



MARG Limited

REGD.OFF: 'MARG AXIS', 4/318, RAJIV GANDHI SALAI, KOTTIVAKKAM, CHENNAI – 600 041

NOTICE TO THE SHAREHOLDERS

Dear Shareholder(s),

Notice is hereby given that an Extraordinary General Meeting of the Shareholders of M/s. MARG Limited will be held on **Tuesday, the 6th November 2012 at 3.30 P.M at the Auditorium of Exemplarr Worldwide Limited, 141, Rajiv Gandhi Salai, Kottivakkam, Chennai – 600 041**, to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1 : INCREASE OF AUTHORISED CAPITAL & ALTERATION OF THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

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

RESOLVED THAT pursuant to Section 16 and Section 94 of the Companies Act, 1956, and other applicable provisions if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from Rs.500,000,000/- (Rupees Fifty Crores Only) to Rs.700,000,000/- (Rupees Seventy Crores Only) by further creation of Rs.200,000,000/- (Rupees Twenty Crores Only), divided into 20,000,000 (Two Crores Only) Equity Shares of Rs.10/- (Rupees Ten Only) each ranking pari passu with the existing Equity Shares of the Company and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and instead thereof, the following as new Clause V:

"V. The Authorised Share Capital of the Company is Rs. 700,000,000/- (Rupees Seventy Crores Only) divided into 70,000,000 (Seven Crores Only) Equity Shares of Rs.10/-(Rupees Ten Only) each, with a right to Board of Directors to classify/ reclassify them into any class of shares and/or any denomination with such preferential, deferred, specified or special rights, privileges or conditions as the Board of Directors may decide."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as it may deem fit and proper to give effect to the above resolution.

ITEM NO. 2: QUALIFIED INSTITUTIONAL PLACEMENT

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 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or reenactment thereof, for the time being in force) and pursuant to the provisions of Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the ICDR Regulations) and subject to all other applicable rules, regulations and guidelines of the Securities and Exchange Board of India ("SEBI"), the applicable provisions of Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing

Agreements entered, into by the Company with Stock Exchanges where the shares of the Company are listed, and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, Reserve Bank of India ("RBI"), Department of Industrial Policy and Promotion ("DIPP"), Ministry of Commerce, the Foreign Investment Promotion Board ("FIPB"), and all other authorities as may be required (hereinafter collectively referred to as "Appropriate Authorities"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "Requisite Approvals"), which may be agreed by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), and the Board be and is hereby authorized at their absolute discretion to create, offer, issue and allot equity shares/fully convertible debentures/partly convertible debentures or any securities other than warrants, which are convertible or exchangeable with equity shares at a later date ("Specified Securities") in one or more tranches, for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only) inclusive of such premium from time to time, to Qualified Institutional Buyers ("QIBs") under Chapter VIII of the ICDR Regulations, through a placement document and/or such other documents as per provisions of Chapter VIII of the ICDR Regulations. Provided, that the price inclusive of premium of the Specified Securities so issued shall not be less than the price arrived in accordance with the provisions of Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT the 'Relevant Date' for determining the pricing of the Specified Securities to QIBs as per provisions of Chapter VIII of the ICDR Regulations, would be date of the meeting in which the Board or any Committee thereof duly authorized by the Board in this behalf decides to open the proposed issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Specified Securities as may be required including issue and allotment of equity shares upon conversion of any securities referred to above or as may be necessary in accordance with the terms of the offer, all such equity shares ranking paripassu and inter-se with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of the aforesaid Specified Securities and listing thereof with the stock exchange(s) where the Company's shares are listed and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the aforesaid Specified Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or the Chairman or any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution.

**By Order of the Board
For MARG Limited**

**Place: New Delhi
Date: 10th October 2012**

**Sd/-
S Ramasundaram
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 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. The Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 setting out all the material facts in respect of Item No. 1 & 2 of the Notice is attached.
4. Members/Proxies are requested to kindly take note that 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 authorized 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. 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.
7. 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.

Explanatory Statement under Section 173(2) of the Companies Act, 1956

Item No. 1

To increase the Authorised Capital & Alteration of the Capital Clause of Memorandum of Association of the Company

Presently the Authorised Capital of the Company is Rs.500,000,000/- (Rupees Fifty Crores Only) divided into 50,000,000 (Five Crores Only) Equity Shares of Rs. 10/- each.

To enable the Company to raise long term resources by issue of QIP, equity shares and/or other securities convertible into equity shares of the Company, it is proposed to increase the Authorized Share Capital of the Company from Rs.500,000,000/- (Rupees Fifty Crores Only) to Rs.700,000,000/- (Rupees Seventy Crores Only) divided into 70,000,000 (Seven Crores Only) Equity Shares of Rs.10/-(Rupees Ten Only) each by further creation of Rs.200,000,000/- (Rupees Twenty Crores Only),divided into 20,000,000 (Two Crores Only) Equity Shares of Rs.10/- each.

Pursuant to Section 94 of the Act, approval of the members by way of ordinary resolution is required for increase in the Authorized Share Capital of the Company.

The Board of Directors recommend the resolution for approval of the members as Ordinary Resolution.

Memorandum of Interest:

None of the Directors of your Company is interested or concerned in this Resolution.

Item No. 2**Qualified Institutional Placement**

Your Company, by itself and through its subsidiaries, is undertaking the development and operation of infrastructure projects in the areas of marine infrastructure, urban, industrial infrastructure. With a view to garner long term resources for meeting out the funds requirement of the Company relating to expansion, execution and completion of various existing projects and/or setting a new infrastructure facilities, the Board of Directors, subject to various statutory approvals and sanctions proposed to raise funds by way of Equity Shares and/or Convertible Instruments to the Qualified Institutional Buyers for an aggregate amount not exceeding Rs. 500 Crores.

Section 81 of the Companies Act, 1956 interalia provides, that whenever it is proposed to issue further shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless shareholders decided otherwise in the general meeting by way of a Special Resolution.

Accordingly the Consent of the shareholders is being sought pursuant to the provisions of the Section 81 (1A) and all other applicable provisions of the Companies Act, 1956, Chapter VIII of SEBI (ICDR) Regulations 2009, and in terms of the provisions of the Listing Agreements entered with Stock Exchanges to issue and allot Equity Shares or other convertible instruments as stated in the Special Resolution.

The Board of Directors recommend the resolution for approval of the members as Special Resolution.

Memorandum of Interest:

None of the Directors of the Company is in any way, concerned or interested in the said resolution.

**By Order of the Board
For MARG Limited**

**Place: New Delhi
Date: 10th October 2012**

**Sd/-
S Ramasundaram
Company Secretary**



MARG Limited

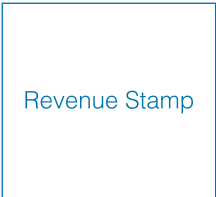
REGD.OFF: 'MARG AXIS', 4/318, RAJIV GANDHI SALAI, KOTTIVAKKAM, CHENNAI – 600 041

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 Extra-ordinary General Meeting of the Company to be held on Tuesday, 6th November 2012 at 3.30 P.M. at the Auditorium of Exemplarr Worldwide Limited, 141, Rajiv Gandhi Salai, Kottivakkam, Chennai – 600 041 and at any adjournment thereof.

Signed this _____ day of _____ 2012

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.



MARG Limited

REGD.OFF: 'MARG AXIS', 4/318, RAJIV GANDHI SALAI, KOTTIVAKKAM, CHENNAI – 600 041

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 Extra-ordinary General Meeting of the Company to be held on Tuesday, 6th November 2012 at 3.30 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 AT THE MEETING.