

MARG Limited

Regd. Off: 'Marg Axis', 4/318, Rajiv Gandhi Salai, Kottivakkam, Chennai – 600 041

NOTICE

Dear Shareholder(s),

Notice is hereby given that the Eighteenth Annual General Meeting of the Shareholders of M/s. MARG Limited will be held on **Friday, the 27th September 2013 at 3.00 p.m. 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 Accounts

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2013, the Profit and Loss Account for the year ended 31st March 2013 and the Report of the Board of Directors and the Auditors thereon.

Item No. 2: Re-appointment of Mr. Karanjit Singh Jasuja, Director

To appoint a director in place of Mr. Karanjit Singh Jasuja, Director, who retires by rotation and being eligible, offers himself 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 thereof:

"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 next Annual General Meeting of the Company on such remuneration as may be decided on mutual consent and advice of the Board."

By Order of the Board
For MARG Limited

Sd/-

Rabindra Kumar Samal
Company Secretary

Place: Chennai
Date: 14th August 2013

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 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 authorising their representative to attend and vote on their behalf at the Meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed for 7 days from 21st September 2013 to 27th September 2013 (both days inclusive).
7. The Register of Directors' Shareholding, maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the members at the AGM.
8. 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.
9. The Annual Report of the Company for the financial year 2012-13 circulated to the Members of the Company will also be made available on the Company's website www.marggroup.com.
10. 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.
11. Members may please note that no gifts shall be distributed at the venue of the meeting.

BRIEF PROFILE OF THE DIRECTOR OF THE COMPANY PROPOSED TO BE RE-APPOINTED AT THE 18th ANNUAL GENERAL MEETING

Mr. Karanjit Singh Jasuja

Mr. Karanjit Singh Jasuja aged 52 years is a Fellow Member of Institute of Chartered Accountants of India and Institute of Company Secretaries of India. He is a practicing Chartered Accountant and has been authoring articles and delivering lectures on various professional topics. He acts as an Advisor to corporates and is an expert in taxation and finance.

Directorships in other Companies

1. M/s. Karaikal Port Private Limited (Subsidiary of M/s. MARG Limited)
2. M/s. New Chennai Township Private Limited (Wholly Owned Subsidiary of M/s. MARG Limited)
3. M/s. Riverside Infrastructure (India) Private Limited (Subsidiary of M/s. MARG Limited)

Committee Memberships/Chairmanship of other Companies

1. M/s. Karaikal Port Private Limited – Chairman- Audit Committee
2. M/s. New Chennai Township Private Limited – Member - Audit Committee
3. M/s. Riverside Infrastructure (India) Private Limited– Member - Audit Committee

Shareholding in MARG Limited

Nil

Disclosure of relationships between directors

Mr. Karanjit Singh Jasuja is the Independent Director and is not related to any other Directors of the Company.



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PROXY FORM

I / We of being a

Members of MARG Limited hereby appoint

..... of or failing him

..... of as my/our proxy to attend and Vote for me/us and on my / our behalf at the Eighteenth Annual General Meeting of the Company to be held on Friday, the 27th September 2013 at the Auditorium of Exemplarr Worldwide Limited, 141, Rajiv Gandhi Salai, Kottivakkam, Chennai – 600 041 and at any adjournment thereof.

Signed this day of 2013

Signature



No. of Shares held

DP ID / Client ID / Folio Number:

Note: This Proxy Form must be returned so as to reach the Registered Office of the Company not less than forty eight hours before the time for holding the aforesaid meeting.



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ATTENDANCE SLIP

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the Eighteenth Annual General Meeting of the Company to be held on Friday, the 27th September 2013 at 3.00 p.m. at the Auditorium of Exemplarr Worldwide Limited, 141, Rajiv Gandhi Salai, Kottivakkam, Chennai – 600 041.

DP ID / Client ID / Folio Number:

Signature of attending Member/Proxy

No. of Shares held

Note: Please fill in this attendance slip duly signed and hand it over at the ENTRANCE OF THE MEETING HALL.