



CIN-L45201TN1994PLC029561

Registered Office: MARG AXIS, 4/318, Rajiv Gandhi Salai, Kottivakkam,
Chennai – 600041

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of **MARG LIMITED** will be held on **Friday, 28th September, 2018** at Hotel Rainbow No 10, C.V Raman Road, Alwarpet, Chennai - 600 018 at **3.00 PM.**, to transact the following business

ORDINARY BUSINESS:

Item No. 1: Adoption of Audited Financial Statements:

To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and pass the following resolution(s) as an **Ordinary Resolution(s)**:

(a) **“RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2018 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 statements of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

SPECIAL BUSINESS:

Item No. 2: Appointment of Mr. Sreedhar Challa (DIN 06468225) as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sreedhar Challa (DIN 06468225), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Article of Association of the Company with effect from 3rd February 2018 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received in writing under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as an Independent director of the Company upto 2nd February, 2023, not liable to retire by rotation”.

Item No. 3: Appointment of Mr. R Dinesh (DIN 00845119) as an Independent Director:

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

“RESOLVED THAT pursuant to the provisions of 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. R Dinesh (DIN 00845119), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Article of Association of the Company with effect from 3rd February 2018 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received in writing under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as an Independent director of the Company upto 2nd February, 2023, not liable to retire by rotation”.

Item No. 4: Appointment of Mrs. V Revathi (DIN 08181655) as Director:

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

“RESOLVED THAT pursuant to the provisions of 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. V Revathi (DIN 08181655), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Article of Association of the Company with effect from 18th July 2018 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received in writing under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of a Director, be and is hereby appointed as an director of the Company, liable to retire by rotation”.

Item No. 5: ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT/PRIVATE PLACEMENT BASIS;

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to: (i) the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended (“ICDR Regulations”); (iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchange and/or any other statutory / regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the “Board”, which term shall include committee(s) of the Board, constituted or to be constituted, to exercise certain powers of the Board, including the powers accorded by this Resolution], to the extent permitted by law to convert all or part of the outstanding loans / financial assistance (including outstanding interest) granted to the Company from time to time into **1,26,99,533 (One Crore Twenty Six Lakh Ninety Nine Thousand Five Hundred Thirty Three)** fully paid-up equity shares of face value of Rs. 10/- each at a premium of Rs. 51.68 (Rupee Fifty One and Sixty Eight Paise) per shares of the Company (“Equity Shares”), aggregating to Rs.78,33,07,195.40 (Seventy Eight Crore Thirty Three Lakh Seven Thousand One Hundred Ninety Five and Forty Paise) by way of preferential allotment on a private placement basis as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder.

The details of the Proposed Allottees and the maximum number of equity shares of the Company proposed to be allotted are set forth in the table below:



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Sl. No	Name and address of the proposed Allottees	No. of shares to be allotted
1	Edelweiss Asset Reconstruction Company Trust-52	36,03,029
2	Edelweiss Asset Reconstruction Company Trust-147	21,54,703
3	Edelweiss Asset Reconstruction Company Trust-173	12,70,461
4	Edelweiss Asset Reconstruction Company Trust-203	41,56,950
5	Edelweiss Asset Reconstruction Company Trust-108	11,43,415
6	Edelweiss Asset Reconstruction Company Trust-134	3,70,975

RESOLVED FURTHER that the equity shares being offered, issued and allotted to the Proposed Allottees by way of a preferential issue or allotment shall inter-alia be subject to the following:

- Allotment of Equity Shares shall only be made in dematerialized form;
- The conversion of debt of the Company into Equity Shares shall be carried out by issuing and allotting to the Lenders, such number of Equity Shares at a price as determined which shall not be less than the face value of the Equity Shares of the Company viz. Rs. 10/- (Rupees Ten only) per Equity Share to ensure that the Lender acquire not less than 24.99% of the total paid-up Equity Share Capital of the Company on fully diluted basis.
- The Equity Shares to be issued and allotted to the Lenders shall carry the right to receive dividends and other distributions declared or to be declared, if any, in respect of the paid-up Equity Share Capital of the Company. The said Equity Shares to be allotted to the Lenders shall rank pari-passu in all respects with the existing Equity Shares in the Company and be listed on the stock exchange(s) in India where the existing Equity Shares of the Company are listed.

RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution interalia to execute all such deeds, documents, writings, agreements, memorandum etc. as may be necessary, including, but not limited to, accepting such terms and conditions as may be imposed or required by the appropriate authorities and/or by the Lenders which may arise from or are incidental to the aforesaid terms providing for such option to convert; to issue, offer and allot requisite number of fully paid up Equity Shares of the Company upon conversion of the outstanding portion of the loans / financial assistance, as may be desired by the Lenders; resolve or settle any question, difficulty, dispute or doubt; further delegate the powers / authorities expressly or impliedly granted under this Resolution to any of its committees, employees/ officers of the Company, authorized representative(s); hiring any consultants, agents, advisors etc. and generally to do or undertake such activities and execute such documents as the Board may in its absolute discretion deem fit, proper or appropriate without the necessity of seeking any further consent or approval from shareholders unless, obtaining of such further consent / approval is mandatory under the provisions of any law."

By Order of the Board of Directors,

Date: 30.08.2018

Place: Chennai

Nawal Kishore
Company Secretary

Registered office:

'Marg Axis', 4/318, Rajiv Gandhi Salai,
Kottivakkam, Chennai – 600 041, Tamilnadu, India
CIN: L45201TN1994PLC029561
Website: www.marggroup.com;
E-mail: investor@marggroup.com
Tel: +91 78258888140

Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE TWENTY THIRD 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.
- A PERSON CAN ACT AS A PROXY FOR ONLY 50 MEMBERS 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. ABLANK PROXY FORM IS ENCLOSED.
- Corporate Members intending to send their authorized representative(s) to attend the Meeting pursuant to section 113 of Companies Act 2013 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.
- The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors, who were appointed in the Annual General Meeting held on 14th March 2017.
- SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
- 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.
- Members/Proxies are requested to kindly take note of the following:
 - Copies of Annual Report will not be distributed at the venue of the meeting.
 - Attendance Slip, as sent herewith, is required to be produced at the venue duly filed-in and signed, for attending the Meeting.
- The Register of Members and Share Transfer Books of the Company shall remain closed for 7 days from 22nd September, 2018 to 28th September, 2018 (both days inclusive).
- The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under, will be available for inspection by the members at the AGM.
- A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business Item No. 2, 3, 4 & 5 to be transacted at the Meeting is annexed hereto.
- Details of Directors seeking appointment/re appointment, as required to be provided pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and



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Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided in the explanatory statement of this Notice.

12. The Company's Registrar & 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 & Transfer Agent of the Company.

14. Electronic copy of the Notice of the 23rd AGM of the Company, inter alia, 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 2017-18 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 23rd AGM of the Company inter alia 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 2017-18 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 23rd AGM and the Annual Report for the financial year 2017-18 will also be available on the Company's website www.marggroup.com for downloading.

17. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are as under:

i. 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 23rd 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 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 Friday, 21st September, 2018 (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 Tuesday, 25th September, 2018 (9.00 a.m.) (IST) and ends on Thursday, 27th September, 2018 (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.

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

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 and password by sending a request at helpdesk.evoting@cdslindia.com or by contacting Cameo at investor@cameoindia.com to cast their vote. The detailed procedure for obtaining user ID and password is also provided in this Notice

ix. 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 under help section or write an e-mail to 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

x. Mr. Rajib Lochan Sarangi, Practising Company Secretary (Membership No.20312 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.

xi. 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.

i. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM i.e. Friday, 28th September, 2018.

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	<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 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.</p>	<ul style="list-style-type: none"> • 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. <p>(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.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account / folio in dd/mm/yyyy format.</p>	
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 MARG Limited 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

18. The Annual Report of the Company for the financial year 2017-18 circulated to the Members of the Company will also be made available on the Company's website 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.

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

**Nawal Kishore
Company Secretary**

**Place: Chennai
Date: 30th August 2018**

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, ("the Act")

Item No. 2

Mr. Sreedhar Challa was appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 3rd February, 2018 holds office upto the date of this Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Sreedhar Challa for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mr.Sreedhar Challa (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of



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independence as provided in Sub-section (6) of Section 149 of the Act.

Pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder, the resolution as set out at item No. 2 seeks approval of the Members for the appointment of Mr.Sreedhar Challa as an Independent Director of the Company upto 2nd February, 2023. He shall not be liable to retire by rotation.

Brief resume of Mr.Sreedhar Challa, nature of his expertise in specific functional areas, names of listed Companies in which he holds Directorship and Membership/chairmanship of Board Committees, shareholding and relationships amongst Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are provided in this Notice.

Except Mr.Sreedhar Challa to whom the resolution relates, none of the other Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned in the resolution. The Board commends the Special Resolution as set out at Item No. 2 of the Notice for approval by the Members.

Brief Profile of Mr. Sreedhar Challa

Mr. Sreedhar Challa is a financial professional with experience in Non-Banking Financial services. He has expertise in various areas of Financial services, legal & company affairs spread over more than 23 years of diversified corporate experience. Among his academic accomplishments include an MBA, MFT, Pre qualification as Company Secretary and PGPMAX from ISB and business programs from FDC-Brazil, Wharton and Kellogg and capital market related certifications.

He was earlier independent director in GMR JE Ltd, Megsan Labs Pvt Ltd, Gencrunch Technologies Pvt Ltd and Paynear Solutions Ltd.

Item No. 3

Mr. R Dinesh was appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 3rd February, 2018 holds office upto the date of this Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. R Dinesh for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mr. R Dinesh (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Act.

Pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder, the resolution as set out at item No.3 seeks approval of the Members for the appointment of Mr. R Dinesh as an Independent Director of the Company upto 2nd February, 2023. He shall not be liable to retire by rotation.

Brief resume of Mr. R Dinesh, nature of his expertise in specific functional areas as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are provided in this Notice.

Except Mr. R Dinesh to whom the resolution relates, none of the other Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned in the resolution. The Board commends the Special Resolution as set out at Item No. 3 of the Notice for approval by the Members.

Brief Profile of Mr. R Dinesh

Mr. R Dinesh aged 43, years has done Master of Law (ML) - Specializing in IPR, LLB, along with Masters in Business Administration – Systems. He has over 18 years of rich experience end-to-end execution of IT programs covering activities like stakeholder & vendor management, project management, team management and risk handling, inclusive of defining the IT roadmap, budgeting and technology evaluation.

Item No. 4

Mrs. V Revathi was appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 18th July, 2018 holds office upto the date of this Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mrs. V Revathi as Director of the Company.

The Company has received from Mrs. V Revathi (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Act.

Pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder, the resolution as set out at item No.4 seeks approval of the Members for the appointment of Mrs. V Revathi as Director of the Company, liable to retire by rotation.

Except Mrs. V Revathi to whom the resolution relates, none of the other Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned in the resolution. The Board commends the Special Resolution as set out at Item No. 4 of the Notice for approval by the Members.

Item No. 2, 3 & 4: Details of Directors Seeking Appointment / Re-appointment at the Annual General Meeting scheduled to be held on September 28, 2018 as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particulars	Sreedhar Challa	R Dinesh	V Revathi
DIN	06468225	00845119	08181655
Date of Birth	07.01.1973	06.05.1974	25.07.1991
Age	45	44	27
Date of First Appointment to the Board	03.02.2018	03.02.2018	18.07.2018
Qualifications	MBA PGPMAX from ISB	Master of Law (ML) - Specializing in IPR from University of Madras Bachelor of Law (LLB) -	B.Com

		from S.V University, Tirupati Masters in Business Administration – Systems - from University of Madras	
Expertise	Vast experience in the field of Finance and Accounts	Vast experience in the field of IT Operations & Techno Legal Management	Good Expertise in the field of Taxation and Accounts
Relationship with any Director(s) and Key Managerial Personnel of the Company	Nil	Nil	Nil
Directorship held in other Companies	Karaikal Port Private Limited	Nil	Nil
Memberships in the Committees of Board of other listed Companies as on 31st March, 2018	Nil	Nil	Nil
No. of Shares held in the Company as on 31st March, 2018	Nil	Nil	Nil
No. of Meetings of the Board attended during the financial year 2017-18	4	4	Nil

The price of the Allotment Shares to be issued based on the minimum price determined as on the Relevant Date and considered in terms of the SEBI (ICDR) Regulations is fixed at Rs.61.68 (including premium of Rs.51.58) per equity share

3. Basis on which the price has been arrived at:

The equity shares of Company are listed on BSE Limited

In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which equity shares shall be allotted shall not be less than higher of the following:

- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty Six (26) weeks preceding the Relevant Date; or
- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

Accordingly, the price per equity share, to be issued, is fixed at Rs. 61.68 (Rupees Sixty One and SixtyEight paise Only) which is higher than the price as computed under Regulation 76 of SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 26 weeks prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under Regulations 73(1)(f) and (g) of the SEBI (ICDR) Regulations.

4. Relevant Date:

The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price per equity share to be issued is fixed as 29th August, 2018, i.e. 30 days prior to the date of the AGM.

5. The shareholding pattern of the Company before and after the proposed issue of shares:

Item No.5

The Company has passed the special resolution at the Extra-Ordinary General Meeting held on 6th July 2018 for the allotment of Equity shares as a part of the restructuring with Edelweiss Asset Reconstruction Company Limited, Mumbai for conversion of debt outstanding of the Company into equity shares to Edelweiss. However there is delay in submitting in principle approval with Bombay Stock Exchange, hence approval of the Shareholder is sought by way of fresh special resolution as per Regulation 74(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Necessary information or details as required in respect of the proposed issue of equity shares in terms of applicable provisions of the Companies Act, 2013 read with related Rules thereto and SEBI (ICDR) Regulations, 2009 are as under:

1. The objects of the preferential issue:

The object of the proposed issue and allotment of Shares is a part of the restructuring with Edelweiss Asset Reconstruction Company Limited, Mumbai and conversion of debt into equity.

2. Number of shares and Pricing of Preferential issue:

It is proposed to issue and allot in aggregate and upto 1,26,99,533 (One Crore Twenty Six Lakh Ninety Nine Thousand Five Hundred Thirty Three) equity shares as part of the settlement agreed.

Sl. No.	Category	Pre Issue Share Holding		Post Issue Share Holding	
		No. of shares held	% of holding	No. of shares held	% of holding
A	Promoters and Promoter Group Holding				
	Indian Promoters / Promoter Group :				
	Individuals / HUF	2703057	7.09	2703057	5.32
	Bodies Corporate	3685634	9.67	3685634	7.25
	Sub Total				
	Foreign Promoters / Promoter Group :				
	Individuals / HUF	0	0	0	0
	Bodies Corporate	0	0	0	0
	Sub Total	6388691	16.76	6388691	12.57
	Sub Total (A)	6388691	16.76	6388691	12.57

Non-Promoters' holding :					
Institutions:					
Mutual Funds	0	0	0	0.00	
Alternate Investment Funds	0	0	0	0.00	
Foreign Portfolio Investor (Corporate)	0	0	0	0.00	
Financial Institutions / Banks	1109732	2.91	1109732	2.18	
Insurance Companies	0	0	0	0.00	
Sub Total (B1)	1109732	2.91	1109732	2.18	
Others(B2)					
Individuals	22453719	58.91	22453719	44.18	
Bodies Corporate	5598827	14.69	5598827	11.02	
Non-Resident Indians (Repatriable)	204672	0.54	204672	0.40	
Non-Resident Indians (Non-Repatriable)	499488	1.31	499488	0.98	
Clearing Member	4836	0.01	4836	0.01	
Directors and relatives	0	0.00	0	0.00	
Trust	224000	0.59	12923533	25.43	
Hindu Undivided Family	1625493	4.26	1625493	3.21	
Foreign Portfolio Investor (Individual)	1000	0	1000	0.00	
Others	8468	0.02	8468	0.02	
Sub Total (B2)	30620503	80.33	43320036	85.25	
Grand Total (A+B1+B2)	38118926	100.00	50818459	100.00	

Notes:

- The pre-issue shareholding pattern is as on 31st March, 2018;

6. Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

None of the Promoters, Directors and / or Key Managerial Personnel of the Company intend to subscribe to the Allotment Shares.

7. The proposed time within which the issue or allotment shall be completed:

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of the Allotment Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and allotment of the Allotment Shares, and in the event the allotment of the Allotment Shares requires any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other concerned authorities, as the case may be.

8. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Allotment Shares.

9. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotments during the year.

10. Valuation for consideration other than cash:

The value of the Sale Shares has been arrived based on Valuation Report dated 30th August 2018 issued by Mr. N.P Mathilingam

11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The proposed issue and allotment of Shares for consideration other than cash is a part of the restructuring with Edelweiss Asset Reconstruction Company Limited, Mumbai and conversion of debt into equity

12. Lock-in period:

The proposed allotment of equity shares shall be subject to lock-in as per the requirement of SEBI (ICDR) Regulations.

13. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the Allotment Shares. Such Allotment Shares, once allotted, shall rank *paripassu* with the then existing equity shares of the Company in all respects, including dividend.

14. Auditors' Certificate:

The Certificate being issued by M/s. A.R. Krishnan & Associates., Chartered Accountants, Chennai, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, will be placed before the Members at the AGM and will be kept open for inspection at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days between Monday to Friday of every week, up to the date of this AGM.

15. Other Disclosures:

- None of the Promoter or Directors of the Company is willful defaulter.
- The Sellers / Proposed Allottees have not sold any equity shares during the six months preceding the Relevant Date.

16. Identity of Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:



CIN-L45201TN1994PLC029561

Registered Office: MARG AXIS, 4/318, Rajiv Gandhi Salai, Kottivakkam,
Chennai – 600041

Name & Address of the Proposed Allottee	Category	Pre issue holding		No. of equity shares to be allotted	Post Issue holding	
		No of Equity shares	% of holding		No of Equity shares	% of holding
Edelweiss Asset Reconstruction Company Trust-52 Edelweiss House, Off. C.S.T Road, Kalina, Mumbai MH 400098	Trust	-	-	36,03,029	36,03,029	7.09
Edelweiss Asset Reconstruction Company Trust-147 Edelweiss House, Off. C.S.T Road, Kalina, Mumbai MH 400098	Trust	-	-	21,54,703	21,54,703	4.24
Edelweiss Asset Reconstruction Company Trust-173 Edelweiss House, Off. C.S.T Road, Kalina, Mumbai MH 400098	Trust	-	-	12,70,461	12,70,461	2.50
Edelweiss Asset Reconstruction Company Trust-203 Edelweiss House, Off. C.S.T Road, Kalina, Mumbai MH 400098	Trust	-	-	41,56,950	41,56,950	8.18
Edelweiss Asset Reconstruction Company Trust-108 Edelweiss House, Off. C.S.T Road, Kalina, Mumbai MH 400098	Trust	-	-	11,43,415	11,43,415	2.25
Edelweiss Asset Reconstruction Company Trust-134 Edelweiss House, Off. C.S.T Road, Kalina, Mumbai MH 400098	Trust	-	-	3,70,975	3,70,975	0.73

As it is proposed to issue equity shares on preferential allotment basis, the approval of the shareholders by way of a Special Resolution is required in terms of the applicable provisions of the Companies Act, 2013 and the SEBI (ICDR) Regulations. The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its members and therefore recommends the Special Resolution for your approval.

None of the Directors and /or the Key Managerial Personnel of the Company and / or their respective relatives are in any way concerned or interested in the aforesaid Special Resolution, save and except to the extent of their directorship / shareholding, if any, in any of the entities mentioned in the said resolution.

By the Order of the Board
For MARG Limited

Nawal Kishore
Company Secretary

Place: Chennai
Date: 30th August 2018



CIN-L45201TN1994PLC029561

Registered Office: MARG AXIS, 4/318, Rajiv Gandhi Salai, Kottivakkam, Chennai – 600041

E mail:- investor@marggroup.com Web:- www.marggroup.com

ATTENDANCE SLIP

Annual General Meeting: 28th September, 2018

DPID/CLIENTID :
Name of shareholder :
Address :

Jt1 :
Jt2 :
No.ofShares :

I certify that I am a Member / Proxy for the Member holdingshares.

I Certify that I have / have not cast my E-vote.

I hereby record my presence at the **23rd ANNUAL GENERAL MEETING** of the Company on **Friday 28th September, 2018** at **Hotel Rainbow No 10, C.V Raman Road, Alwarpet, Chennai - 600 018 (Tamil Nadu)**

Signature of First holder/Proxy//Proxy's name in Block Letters

Signature of Joint Holder(s)

Note :

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
3. **NO GIFTS SHALL BE DISTRIBUTED IN THE ANNUAL GENERAL MEETING OR AFTERWARDS.**

E-VOTING

Users who wish to opt for e-voting may use the following login credentials:

EVEN (Electronic Voting Event No.)	USER ID (16 Digits Demat Account /Folio No.)	PASSWORD / PIN

Note:

Please follow steps for remote e-voting procedure as given in **Notice of 23rd AGM at Note no. 17** or by logging on to www.evotingindia.com



CIN-L45201TN1994PLC029561

Registered Office: MARG AXIS, 4/318, Rajiv Gandhi Salai, Kottivakkam, Chennai – 600041

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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]

Name of the member(s) : _____
Registered address : _____
E-mail Id : _____
Folio No./ Client Id/DPID : _____

I/ We, being the member(s) ofshares of the above named Company, here by appoint

1. Name :

Address:.....

E-mail Id:Signature----- or failing him/her

2. Name :

Address:.....

E-mail Id:Signature----- or failing him/her

3. Name :

Address:.....

E-mail Id:Signature----- or failing him/her

As my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the **23rd Annual General Meeting** of the Company, to be held on the **Friday 28th September, 2018** at **03.00 pm** at **Hotel Rainbow No 10, C.V Raman Road, Alwarpet, Chennai - 600 018. (Tamil Nadu)** and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	RESOLUTIONS
	ORDINARY BUSINESS
1	Adoption of Audited financial Statements
	SPECIAL BUSINESS
2	Appointment of Mr. Sreedhar Challa as an Independent Director
3	Appointment of Mr. R Dinesh as an Independent Director
4	Appointment of Mrs. V Revathi as Director
5	Issue of Equity Shares on a Preferential Allotment/Private Placement basis

Signed thisday of.....2018

Signature of the Shareholder:

Signature of the Proxy holder(s).....

Affix
Revenue Stamp
of not less than
(Rs. 1/-)

NOTE: 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.