



Spirit of Visioneering

CIN-L45201TN1994PLC029561

Registered Office: Sri Sai Subhodaya Apartments, No. 57/2B, East Coast Road  
Thiruvanmiyur, Chennai - 600041

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of MARG LIMITED will be held on Friday, 29th November, 2019 at **Hotel Rainbow No. 10, C.V. Raman Road, Alwarpet, Chennai - 600018** 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, 2019 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, 2019 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, 2019 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, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

By Order of the Board of Directors,

Date: 30.10.2018

Nawal Kishore

Place: Chennai

Company Secretary

### Registered office:

Sri Sai Subhodaya Apartments,  
No.57/2B, East Coast Road,  
Thiruvanmiyur, Chennai - 600 041  
CIN: L45201TN1994PLC029561  
Website: www.marggroup.com;  
E-mail: investor@marggroup.com  
Tel: +91 78258888140

### Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE TWENTY FOURTH 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 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. A BLANK PROXY FORM IS ENCLOSED.
3. 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.
4. 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.
5. 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.
6. 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.



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7. 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.
8. The Register of Members and Share Transfer Books of the Company shall remain closed for 7 days from 23rd November, 2019 to 29th November, 2019 (both days inclusive).
9. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under, will be available for inspection by the members at the AGM.
10. 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).
11. 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.
12. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018, amended Regulation 40 of Listing Regulations pursuant to which from April 01, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.
13. **Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund (IEPF):**

Pursuant to sections 124, 125 & other applicable provisions of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules"), (including any statutory modification(s) and or re-enactment(s) thereof for the time being in force), dividends, unpaid or unclaimed for a period of 7 (seven) years from the date of declaration by the Company, are required to be transferred by the Company to the IEPF authority established by the Central Government.

During the financial year 2018 - 19, the Company has transferred to the IEPF Authority, the Unclaimed Dividend for the FY 2010-11 - INR 5,90,386/-. The unclaimed dividend amounts which have been transferred to the IEPF authority account during the year can be claimed by the members concerned from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.
14. Electronic copy of the Notice of the 24th 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 2018-19 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 24th 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 2018-19 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 24th AGM and the Annual Report for the financial year 2018-19 will also be available on the Company's website [www.marggroup.com](http://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 24th 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.



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- 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, 22nd November, 2019 ('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, 26th November, 2019 (9.00 a.m.) (IST) and ends on Thursday, 28th November, 2019 (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 - v o t i n g m a n u a l a v a i l a b l e a t 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. Mrs. Neha Agrawal, Practising Company Secretary (Membership No. 7707 CoP No. 8065), 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.

- xii. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM i.e. Friday, 29th November, 2019.

**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> |
|-----|---|





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Chennai - 600041

|                       |  |
|-----------------------|--|
| DOB                   | Enter the Date of Birth as recorded in your demat account / folio in dd/mm/yyyy format.  |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account / folio.<br><br>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) |

- (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

- 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).

18. The Annual Report of the Company for the financial year 2018-19 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.

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

**Nawal Kishore  
Company Secretary**

**Place: Chennai**

**Date: 30th October 2019**





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

## ATTENDANCE SLIP

**Annual General Meeting: 29th November, 2019**

DPID/CLIENTID :

Name of share holder :

Address :

Jt1 :

Jt2 :

No. of Shares :

I certify that I am a Member / Proxy for the Member holding ..... shares.

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

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company at **Hotel Rainbow No. 10, C.V. Raman Road, Alwarpet, Chennai - 600018** on **Friday 29th November, 2019**.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

**Note:** Please fill in this attendance slip and hand it over at the ENTRANCE OF THE MEETING HALL. KINDLY ALSO NOTE THAT NO GIFTS, CONVEYANCE ETC. WILL BE GIVEN AT THE MEETING.

### **E-VOTING PARTICULARS:**

| <b>EVEN<br/>(Electronic Voting Event No.)</b> | <b>USER ID<br/>(16 Digits Demat Account<br/>/Folio No.)</b> | <b>PASSWORD/PIN</b> |
|---|---|---------------------|
|   |   |                     |

**Note:**

Please read instructions given at Note no. 17 of the Notice of the Annual General Meeting carefully before voting electronically.



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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) of ..... shares 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 Annual General Meeting of the Company, to be held on the **Friday 29th November, 2019 at 3.00 pm** at **Hotel Rainbow No. 10, C.V. Raman Road, Alwarpet, Chennai - 600018** and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | RESOLUTIONS                              |
|----------------|--|
| 1.             | Adoption of Audited financial Statements |

Signed this ..... day of **November** 2019

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.