

Dear Shareholder(s),

NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of the Shareholders of M/s. MARG Limited will be held on Tuesday, the 30th September 2014 at 3.00 PM at the Auditorium of Exemplarr Worldwide Limited, 141, Rajiv Gandhi Salai, Kottivakkam, Chennai-600 041, to transact the following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014, including the Audited Balance Sheet as at 31st March 2014, the Statement of Profit and Loss Account for the year ended 31st March 2014 and the Report of the Board of Directors and the Auditors thereon.

Item No. 2: Re-appointment of Mrs. V P Rajini Reddy, Director

To appoint a director in place of Mrs. V P Rajini Reddy, (DIN: 00904123), Director, who retires by rotation and being eligible, offers herself for re-appointment

Item No. 3: Appointment of Statutory Auditors

To appoint auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT M/s. K Ramkumar & Co, Chartered Accountants, (Firm Registration No. 02830S) be and are hereby re-appointed as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be decided on mutual consent and advice of the Board.

SPECIAL BUSINESS:

Item No. 4: To appoint Mr. Bahushrut Lugani (DIN: 00052387) as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013

and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Bahushrut Lugani (DIN: 00052387), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company w.e.f 26th May 2014 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company upto May 25, 2019, not liable to retire by rotation."

Item No.5: Alteration of Articles of Association

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

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 ('the Act') read with Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to amend the Articles of Association of the Company, by inserting following new Article 2A after Article 2:

"2A Wherever in the Companies Act, 2013 ('CA 2013'), it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction(s) only if the Company is so authorized by its Articles, then and in that case by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority, to carry out such transaction(s) as have been permitted by the CA 2013 without there being any separate/specific article in that behalf herein provided."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be deemed necessary or expedient, to give effect to this Resolution."

Item No.6: Approval for Borrowing Limits

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

RESOLVED THAT in supercession of the resolution passed at the Annual General Meeting of the Company held on September 25, 2008 on the matter and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Companies Act, 1956 (including any statutory modification or re-enactment thereof) and General Circular No 4/2014 dated March 25, 2014 and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs.10,000 Crores (Rupees Ten Thousand Crores only) and the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.

By Order of the Board
For MARG Limited

Sd/-

Place: Chennai
Date:14th August 2014

Rabindra Kumar Samal
Company Secretary

TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A BLANK PROXY FORM IS ENCLOSED. PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A BLANK PROXY FORM IS ENCLOSED.

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY**
- 2. THE PROXY FORM, DULY COMPLETED, STAMPED AND SIGNED SHOULD, BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT (48) HOURS BEFORE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN**

3. As Stipulated in Clause 49 of the Listing Agreement, information in respect of the Directors of the Company seeking appointment and re-appointment at this Annual General Meeting is annexed hereto and/ also given in the Corporate Governance Report, which forms part of the Annual Report.
4. Members/Proxies are requested to kindly take note of the following:
 - (i) Copies of Annual Report will not be distributed at the venue of the meeting.
 - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the Meeting.
5. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. A Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. The Register of Members and Share Transfer Books of the Company shall remain closed for 7 days from 24th September 2014 to 30th September 2014 (both days inclusive).
8. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Ministry of Corporate Affairs (MCA), vide circulars dated 21st April and 29th April, 2011 respectively, has undertaken a "Green Initiative in Corporate Governance" and allowed Companies to share documents with its shareholders through electronic mode. Accordingly, Members are

requested to support this green initiative by registering/updating their e-mail addresses and changes therein from time to time.

10. The e-Voting period will commence on Wednesday, 24th September, 2014 (9.00 A.M.) and ends on Friday, 26th September, 2014 (6.00 P.M.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 29th August, 2014, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 29th August, 2014. The Company has appointed Mr. Satyaki Praharaj, Practicing Company Secretary of S Praharaj & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-Voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make Scrutinizers' Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Result on resolutions shall be declared on or after the AGM of the Company. The Result declared along with the Scrutinizers' Report shall be placed on the Company's website www.marggroup.com and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM and communicated to the stock exchanges.

11. The Annual Report of the Company for the financial year 2013-14 circulated to the Members of the Company will also be made available on the Company's website www.marggroup.com

12. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

13. Members may please note that no gifts shall be distributed at the venue of the meeting.

14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Bahushrut Lugani as an Additional Director of the Company with effect from May 26, 2014.

In terms of the provisions of Section 161(1) of the Act, Mr. Bahushrut Lugani would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Bahushrut Lugani for the office of Director of the Company.

Mr. Bahushrut Lugani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act *inter alia* stipulates the criteria of independence. As per the said Section 149, an independent director can hold office for a period of five years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Bahushrut Lugani that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Bahushrut Lugani is a Chartered Accountant and possesses appropriate skills, experience and knowledge, *inter alia*, in the field of finance.

In the opinion of the Board, Mr. Bahushrut Lugani fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Bahushrut Lugani is independent of the management.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Bahushrut Lugani is appointed as an Independent Director and the resolution seeks approval of members for his appointment as an Independent Director of the Company upto May 25, 2019 pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the rules made there under. He is not liable to retire by rotation.

Copy of the letter for appointment of Mr. Bahushrut Lugani as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. Bahushrut Lugani and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5:

The members may please note that the Ministry of Corporate Affairs ('MCA') vide its notifications dated 12th September, 2013 and 26th March, 2014 has notified many substantive provisions of the Companies Act, 2013 ('the Act'), which governs general working of companies. However, provisions relating to National Company Law Tribunal, compromise, arrangement and amalgamations, winding-up and some other provisions have yet to be notified by the MCA. With the notifications of various Sections of the Act, existing Articles of Association of the Company require alterations and empowerment to the Company to carry out certain transactions in accordance with the provisions of the Act.

It is proposed to amend the existing article by including an Article No. 2A to authorize and empower the Company to carry out certain transactions, as permitted under the Act without there being any separate/specific article in existing Articles of Association.

A copy of the Articles of Association of the Company together with proposed alteration would be available for inspection free of cost by the members at the Registered Office of the Company.

No Director, Key Managerial Personnel or their relatives, is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution at Item no. 5 for approval of the Members as a Special Resolution.

Item No. 6:

The Shareholders of the Company passed a resolution under section 293(1)(d) of the Companies Act, 1956 authorising the Board of Directors to Borrow a sum of Rs. 10,000 Crores over and above the paid up capital and free reserves of the Company.

The Ministry of Corporate Affairs ("MCA") has vide its General Circular No 4/2014 dated March 25, 2014 clarified that the Resolutions passed under Sections 293 of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until September 11, 2014.

The approval of the Members for the said borrowing is therefore now being sought, by way of a Special Resolutions, pursuant to Section 180(1)(c) of the Act.

No Director, Key Managerial Personnel or their relatives, is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution at Item no. 6 for approval of the Members as a Special Resolution.

By Order of the Board
For MARG Limited

Sd/-

Rabindra Kumar Samal
Company Secretary

Place: Chennai
Date: 14th August 2014

BRIEF PROFILE OF THE DIRECTOR OF THE COMPANY PROPOSED TO BE RE-APPOINTED AT THE 19TH ANNUAL GENERAL MEETING

Mrs. V P Rajini Reddy, (DIN: 00904123) aged 47 years, AMP (Advanced Management Program) from Harvard Business School and she holds an Engineering Degree (Civil). Mrs. V P Rajini Reddy has an impressive 18 years of experience under her belt in high-caliber management. She is the Founder and Managing Director of Exemplarr Worldwide Limited. She is also holding Directorship in various companies. In 1999 she founded M/s. Exemplarr Worldwide Limited (Formerly RR Infotech Limited) an ITES (Information Technology Enabled Services) company with a vision of generating rural employment and initially the Company was offering services to health care in the US and later diversified into various other domains like e-publishing, e-learning, legal services and Architectural & Engineering services. She is one of the founding members of Empowering Women in IT popularly referred as eWIT. She was invited to become one of the panel members for the CII-Publishing BPO Forum and has been a regular speaker in their annual conference. She was a steering committee member of the conclave on 'Women@75', a CII (Confederation of Indian Industry). She has been a keynote speaker on various conferences and forums and has been widely quoted in the media regarding IT, outsourcing, talent management, rural employment and women empowerment.

Disclosure of relationships between directors

Mrs. V P Rajini Reddy is the Non Executive - Non Independent Director and is not related to any other Directors of the Company except Mr. G R K Reddy.

Mr. Bahushrut Lugani, (DIN: 00052387) Aged 58 years is a Chartered Accountant, Financial and Management Consultant. He brings with him a rich experience of 33 years experience in the field of Accounts, Finance, Management Consultancy, Income Tax, Setting up of new projects etc. He has been the Managing Partner of M/s. B. Lugani & Associates since August 1980. He serves as an Independent & Non-Executive Director and also a Chairman and Member of Audit Committee of Amtek Auto Ltd, Ahmednagar Forgings Limited and IFFCO-TOKIO General Insurance Company Limited. Mr. Lugani also a Member of Nomination and Remuneration Committee of Ahmednagar Forgings Limited and serves as a Director at Vishal Mechanical Works (P) Limited.

Disclosure of relationships between directors
Mr. Bahushrut Lugani is the Non Executive & Independent Director and is not related to any other Directors of the Company.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company
 - Enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had Logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow The steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department Members who have not updated their pan with the company/ depository participant are requested to use the first two letters of their name followed by last 8 digits of Folio no / client id in the pan field. In case the Folio no is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Folio number 838 then enter Ra00000838 in the pan field.
DOB	Enter the Date of Birth as recorded in your demat account / folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account / folio. Please enter DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the dividend Bank details field as mentioned in Instruction (v)

- (vii) After entering these details appropriately, click on "SUBMIT" tab
- (viii) Members holding shares in demat form will now Reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the Details can be used only for e-voting on the Resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you Dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Institutional Shareholders & Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to Helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be Able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the Same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com



ATTENDANCE SLIP

MARG LIMITED

CIN : L45201TN1994PLC029561

Registered Office: 'Marg Axis', 4/318, Rajiv Gandhi Salai, Kottivakkam, Chennai 600 041

Email:investor@marggroup.com, Phone: 044-3221 1944

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP ID*	
Client ID*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 19th ANNUAL GENERAL MEETING of the Company held on Tuesday, September 30, 2014 at 3:00 p.m. at the Auditorium of Exemplarr Worldwide Limited, 141, Rajiv Gandhi Salai, Kottivakkam, Chennai 600 041.

*Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy

**Form No. MGT 11
 PROXY FORM**

Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s)	
Registered Address	
E-mail ID	
Folio No/ *DP ID/*Client ID	

I/We, being the member(s) of ----- shares of MARG Limited, hereby appoint:

Name of the Member (s)	
Registered Address	
E-mail ID	
Signature	or failing him / her

Name of the Member (s)	
Registered Address	
E-mail ID	
Signature	or failing him / her

Name of the Member (s)	
Registered Address	
E-mail ID	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Tuesday, September 30, 2014 at 3:00 p.m. at the Auditorium of Exemplar Worldwide Limited, 141, Rajiv Gandhi Salai, Kottivakkam, Chennai 600 041 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For*	Against*
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended 31 st March 2014.		
2	Re-election of Mrs. V P Rajini Reddy as Director		
3	Appointment of M/s. K Ramkumar & Co, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration		
4	Appointment of Mr. Bahushrut Lugani as an Independent Director of the Company for a term of upto to Five years		
5	Alteration in Articles of Association of the Company		
6	Approval for Borrowing Limits		

Signed this----- day of ----- 2014.

 Signature of the member

 Signature of the proxy holder(s)



Notes:

- *Please put a 'X' in the Box in the appropriate column against the respective resolutions, if you leave the 'For' or 'Against' column Blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013 a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single
- THE PROXY FORM, DULY COMPLETED, STAMPED AND SIGNED SHOULD, BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT (48) HOURS BEFORE COMMENCEMENT OF THE MEETING. A BLAN PROXY FORM IS ENCLOSED.