

## **NOTICE**

Dear Shareholder(s),

Notice is hereby given that the Seventeenth Annual General Meeting of the Shareholders of M/s. MARG Limited will be held on **Saturday, the 29<sup>th</sup> September 2012 at 3.00 p.m. at Hotel Fortune Select Palms, 142, Rajiv Gandhi Salai, Thoraipakkam, Chennai - 600 096**, to transact the following business:

### **ORDINARY BUSINESS:**

#### **Item No. 1: Adoption of Accounts**

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2012, the Profit and Loss Account for the year ended 31<sup>st</sup> March 2012 and the Report of the Board of Directors and the Auditors thereon.

#### **Item No. 2: Re-appointment of Mr. Arun Kumar Gurtu, Director**

To appoint a director in place of Mr. Arun Kumar Gurtu, 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.”

### **SPECIAL BUSINESS:**

#### **Item No. 4: Re-appointment of Mr. G R K Reddy as Managing 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 Section 269, 198, 309 and other applicable provisions, if any, of the Companies Act, 1956 (Act) and read alongwith with Schedule XIII of the Act thereof, the Consent of the Shareholders be and is hereby accorded for the re-appointment of Mr. G R K Reddy, as Managing Director for a period of five years w.e.f. 1<sup>st</sup> April 2012 on following terms and conditions of remuneration :

#### **1) SALARY:**

Rs. 12,000,000/- per annum including Dearness and all other allowances.

#### **2) COMMISSION:**

To be decided by the Board for every Financial Year based on the performance of the Company and recommendation of the Remuneration Committee.

#### **3) PERQUISITES:**

##### **(i) Housing/House Rent Allowance**

The expenditure incurred by the Company will be subject to a ceiling of 60% of the Salary. In case he opts for house rent allowance, it would be 60% of the salary.

##### **(ii) Gas, Electricity, Water and Furnishings**

The Company shall provide gas, electricity, water and furnishings free of cost.

##### **(iii) Medical Reimbursement**

Expenses incurred for him and his family in India & abroad, restricted to 6 months salary. Any unavailed limit shall be carried forward upto the term of expiry of his contract, i.e., upto 31.03.2017.

##### **(iv) Leave and Leave Travel Concession**

Leave as per rules of the Company including encashment of leave. Leave Travel Concession for Self and Family once in a

year incurred in accordance with the rules of the Company.

(v) Club Fees

Fees of Clubs subject to a maximum of two clubs.

(vi) Personal Accident Insurance

Personal Accident Insurance of an amount the annual premium of which does not exceed Rs. 10,000/-.

For the purpose of calculating the above ceiling, perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.

#### 4) OTHER PAYMENTS AND PROVISIONS

(i) Contribution to Provident Fund and Superannuation Fund Contribution towards Provident Fund will be subject to a ceiling of 12% of the salary. Contribution to Pension/Superannuation Fund together with Provident Fund shall not exceed 25% of the salary as laid down in the Income Tax Rules, 1962. Contribution to Provident Fund and Superannuation Fund and Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

(ii) Gratuity

Gratuity payable shall not exceed fifteen days Salary for each completed year of service.

(iii) Car

Two cars will be provided, one for his office use and another car for his personal use. The calculation of perquisites for the personal use of the car will be subject to Income Tax Act.

(iv) Telephone and Other Communication

Provision of Communication devices such as mobile and Black Berry /Telephone, Fax etc. at residence will not be considered as perquisite.

(v) Entertainment Expenses

Reimbursement of entertainment expenses actually incurred for the business of the

Company subject to a reasonable ceiling as may be fixed from time to time by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to increase, decrease, alter or vary the terms of the remuneration from time to time in such manner so as not to exceed the limits specified in Schedule XIII or any amendments thereto and minimum remuneration payable, in case of inadequate profit/loss shall be restricted to the limits prescribed in Part II of Schedule XIII of the Act.”

#### 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 Sections 31 and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) or subject to such modification and re-enactment thereof, the existing clause 84 (c) of the Articles of Association of the Company be and is hereby altered by substituting following as new article:”

“84(c). Subject to the provisions of the Act, the Company in General Meeting may by special resolution sanction and pay to the Directors in addition to the said fees set out in sub clause (a) above, a remuneration of not exceeding one percent (1%) of the net profits of the Company calculated in accordance with the provisions of Sections 198 and other applicable provisions if any, of the Companies Act, 1956, the said amount of remuneration so calculated, be paid amongst such Directors of the Company as may be determined by the Board or Committee of Directors.”

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

Sd/-

**S Ramasundaram**  
**Company Secretary**

Place: New Delhi  
Date: 5<sup>th</sup> September 2012

## 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. 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. The Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 setting out all the material facts in respect of Item No. 4 & 5 of the Notice is attached.
5. 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.
6. 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.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from 22<sup>nd</sup> September 2012 to 29<sup>th</sup> September 2012 (both days inclusive).
8. 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.
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 Annual Report of the Company for the financial year 2011-12 circulated to the Members of the Company will also be made available on the Company's website [www.marggroup.com](http://www.marggroup.com).
11. 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.
12. Members may please note that no gifts shall be distributed at the venue of the meeting.

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

### **Item No.4**

Mr. G R K Reddy, has been discharging his duties as Chairman and Managing Director of the Company from 25<sup>th</sup> July 1997 and since then he has been re-appointed upon expiry of his tenure of five years. The Board at its Meeting held on 31<sup>st</sup> March 2012 has re-appointed him as the Managing Director for a further period of five years w.e.f 1<sup>st</sup> April

2012 to 31<sup>st</sup> March 2017 upon completion of his earlier term which expired on 31<sup>st</sup> March 2012. The Board on recommendation of the remuneration Committee has also approved the remuneration payable to Managing Director. The remuneration payable to him is provided as a part of the proposed resolution.

Mr. G R K Reddy, Promoter of MARG Group, has a protagonist contribution for rapid growth of the Group as one of India's fastest growing infrastructure organizations. He has also been recognized as " Innovative CEO of the year 2011" at India Leadership and hold the position of President of Indo-Australian Chamber of Commerce, who has made 'MARG' as one of the prominent Infrastructure provider in South India and pioneered new business opportunities which has enhanced the performance of the Company at all the times.

The Company has entered into agreement with Mr. G R K Reddy. The Agreement is open for inspection by the Members at the Registered Office of the Company on any working day between 10 a.m. and 12 noon (excluding Saturdays, Sundays and public holidays) upto and including the day of the Annual General Meeting.

The Board of Directors recommends the adoption of the Ordinary Resolution at Item No.4 of the accompanying Notice for approval by the Members.

**Memorandum of Interest:**

None of the Directors except, Mr.G R K Reddy and Mrs. V P Rajini Reddy are interested or concerned in the resolution.

**Item No. 5**

The Company proposed to alter Clause 84 (c) of Articles of Association relating to payment of remuneration or commission

amongst its Directors in an effective and convenient manner. Hence, the Amendment to AOA is necessitated to enable for payment of commission to such Directors, as may be determined by the Board or Committee of Directors. In view of this, it is proposed to alter the existing Clause 84 (c) of Articles of Association by substituting a new clause. The proposed commission will be over and above the sitting fees payable to the Directors.

The Special resolution is sought to be passed in accordance with the provisions of Section 31 of the Companies Act,1956. The Board of Directors, therefore, commend the adoption of the Special Resolution at Item No.5 of the accompanying Notice for approval by the Members.

**Memorandum of Interest:**

The Directors of the Company, may be considered to be concerned or interested in the said special resolution since it relates to remuneration / commission, which may become payable to them.

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

Place: New Delhi  
Date: 5<sup>th</sup> September 2012

**Sd/-**  
**S Ramasundaram**  
**Company Secretary**

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**BRIEF PROFILE OF THE DIRECTORS OF THE COMPANY PROPOSED TO BE RE-APPOINTED AT THE 17<sup>TH</sup> ANNUAL GENERAL MEETING**

Mr. Arun Kumar Gurtu (aged 69 years) is a Fellow Member of Institute of Chartered Accountants of India. He brings with him a rich experience of 33 years in Finance, Management and Taxation. He has held senior positions in various industries varying from Banking, Tea, Cable Paper, Construction and Real Estate. In past, he has held senior position in Construction and Real Estate companies. He has handled various projects from conception stage to commissioning stage. Presently he is

carrying on profession of Advisory and Consultancy Services.

Mr.Arun Kumar Gurtu does not hold any shares in MARG Ltd and does not hold directorship in any other public Companies.



**MARG Limited**

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

**PROXY FORM**

I/We ..... of ..... being a Member 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 Seventeenth Annual General Meeting of the Company to be held on Saturday, the 29<sup>th</sup> September 2012 at 3.00 P.M at Hotel Fortune Select Palms, 142, Rajiv Gandhi Salai, Thoraipakkam, Chennai – 600 096 and at any adjournment thereof.

Signed this ..... day of ..... 2012.

Signature .....



\_\_\_\_\_ DP ID / Client ID / Folio number

\_\_\_\_\_ No. of Shares held

**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 Seventeenth Annual General Meeting of the Company to be held on Saturday, the 29<sup>th</sup> September 2012 at 3.00 P.M at Hotel Fortune Select Palms, 142, Rajiv Gandhi Salai, Thoraipakkam, Chennai – 600 096.

\_\_\_\_\_ 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 .**