao	Member	1
3	Sri. Ramadas Kasarneni	Member	1

iv. Remuneration Policy:

The Policy provides for the following:

- Attract, recruit, and retain good and exceptional talent;
- List down the criteria for determining the qualifications, positive attributes, and independence of the directors of the Company;
- Ensure that the remuneration of the directors, key managerial personnel and other employees is performance driven, motivates them, recognizes their merits and achievements and promotes excellence in their performance;
- Motivate such personnel to align their individual interests with the interests of the Company, and further the interests of its stakeholders;
- Ensure a transparent nomination process for directors with the diversity of thought, experience, knowledge, perspective and gender in the Board; and
- Fulfil the Company's objectives and goals, including in relation to good corporate governance, transparency, and sustained long-term value creation for its stakeholders.

Criteria for performance evaluation as laid down by nomination and remuneration committee

The performance of Directors is evaluated by the Board (excluding the Director being evaluated) on the following criteria, as laid down by the Nomination and Remuneration Committee.

Evaluation Criteria:

- * Active Participation in Board discussions and deliberations
- * Contribution to development of strategy and risk management
- * Guidance on corporate strategy, risk policy, corporate governance practices
- * Independence and unbiased decisions/opinions etc.

v. Details of Remuneration to Executive Directors:

Of the total 6 (Six) Directors, 2 (Two) are Executive Directors. The remuneration payable to these directors is determined by the Board on the recommendation of the Nomination and remuneration committee. This is subject to the approval of the shareholders at the Annual General Meeting. The non-executive directors have drawn sitting fees from the Company for attending the meetings of the board and the committees. Details of Remuneration of the executive Directors for the financial year 2020-2021 are as follows:

Sl. No.	Director	Consolidated Salary (Per Month) (Rs.)	Perquisites, Allowances and other Benefits	Performance Bonus/ Incentive/ Commission/ Stock Option	Sitting Fees	Total (Per Annum)
1	Sri N. Seethaiah Managing Director	5,00,000/-	-	-	-	60,00,000/-
2	Sri. Mohammad Shafi Whole-time Director	3,00,000/-	-	-	-	36,00,000/-
3	Sri. Ramadas Kasarneni, Independent Director	-	-	-	30,000	30,000
4	Sri. P. Madhava Rao, Independent Director	-	-	-	20,000	20,000
5	Smt. Ch. Lakshmi Kumari, Independent Director	-	-	-	40,000	40,000
6	Mr. Madhu Malampati Non-Executive & Non-Independent Director	-	-	-	40,000	40,000

vi. Details of shareholding of Directors as on 31st March 2021:

As on 31st March 2021, the Company had 2 (Two) Executive Directors, 3 (Three) Non-Executive Independent directors and 1 (One) Non-Executive & Non-Independent Director, the one executive director and one Non-Executive & Non-Independent Director holds equity shares in the Company. The other non-executive directors do not hold any shares in the Company. The details are as follows:

SL. No.	Name of the Director	Status	No. of Shares held	Percentage (%) of total shares
1	Sri. Ramadas Kasarneni	Chairman & Independent Director	Nil	Nil
2	Sri. Nama Seethaiah	Managing Director	6001800	8.13
3	Sri. Mohammad Shafi	Whole-time Director	Nil	Nil
4	Sri. P. Madhava Rao	Independent Director	Nil	Nil
5	Smt. Ch. Lakshmi Kumari	Independent Director	Nil	Nil
6	Mr. Madhu Malampati	Non-Executive & Non-Independent Director	24000	0.0325

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Committee is empowered to oversee the redressal of Shareholders/Investors Complaints/ Grievances pertaining to share transfers/non-receipt of Annual Reports/dividend payments, issue of duplicate share certificates, transmission of shares and other complaints etc.

i. Composition of the Committee:

The Stakeholders' Relationship Committee comprises of the following Members as on 31st March 2021.

4. Smt. Ch. Lakshmi Kumari, Independent Director as Chairperson

5. Sri P Madhava Rao, Independent Director as Member

6. Sri. Mohammad Shafi, Whole-time Director as Member

ii Attendance during the year:

The Shareholders/Investors Grievances Committee/ Stakeholders' Relationship Committee met 2 (Two) times during the year on 30-07-2020 and 12-02-2021 and the attendance of the members of the Committee as recorded is as under:

Sl. No.	Name of the Director	Position	No. of meetings attended
1	Smt. Ch. Lakshmi Kumari	Chairperson	2
2	Sri. Mohammad Shafi,	Member	2
3	Sri P. Madhava Rao	Member	1

iii. Name and Designation of Compliance Officer: Mr. M.S. Sivanand, Company Secretary.

iv. Number of Shareholders' Complaint received during the year under report:

All the requests and complaints received from the shareholders were attended to within the stipulated time and nothing was pending for disposal at the end of the year. During the period under review, the Company has not received the Complaints from Shareholders.

v. Number of Complaints not solved to the satisfaction of Shareholders as on the date of approval of Directors Report - Nil

vi. Number of Pending Complaints as on the date of approval of Directors Report - Nil

vii. E-mail ID for redressal of Shareholders' Grievances:

The Company has created a separate e-mail ID: cs@madhucon.com for the Grievance Redressal Division / Compliance Officer exclusively for the purpose of registering and redressal of complaints by investors shareholders.

7. GENERAL BODY MEETINGS:

i. Location and Time for the last three Annual General Meetings held and

ii. Special resolutions passed in the last three Annual General Meetings held: NIL

The particulars of previous 3 (Three) Annual General Meetings of the Company held is set out here under:

iii. Postal Ballot:

Particulars	Date & Time	Venue	Special Resolution passed
30h AGM (2019-2020)	05-12-2020 3.00 PM	Deemed Venue: Regd. Office: Madhu Complex, 1-7-70, Jublipura, Khammam	Nil
29th AGM (2018-2019)	21-09-2019 3.00 PM	Regd. Office: Madhu Complex, 1-7-70, Jublipura, Khammam	Nil
28th AGM (2017-2018)	22-09-2018 3.00 PM	Regd. Office: Madhu Complex, 1-7-70, Jublipura, Khammam	Nil

During the year no resolution was passed through postal ballot.

None of the business which is proposed to be transacted at the ensuing Annual General Meeting requires passing of a resolution through postal Ballot process.

iv. Meeting of Independent Directors

Pursuant to the companies Act, 2013 read with rules made there under and Secretarial Standard-I issues by the Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a meeting of the Independent Directors of the Company for the calendar year 2021 was held on 12th February, 2021.

8. DISCLOSURES:

i. Related Party Transaction (RPT):

There has been no materially significant Related Party Transactions (RPT) with the Company's promoters, directors, the management, their subsidiaries or relatives which may have potential conflict with the interests of the Company at large. The necessary disclosures regarding the transactions are given in the notes to accounts. The Company has also formulated a policy on dealing with the Related Party Transactions and necessary approval of the audit committee and Board of directors will be taken wherever required in accordance with the Policy.

The Company has also formulated a policy for determining the Material RPT and the details of such policy for dealing with RPT are disseminated in the website of the Company under the following link: http://www.madhucon.com/corporate_investors.html

ii. Disqualification of Directors: As on March 31, 2021 none of the Directors of the Company were disqualified under section 164(2) of the Companies Act, 2013. Certification by a company secretary in practice to the effect that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. As required under Schedule V Part C Regulation 10 Sub-regulations (i) of SEBI (LODR) Regulations, 2015 disclosure was also made appropriately (Annexure – A).

iii. There is no non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or Statutory Authority on any matters relating to capital markets during the last three years.

iv. Whistle Blower Policy:

The Company has an established mechanism for Directors / Employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the code of conduct or ethics policy. It also provides for adequate safeguards against victimization of directors/employees who avail of the mechanism. The Company has formulated a Policy of Vigil Mechanism and has established a mechanism that any personnel may raise Reportable Matters within 60 days after becoming aware of the same. All suspected violations and Reportable Matters are reported to the Chairman of the Audit Committee at e-mail ID. whistleblower@madhucon.com. The key directions/actions will be informed to the Managing Director of the Company.

v. The Managing Director has issued certificate pursuant to the provisions of Listing Regulations certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

vi. Auditors' Report certifying the compliance of Corporate Governance as required under Schedule V, Part C of Listing Regulations is annexed herein forming a part of Corporate Governance Report.

vii. Subsidiary Companies:

The financials of all the subsidiary companies have been duly reviewed by the audit committee. The Board is also periodically informed about all significant transactions and arrangements entered into by the subsidiary companies. The Company has also formulated a policy for determining the Material Subsidiary and the details of such policy are disseminated in the website of the Company under the following link:

<http://www.madhucon.com/corporate/investors.html>

viii. SEBI Prevention of Insider Trading:

With SEBI imposing the responsibility of "Prohibition of Insider Trading" in the Organizations, Board has designed a Code of Conduct strictly in accordance with the Model Code of Conduct prescribed under SEBI (Prohibition of Insider Trading) Regulations 2015. The Code, besides other relevant matters, prohibits an insider from dealing in the shares of the Company, while in possession of the unpublished price sensitive information in relation to the Company. As on the date, there have been no violations of insider trading regulation.

ix. The Company has adhered to all the mandatory requirements of corporate Governance norms as prescribed in Schedule V, Part C of Listing Regulations, 2015 a meeting of the Independent Directors of the Company for the calendar year 2021 was held on 12th February, 2021.

x. Code of Conduct for the Board of Directors and the Senior Management:

The standards for business conduct provide that the directors and the senior management will uphold ethical values and legal standards as the Company pursues its objectives, and that honesty and personal integrity will not be compromised under any circumstances. The Board of Directors has adopted a code of conduct for all Board members and senior management of the Company and affirmed its compliance on annual basis for the Financial Year ended 31st March 2021. In terms of compliance with the requirement of Regulation 46 of the Listing Regulations are disseminated in the website of the Company under the following link:

<http://www.madhucon.com/corporate/investors.html>

xi. Discretionary requirements under Listing Regulations: The Company has complied with all the discretionary requirements of Corporate Governance stipulated under Part E of Schedule V of the Listing Regulations. Certificate to this effect has been issued by Mr. S Venkata Krishna Reddy, Practicing Company Secretary and the same has been incorporated as an Annexure to the Directors Report.

xii. In terms of sub regulation (k) regulation 10 Part C Schedule V of SEBI (Listing Obligations & Disclosure Requirements) 2015 the total fee for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all the entities in the network firm / network entity of which the Statutory Auditor is a part:

S. No.	Particulars	2020-21 (Rs. In Lac)	2019-20 (Rs. In Lac)
1	Statutory audit fee	8.00	8.00
2.	Tax Audit fee	2.00	2.00
3	GST Audit Fee	3.00	-
Total		13.00	10.00

9. SHAREHOLDER'S COMMUNICATION:

- i. The quarterly financial provisional un-audited results of the Company published in the leading daily newspaper within 45 days from the end of the respective quarter and fourth quarter duly audited within 60 days as per the Regulation 33 of Listing Regulations. In view of Covid Pandemic SEBI had given circular as on 29-4-2021, according to which SEBI had extended time up to 30-06-2021 for submission of financial results. The company had submitted the same as on 09-07-2021 by giving sufficient reasons for the delay in submission.

The financial calendar events of 2020-2021 relating to quarterly un-audited and quarterly and yearly Audited financial results are as follows:

Financial Results Reporting for the :	For 2020-21 were announced on
1st Quarter ended 30 th June, 2020	14 th September, 2020
2nd Quarter ended 30 th September, 2020	13 th November, 2020
3rd Quarter ended 31 st December, 2020	12 th February, 2021
4th Quarter and financial year ended 31 st March, 2021	09 th July, 2021

- ii. The financial provisional un-audited results are published in a leading daily newspaper in English and in Regional language having nationwide circulation viz. Financial Express and Mana Telangana and are disseminated in the website of the Company under the following link: http://www.madhucon.com/i/FinancialResults_31032021.pdf
- iii. These financial provisional results and shareholding pattern are submitted to National Stock Exchange in <https://www.neaps.nseindia.com/NEWLISTINGCORP/> and to Bombay Stock Exchange in <http://listing.bse.india.com>
The performance of the quarterly, half yearly and annual together with financial results of the Company released time to time in media by the press statements and also displays on Company's website.
The Company from time to time made the presentations through video conference to institutional investors and or to the analysts.

10. GENERAL SHAREHOLDER'S INFORMATION:

- i. AGM: Date, Time and Venue:
Date : 30th September, 2021
Day : Thursday
Time : 03:00 PM
Venue : The AGM of the Company is being held through VC / OAVM and the deemed venue for the AGM shall be the Registered Office of the Company.
- ii. Financial Year:
The Company follows the financial year commencing from 1st April to 31st March on consistent basis.
- iii. Listing on Stock Exchanges:
Bombay Stock Exchange (BSE)
Stock Code No.: BSE – 531497
National Stock Exchange (NSE)
Stock Code No.: NSE – MADHUCON
Luxembourg Stock Exchange
Security Name: Madhucon Projects Ltd.
- iv. Stock Code: INE 378D01032
- v. Market Price Data:
High and Low during each month in last financial year 2020-2021:
High and Low of Market Price of the Company's Equity Shares Traded on the BSE & NSE during the 12 months period ended 31st March 2021 are as under-

A) BSE:

Period	High (Rs.)	Low (Rs.)	No. of Shares	No. of Trades
April, 2020	1.93	1.50	25957	77
May, 2020	1.94	1.63	62887	45
June, 2020	2.97	1.70	93834	335
July, 2020	2.71	2.71	600	2
August, 2020	3.34	2.20	189928	312
September, 2020	3.45	2.35	166776	813
October, 2020	3.19	2.50	39633	136
November, 2020	3.36	2.56	66283	285
December, 2020	6.20	3.20	543642	833
January, 2021	6.03	4.55	105137	286
February, 2021	6.86	4.75	432561	1118
March, 2021	7.82	4.85	349118	924

B) NSE:

Period	High (Rs.)	Low (Rs.)	Traded Quantity No. of Shares	No. of Trades
April, 2020	2.3	1.5	203025	442
May, 2020	-	-	-	-
June, 2020	-	-	-	-
July, 2020	-	-	-	-
August, 2020	3.05	2.70	124769	199
September, 2020	3.35	2.30	655611	1503
October, 2020	3.05	2.85	69569	180
November, 2020	3.35	2.7	543952	859
December, 2020	5.25	3.20	434716	725
January, 2021	-	-	-	-
February, 2021	6.65	4.6	1089669	2613
March, 2021	7.55	6.8	648699	1134

vi. Registrar and Transfer Agents:

M/s KFin Technologies Private Limited
(formerly known as Karvy Fintech Private Limited)
Karvy Selenium Tower B, Plot 31- 32,
Gachibowli, Financial District,
Nanakramguda Hyderabad,
Telangana-500 032
Phone No.040-67161605

vii. Share Transfer System:

All the Share Transfers that are received will be processed by the Registrar and Share Transfer Agents (RTA) and approved and registered by the Board of Directors within 15 days from the date of lodgment and de-mat requests are normally confirmed within an average period of 15 days from the date of lodgment for transfer.

viii. Others:

Shareholders holding shares in physical form should communicate the change of address, if any, directly to the Registrars and Share Transfer Agent of the Company.

It has become mandatory for transferees to furnish a copy of Permanent Account Number for registration of transfer of shares held in physical mode.

Shareholders holding shares in physical form, who have not availed nomination facility and would like to do so are requested to avail the same, by submitting the nomination in Form No. SH.13. the form will be made available on request. Those holding shares in electronic form are advised to contact their DPs.

A) Distribution of Shareholding as on 31st March, 2021

Equity Share holding of nominal Value of Rs. 1/- each	Equity Shareholders		Equity Shares Amount	
	Numbers	% of Shareholders	In Rs.	% of holding
1 - 5,000	16,222	95.30	94,62,133.00	12.82
5,001 - 10,000	416	2.44	30,97,477.00	4.19
10,001 - 20,000	174	1.02	24,84,540.00	3.36
20,001 - 30,000	69	0.40	17,28,407.00	2.34
30,001 - 40,000	27	0.15	9,51,265.00	1.28
40,001 - 50,000	26	0.15	11,91,835.00	1.61
50,001 - 1,00,000	39	0.22	27,40,937.00	3.71
1,00,001 - Above	48	0.28	5,21,38,346.00	70.65
Total	17021	100.00	7,37,94,940.00	100.00

ix. Dematerialization of shares and liquidity:

7,35,40,130 Equity Shares equivalent to 99.65 % of the total equity share capital have been de-materialized and 2,54,810 are in physical form equivalent to 0.35% as on 31st March 2021.

Trading of equity shares in Demat Form is made compulsory with effect from 1st January 2002 as per the Notification issued by Securities and Exchange Board of India (SEBI). Therefore, shareholders are advised to use the Demat facilities for trading in shares.

Electronic/Physical	No. of Holders	No. of Shares	% to Equity
NSDL	9039	47169209	63.92
CDSL	7927	26370921	35.74
Physical	55	254810	0.35
Total	17021	7,37,94,940	100.00

Shareholders are requested to convert their physical holding to demat /electronic form through any of the DPs to avoid any possibility of loss, mutilation etc., of physical share certificates and also to ensure safe and speedy transaction in securities.

- x. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity - No Outstanding instruments.
- xi. Plant Locations – Not applicable since the Company is not engaged in manufacturing activities.
- xii. Address for Investors Correspondence:

For any assistance in respect of status on Dematerialization of Shares, Transfer, Transmission, Transposition, Issue of Duplicate Certificates, Change of Address etc., members are requested to contact the following Registrar and Transfer Agent of the Company.

M/s. KFin Technologies Pvt. Ltd
(formerly known as Karvy Fintech Private Limited.)
Karvy Selenium Tower B, Plot 31- 32,
Gachibowli, Financial District,
Nanakramguda Hyderabad,
Telangana-500 032
Phone No.040-67161605

For any queries regarding shares held in Demat Form, members are requested to contact their respective Depository Participants.

For any other information about the Company, members are requested to contact the following officer of the Company.

Company Secretary & Compliance Officer:
Mr. M.S.Sivanand
Corp. Off: "Madhucon House", Plot No.1129/A,
Road No.36, Jubilee Hills, Hyderabad – 500 033 India
Telephone: (040) 23556001 / 2 / 3 / 4
Fax No: (040) 23556005
E-Mail: cs@madhucon.com

11. **LISTING FEES:**

Listing fee has been paid to BSE and NSE within the prescribed time limit as set in the Listing Regulations for the Financial Year 2021-2022.

12. **RECONCILIATION OF SHARE CAPITAL AUDIT:**

The Quarterly Audit on Share Capital will be conducted by Practicing Company Secretary in accordance with circular of SEBI No. D&CC /FITTC/CIR-16/2002 dated 31st December 2002 and Certificates will be issued accordingly.

13. **DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT:**

I hereby confirm that the company has obtained from all the members of the Board and Senior Management personnel, affirmations that they have complied with code of conduct for Board Members and senior Management personnel in respect

For and on behalf of the Board

Place: Hyderabad
Date : 13-08-2021

Nama Seethaiah
Managing Director
DIN: 00784491

CEO/CFO/GM (Finance & Accounts) Certification

In relation to the Audited Financial Statements of the Company as at March 31, 2021, Nama Seethaiah, Managing Director and K. Venkateswarlu, Chief Financial Officer of the Company certify that:

- A. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - 1. That the Financial statements do not contain any materially untrue statement or omit any material factor contain statements that might be misleading;
 - 2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or violates the Company's code of conduct.
- C. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal control if any of which we are aware and steps that we have taken or proposed to take to rectify these deficiencies.
- D. Further, we have indicated to the Auditors and the Audit Committee
 - 1. Significant changes in internal control over financial reporting during the year, wherever applicable;
 - 2. Significant changes in accounting policies during the year and correct information has been disclosed in the notes to the financial statements in IND AS format, wherever applicable and
 - 3. Instances of significant fraud of which we have become aware and involvement therein, if any, of the management or an employee having a significant role in Company's internal control system over financial reporting, wherever applicable.

(K. Venkateswarlu)
Chief Financial Officer

(N Seethaiah)
Managing Director &
CEO DIN: 00784491

Place : Hyderabad
Date : 13-08-2021

COMPLIANCE OFFICER'S RESPONSIBILITY STATEMENT :

The Compliance Officer (Mr. M. S. Sivanand) confirms as on 31st March, 2021 that the Company has:

- ◆ Maintained all the Statutory Registers required to be maintained under the Companies Act, 2013 ("the Act") and rules made hereunder.
- ◆ Filed all forms and returns and furnished necessary particulars in time to Registrar of Companies (ROC) and/or Authorities as required under the Act.
- ◆ Issued all notices as required to be given for convening the meeting of the Board of Directors and General Meetings of the shareholders within the time limits prescribed by the law.
- ◆ Conducted the meetings of the Board of Directors and Annual General Meeting as per the provisions of the Act.
- ◆ Complied with all the requirements relating to the minutes of the proceedings of the meeting of the Directors and the shareholders.
- ◆ Made due disclosures under the requirements of the Act including the requirements in pursuance to the disclosures made by the directors.
- ◆ Obtained necessary approvals of the directors, shareholders, Central Government and other authorities as per the statutory requirements.
- ◆ Given loans and made investments in accordance with the requirements of the Act.
- ◆ Not exceeded the borrowing powers of the company.
- ◆ Registered all the particulars relating to the creation, modification and satisfaction of the charges with the ROC.
- ◆ Effected share transfers and dispatched the certificates within the time limit prescribed under the Act and rules made there under.
- ◆ Complied with all the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as per listing agreements entered into with the Stock Exchanges.

The company has also complied with the requirements prescribed by Securities and Exchange Board of India (SEBI) and other statutory authorities and also the requirements under the Act and related statutes in force.

Place: Hyderabad
Date : 13-08-2021

(M. S. Sivanand)
Company Secretary & Compliance Officer
ACS: 10822

(I) AUDITORS' CERTIFICATE ON COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE

To
The Members
Madhucon Projects Limited

We have examined the compliance of conditions of Corporate Governance by Madhucon Projects Limited (the Company), for the year ended March 31, 2021 as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**For Venkata Krishna & Associates
Company Secretaries**

**(Venkata Krishna Reddy Sabbella)
Proprietor
(ACS 53083; CP 19542)
UDIN: A053083C000800687**

**Place: Hyderabad
Date : 13-08-2021**

Annexure - A**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,
MADHUCON PROJECTS LIMITED
H.no.1-7-70, Jublipura,
Khammam-507003,
Telangana, India.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **MADHUCON PROJECTS LIMITED** having CIN: L74210TG1990PLC011114 and having registered office at H.No.1-7-70, Jublipura Khammam TG 507003 IN (hereinafter referred to as 'the Company'), produced before me/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 my/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 me / 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 ending 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 .

Sl.No	Name of the Director	DIN	Date of Appointment in the Company
1	Ramadas Kasaraneni	02182093	13-08-2018
2	Seethaiah Nama	00784491	15-03-1990
3	Lakshimi Kumari Chinthapalli	06942473	09-08-2014
4	Potla Madhava Rao	00385838	24-12-2005
5	Mohammad Shafi	07178265	30-05-2015
6.	Madhu Malampati	00368625	01-04-2020

Ensuring the eligibility 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.

For Venkata Krishna & Associates
Company Secretaries

(Venkata Krishna Reddy Sabbella)
Proprietor
(ACS 53083; CP 19542)
UDIN: A053083C000800654

Place: Hyderabad
Date : 13-08-2021