

CIN: L45201TN1994PLC029561

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

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

NOTICE

Dear Shareholder(s),

Notice is hereby given that the Twentieth Annual General Meeting of the Shareholders of M/s. MARG Limited will be held on Wednesday, December 30, 2015 at 3:00 p.m. at Hotel Turyaa Chennai, 144/7, 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 along with the Consolidated Financial Statements for the year ended 31st March, 2015, including the Audited Balance Sheets as at 31st March 2015, the Statements of Profit and Loss Account for the year ended 31st March 2015 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 pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 as amended from time to time, 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 21st 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 approve the remuneration of the Cost Auditor for the financial year 2015- 16 and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditor Mr. G Sundaresan, Practicing Cost Accountant (Membership No. 11733) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2015-16 be paid a remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand only) plus reimbursement of out of pocket expenses and applicable taxes, if any in connection with the Cost Audit for the Financial year 2015-2016”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
For MARG Limited

Place: Chennai
Date: 14th November 2015

Sd/-
Rabindra Kumar Samal
Company Secretary

NOTES:

- 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 TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A BLANK PROXY FORM IS ENCLOSED.**
- 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 filed-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 authorizing 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 December 2015 to 30th December 2015 (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 remote e-Voting period will commence on Sunday, 27th December, 2015 (9.00 A.M.) and ends on Tuesday, 29th December, 2015 (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, 4th December, 2015, may cast their vote electronically. The remote 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 remote 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 wednesday, 23rd December, 2015. The Company has appointed Mr. Satyaki Praharaj of S Praharaj & Associates, 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 2 (two) working days from the conclusion of the remote 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.

The procedure and instructions for remote e-voting is furnished in this notice.

- 11 The Annual Report of the Company for the financial year 2014-15 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 at their meeting held on August 12, 2015, on recommendation of the Audit Committee, approved the appointment of Mr. G Sundaresan, Cost Accountant, Chennai as cost auditor of the Company to conduct the audit of the cost records of the Company for the financial year 2015- 16 on a remuneration of Rs.25,000/- (Rupees Twenty Five Thousand only) plus reimbursement of out of pocket expenses and applicable taxes.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, consent of the members is sought by way of ordinary resolution as set out at item no. 4 of the notice ratifying the remuneration payable to the Cost Auditors for the financial year 2015-16.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

The Board recommends the Resolutions set out at Item No.4 for approval by the shareholders of the Company as an Ordinary Resolution.

By Order of the Board
For MARG Limited

Place: Chennai
Date:14th November 2015

Sd/-
Rabindra Kumar Samal
Company Secretary

BRIEF PROFILE OF THE DIRECTOR OF THE COMPANY PROPOSED TO BE RE-APPOINTED AT THE 20TH ANNUAL GENERAL MEETING

Mrs. V P Rajini Reddy, Director (DIN 00904123) (Non-Executive, Non-Independent) aged 48 years, AMP (Advanced Management Program) from Harvard Business School and she holds an Engineering Degree (Civil). Mrs. V P Rajini Reddy has an impressive 19 years of experience under her belt in high-caliber management. She started her entrepreneurial journey in 1996, in 1999 she founded Exemplarr (Erstwhile RR Infotech Limited) an ITES (Information Technology Enabled Services) company with a vision of generating rural employment. She is having hands on experience in building and scaling the team, travelling extensively to US, UK, Germany, Australia, New Zealand, and Singapore for client acquisition and client management. 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.

PROCEDURE AND INSTRUCTIONS FOR REMOTE 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 RA00000138 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 remote 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 on the Voting page.
- (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 20th ANNUAL GENERAL MEETING of the Company held on Wednesday, December 30, 2015 at 3:00 p.m. at Hotel Turyaa Chennai, 144/7, Rajiv Gandhi Salai, Kottivakkam, Chennai 600 041.

*Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy



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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

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 20th Annual General Meeting of the Company, to be held on Wednesday, December 30, 2015 at 3:00 p.m. at the Hotel Turyaa, 144/7, 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 2015.		
2	Re-election of Mrs. VP. 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	Approval of remuneration of the Cost Auditor for the FY 2015 - 2016		

Signed this _____ day of _____ 2015.

Signature of the member

Signature of the proxy holder(s)

Affix
Revenue
Stamp of
₹.1/-

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 Person as proxy, who shall not act as proxy for any other member.
- 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 BLANK PROXY FORM IS ENCLOSED.