



CIN: L45201TN1994PLC029561

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

Email: [investor@marggroup.com](mailto:investor@marggroup.com), Phone: 044-3221 1944

# NOTICE

Dear Shareholder(s),

NOTICE is hereby given that the Twenty First Annual General Meeting of the members of MARG Limited will be held at the Registered office of the Company at 'Marg Axis', 4/318, Rajiv Gandhi Salai, Kottivakkam, Chennai - 600 041 on Tuesday, the 14th March, 2017 at 3.00 p.m. to transact the following businesses:

## ORDINARY BUSINESS:

### Item No.1: Adoption of Financial Statements

To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and pass the following resolution(s) as an Ordinary Resolution(s):

(a) "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

(b) "RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

### 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), who retires by rotation and being eligible, offers herself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. V P Rajini Reddy (DIN: 00904123), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### Item No.3: Appointment of Statutory Auditors

To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provision of section 139, 142 and all other applicable provisions, if any of the Companies Act 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, consent of the Members of the Company be and are hereby accorded to appoint M/s. A R Krishnan & Associates., Chartered Accountants, Chennai

(Firm Registration No.009805S) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting till the 26th Annual General Meeting, at such remuneration plus service tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."

## SPECIAL BUSINESS

### Item No.4

Item No. 4: Ratification of remuneration payable to Mr. G Sundaresan, Practicing Cost Accountant, appointed as Cost Auditors of the Company for FY 2016-17:

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2017 and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice convening this meeting, to be paid to Mr. G Sundaresan, Practicing Cost Accountant (Membership No. 11733), appointed by the Board of Directors of the Company as Cost Auditors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2017, be and is hereby ratified."

*For and on behalf of the Board of Directors*

**For MARG Limited**

**Sd/-**

**Rabindra Kumar Samal**

**Company Secretary**

Place : Chennai

Date : 13<sup>th</sup> February, 2017

### Registered office:

'Marg Axis', 4/318, Rajiv Gandhi Salai,  
Kottivakkam, Chennai - 600 041, Tamilnadu, India

CIN: L45201TN1994PLC029561

Website: [www.marggroup.com](http://www.marggroup.com);

E-mail: [investor@marggroup.com](mailto:investor@marggroup.com)

Tel: +91 44 32211944; Fax: +91 44 24541123

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE TWENTY FIRST ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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.
2. 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. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. 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.
6. 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.
7. The Register of Members and Share Transfer Books of the Company shall remain closed for 7 days from 8th March, 2017 to 14th March, 2017 (both days inclusive).
8. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under, will be available for inspection by the members at the AGM.
9. 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.
10. In terms of Section 152 of the Act, Mrs. V P Rajini Reddy (DIN: 00904123), Director, retire by rotation at the Meeting and being eligible, offer herself for re-appointment. Details of Directors retiring by rotation, as required to be provided pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided in Annexure A of this Notice.
11. Mrs. V P Rajini Reddy, is deemed to be interested in the Ordinary Resolution set out at Item No.2, of the notice with regard to her re-appointment. The relatives of Mrs. V P Rajini Reddy may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out under Item No. 1 to 4 of the notice.
12. The Company's Registrars & Transfer Agents for its share registry (both, physical as well as electronic) is Cameo Corporate Services Limited ("Cameo") having its office at "Subramanian Building", 1, Club House Road, Chennai – 600 002. (UNIT: MARG Limited).
13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Transfer Agent of the Company.
14. Electronic copy of the Notice of the 21st AGM of the Company interalia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form and the Annual Report of the Company for the financial year 2015-16 is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 21st AGM of the Company interalia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form and the Annual Report of the Company for the financial year 2015-16 is being sent through permitted mode of dispatch.

15. Members, who have not registered their e-mail address so far, are requested to register their e-mail address with the Company (RTA)/ Depository Participant(s) for receiving all communications including Annual Reports, Notices, etc. from the Company electronically.

16. Members may also note that the Notice of the 21st AGM and the Annual Report for the financial year 2015- 16 will also be available on the Company's website [www.marggroup.com](http://www.marggroup.com) for downloading.

17. Voting through electronic means:

In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members, facility to exercise their right to vote at the 21st AGM by electronic means and the business mentioned in the Notice may be transacted through remote e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided by Central Depository Services (India) Limited (CDSL).

ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

iii. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

iv. The voting rights of Members shall be in proportion to the equity shares held by them in the paid up Equity Share Capital of the Company as on Tuesday, 7th March, 2017 ('cut-off date').

v. Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

vi. The remote e-voting facility commences on Saturday, 11th March, 2017 (9.00 a.m.) (IST) and ends on Monday, 13th March, 2017 (5.00 p.m.) (IST). During this period, members may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter by CDSL and voting through electronic means shall not be allowed beyond the said date and time.

viii. Any person, who becomes a member of the Company after the dispatch of Notice of AGM and holding shares as on the cut-off date, may obtain the User ID password by sending request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or by contacting Cameo at [investor@cameoindia.com](mailto:investor@cameoindia.com) to cast their vote. The detailed procedure for obtaining user ID and password is also provided in the Notice of AGM.

viii. In case of any queries or issues regarding e-voting, members are requested to refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an e-mail to [helpdesk.evotingindia@cdslindia.com](mailto:helpdesk.evotingindia@cdslindia.com). In case of any grievances connected with the facility of voting through electronic means, please contact Central Depository Services (India) Limited (CDSL), 17th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, Tel: 022-22728588

ix. Mr. Rajiblochan Sarangi, Practising Company Secretary (Membership No. ACS 20312 and CoP No.17498) Chennai, has been appointed as the Scrutinizer to scrutinize the remote e-voting as well as physical voting process in a fair and transparent manner.

i. 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](http://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.

ii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM i.e. Tuesday, 14th March, 2017

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

18. The Annual Report of the Company for the financial year 2015-16 circulated to the Members of the Company will also be made available on the Company's website [www.marggroup.com](http://www.marggroup.com)

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

20. Members who have not registered their email 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.

**For and on behalf of the Board of Directors  
For MARG Limited  
Sd/-  
Rabindra Kumar Samal  
Company Secretary**

Place : Chennai

Date : 13<sup>th</sup> February, 2017

## 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. 3

M/s. K Ramkumar & Co., (Firm Registration Number 02830S), Chartered Accountants, retiring auditors of the Company, expressed their unwillingness for being reappointed as Statutory Auditors of the Company at the ensuing Annual General Meeting.

In view of the above, it is proposed to appoint M/s. A R Krishnan & Associates., Chartered Accountants, Chennai (Firm Registration No.009805S) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting of the Company till the 26th Annual General Meeting, subject to ratification by the Members at every Annual General Meeting at such remuneration plus service tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 3. The Board of Directors recommend the resolution at Item No. 3 for approval of the members.

### Item No. 4

The Board on recommendation of the Audit Committee has approved the appointment of Mr. G Sundaresan, Practicing Cost Accountant, Chennai as the Cost auditors to conduct audit of the Cost records of the Company for the Financial Year ending 31st March, 2017.

The Board has approved the payment of Rs.25,000/- (Rupees Twenty Five Thousand only) as audit fee payable to the Cost Auditors plus applicable tax and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for the Financial Year 2016-17 as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors recommend the Ordinary Resolution set out at item No.4 of the Notice for approval by Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out in the item no.4 of the accompanying Notice.

**For and on behalf of the Board of Directors  
For MARG Limited  
Sd/-  
Rabindra Kumar Samal  
Company Secretary**

Place : Chennai

Date : 13<sup>th</sup> February, 2017

### Registered office:

'Marg Axis', 4/318, Rajiv Gandhi Salai,  
Kottivakkam, Chennai - 600 041, Tamilnadu, India  
CIN: L45201TN1994PLC029561  
Website: [www.marggroup.com](http://www.marggroup.com);  
E-mail: [investor@marggroup.com](mailto:investor@marggroup.com)  
Tel: +91 44 32211944; Fax: +91 44 24541123

## Annexure A

Details of Directors seeking appointment/re-appointment at the Annual General Meeting scheduled to be held on December 30, 2016 (Pursuant to the Regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015

Particulars	Mrs. V P Rajini Reddy
Date of Birth and Age	24.07.1967, 49
DIN	00904123
Date of First Appointment to the Board	05.01.2001
Qualifications	AMP (Advanced Management Program) from Harvard Business School and holds an Engineering Degree (Civil).
Experience in Specific Functional Area	Impressive 20 years of experience under her belt in high-caliber management. She has founded Exemplarr Worldwide Limited an ITES (Information Technology Enabled Services) company with a vision of generating rural employment in the year 1999. She is having hands on experience in building and scaling the team, travelling extensively across the globe for client acquisition and client management.
Relationship with any Director(s) and Key Managerial Personnel of the Company	Relative (spouse) of Mr. G R K Reddy, Chairman & Managing Director.
Directorship hold in other listed Companies	Nil
Memberships in the Committees of Board of other listed Companies as on 31st March, 2016	Nil
No. of Shares held in the Company as on 31st March, 2016	Nil
No. of Meetings of the Board attended during the financial year 2015-16	4



## Annexure B

### 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](http://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](http://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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department</p> <p>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.</p> <p>In case the Folio no is less than 8 digits enter the applicable number of O'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.</p>
DOB	Enter the Date of Birth as recorded in your demat account / folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account / folio.</p> <p>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)</p>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)



**CIN: L45201TN1994PLC029561**

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

Tel: +91 44 32211944 • Fax: +91 44 24541123 • E-mail: [investor@marggroup.com](mailto:investor@marggroup.com) • Website: [www.marggroup.com](http://www.marggroup.com)

## ATTENDANCE SLIP

Venue of the Meeting : 'Marg Axis', 4/318, Rajiv Gandhi Salai, Kottivakkam, Chennai – 600041  
Day, Date & Time : Tuesday, 14th March, 2017 at 3.00 p.m.

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

Name of the Member (s) \_\_\_\_\_

Registered Address \_\_\_\_\_

DP ID\* \_\_\_\_\_

Client ID\*: \_\_\_\_\_

Folio No. \_\_\_\_\_

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

*\*Applicable for investors holding shares in electronic form.*

I certify that I am registered shareholder(s)/proxy for the register shareholders of the Company.

I hereby record my presence at the 21st Annual General Meeting of the Company on Tuesday, 14th March, 2017 at 3.00 pm at 'Marg Axis', 4/318, Rajiv Gandhi Salai, Kottivakkam, Chennai - 600041.

\_\_\_\_\_  
*Signature of Shareholder / Proxy*

#### Notes:

1. Electronic copy of the Annual Report for 2015-16 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2015-16 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email ids are not registered with the Company or have requested for a hard copy.



**CIN: L45201TN1994PLC029561**

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## 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]

Venue of the Meeting : 'Marg Axis', 4/318, Rajiv Gandhi Salai, Kottivakkam, Chennai – 600041  
Day, Date & Time : Tuesday, 14th March, 2017 at 3.00 p.m.

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

Name of the Member (s) \_\_\_\_\_  
Registered Address \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
DP ID\* \_\_\_\_\_  
Client ID\*: \_\_\_\_\_  
Folio No. \_\_\_\_\_

*\*Applicable for investors holding shares in electronic form.*

I / We, being the member(s) \_\_\_\_\_ shares of MARG Limited, hereby appoint the following as my/our Proxy to attend vote on a poll (for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Tuesday, 14th March, 2017 at 3.00 p.m. and at any adjournment thereof) in respect of such resolutions as are indicated below:

1. Name \_\_\_\_\_  
Registered Address \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature \_\_\_\_\_ | or failing him / her \_\_\_\_\_  
2. Name \_\_\_\_\_  
Registered Address \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature \_\_\_\_\_ | or failing him / her \_\_\_\_\_  
3. Name \_\_\_\_\_  
Registered Address \_\_\_\_\_  
E-mail ID: \_\_\_\_\_  
Signature \_\_\_\_\_ | or failing him / her \_\_\_\_\_

*\*\* I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:*



Resolution No.	Resolution	For*	Against*
1	<b>Ordinary Business</b> (a) the audited financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016		
2	Re-appointment of Mrs. V P Rajini Reddy (DIN 00904123), Director who retires by rotation		
3	Appointment of M/s. A R Krishnan & Associates., Chartered Accountants (Firm Registration No. 009805S), as Statutory Auditors of the Company		
4	<b>Special Business</b> Ratification of remuneration payable to Mr. G Sundaresan, Practicing Cost Accountant, appointed as Cost Auditors of the Company for FY 2016-17		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

\_\_\_\_\_  
Signature of the member

\_\_\_\_\_  
Signature of the proxy holder(s)

Affix Revenue Stamp of Re.1
--------------------------------------

**NOTES:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against', 'abstain', column blank against any or all resolutions, your proxy will be entitled to vote in the manner he/she may deem applicable.