



CIN: L45201TN1994PLC029561

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

Email: investor@marggroup.com, Phone: 044-3221 1944

NOTICE TO MEMBERS

Dear Shareholder(s),

NOTICE is hereby given that the Twenty-second Annual General Meeting of the members of MARG Limited will be held on Wednesday, 27th September, 2017 at 3.00 p.m. at 'Hotel Park Plaza', 142, Rajiv Gandhi Salai, Thoraippakkam, Chennai – 600 097, India to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1: Adoption of Audited Financial Statements:

To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2017 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, 2017 and the reports of Auditors thereon 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, 2017 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, 2017 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, who retires by rotation:

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: Ratification of appointment of Statutory Auditors:

To ratify the appointment of M/s. A R Krishnan & Associates, Chartered Accountants, Chennai (Firm Registration No.009805S) as Statutory Auditors and to fix their remuneration and in this regard, pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. A R Krishnan & Associates, Chartered Accountants, Chennai (Firm Registration No.009805S), as Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of 23rd Annual General Meeting of the Company at such remuneration plus applicable tax and reimbursement of out-of pocket expenses in connection with the audit, if any, as may be fixed by the Board of Directors on recommendation of the Audit Committee."

SPECIAL BUSINESS:

Item No. 4: Re-appointment of Mr. G R K Reddy as Chairman and Managing Director:

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

"RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. G R K Reddy, as Chairman & Managing Director of the Company for a period of five years w.e.f 1st April, 2017 to 31st March, 2022, without any managerial remuneration, taking into the account the financial position of the Company."

"RESOLVED FURTHER THAT the Board is authorized to revise, vary or amend the terms and conditions of his appointment including payment of any remuneration payable to Mr. G R K Reddy, at any time, during his tenure as Chairman & Managing of the Company, as the Board may at its discretion deem fit and necessary, subject to the financial position of the company and in accordance with the provisions of the Companies Act, 2013, including any other statutory modification (s) or re-enactment thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

Item No. 5: Ratification of remuneration payable to Mr. G Sundaresan, Practicing Cost Accountant, appointed as Cost Auditors of the Company for Financial Year 2017-18:

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2018 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 the 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, 2018, be and is hereby ratified."

By the Order of the Board
For MARG Limited

Sd/-
Nithya K
Company Secretary

Place: Chennai

Date: 9th August, 2017

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 44 32211944

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE TWENTY SECOND 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. ABLANK 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. 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 filed-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 21st September, 2017 to 27th September, 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 Item No. 4 & 5 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.
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 22nd 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 2016-17 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 22nd 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 2016-17 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 22nd AGM and the Annual Report for the financial year 2016-17 will also be available on the Company's website www.marggroup.com for downloading.
17. **Voting through electronic means:**
 - 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 22nd 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 Wednesday, 20th September, 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 Sunday, 24th September, 2017 (9.00 a.m.) (IST) and ends on Tuesday, 26th September, 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.
- 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. Satyaki Praharaj, Practising Company Secretary (Membership No. FCS 6458 and CoP No.10755) 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. Wednesday, 27th September, 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 2016-17 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**

**Sd/-
Nithya K
Company Secretary**

**Place: Chennai
Date: 9th August, 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. 4:

Mr. G R K Reddy, has been discharging his duties as Chairman and Managing Director of the Company from 25th July 1997 and since then he has been re-appointed upon expiry of his tenure of five years. The Board at its Meeting held on 14th March, 2017 has re-appointed him as the Managing Director for a further period of five years w.e.f 1st April 2017 to 31st March 2022 upon completion of his earlier term which expired on 31 March 2017.

The Board, on recommendation of the Nomination and Remuneration Committee, has approved his appointment without any remuneration to the Managing Director.

Mr.GRK Reddy, Promoter of MARG Group, has a protagonist role for rapid growth of the Group as one of India's fastest growing infrastructure development companies. Later the Company, under Mr.GRK Reddy's leadership took a bold step and entered port development by bidding for the Karaikal Port in Puducherry Union territory, which later became one of the largest private ports in India.

Today the group is spread across multiple infrastructure sectors including Ports, Special Economic Zones, dredging, Integrated Townships, IT Parks, Commercial Spaces Residential Houses/Apartments, EPC and logistics.

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

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

Memorandum of Interest:

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

ITEM NO. 5:

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, 2018.

The Board has approved the payment of Rs. 25,000/- 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 2017-18 as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors recommends the Ordinary Resolution set out at item No.5 of the Notice for approval by Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out in the item no.5 of the accompanying Notice.

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

**Sd/-
Nithya K
Company Secretary**

Place: Chennai

Date: 9th August, 2017

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 44 32211944;

Annexure A

Details of Directors seeking appointment/re-appointment at the Annual General Meeting appointment at the Annual General Meeting scheduled to be held on September 27, 2017 (Pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Mrs. V P Rajini Reddy
Date of Birth and Age	24.07.1967, 50
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	Having an impressive 21 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 31 st March, 2017	Nil
No. of Shares held in the Company as on 31 st March, 2017	Nil
No. of. Meetings of the Board attended during the financial year 2016-17	6

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
- (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.</p> <p>Eg. If your name is Ramesh Kumar with Folio number 838 then enter RA00000838 in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account / folio in dd/mm/yy 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 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 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.
- (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



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Registered Office: 'Marg Axis', 4/318, Rajiv Gandhi Salai, Kottivakkam, Chennai – 600 041
Tel: +91 44 32211944 • E-mail: investor@marggroup.com • Website: www.marggroup.com

ATTENDANCE SLIP

Venue of the Meeting : 'Hotel Park Plaza', 142, Rajiv Gandhi Salai, Thoraippakkam, Chennai – 600 097
Day, Date & Time : Wednesday, 27th September, 2017 at 3.00 p.m.

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

Name	
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 shareholders/proxy for the register shareholders of the Company.

I hereby record my presence at the 22nd Annual General Meeting of the Company on Wednesday, 27th September, 2017 at 3.00 p.m. at 'Hotel Park Plaza', 142, Rajiv Gandhi Salai, Thoraippakkam, Chennai – 600 097.

Signature of Shareholder /Proxy

Notes:

1. Electronic copy of the Annual Report for 2017 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 financial year 2016-17 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.



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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 : 'Hotel Park Plaza', 142, Rajiv Gandhi Salai, Thoraippakkam, Chennai – 600 097
Day, Date & Time : Wednesday, 27th September, 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	
Email 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 22nd Annual General Meeting of the Company, to be held on Wednesday, 27th September, 2017 at 3.00 p.m. and at any adjournment thereof) in respect of such resolutions as are indicated below:

1. Name: _____ Registered address: _____
Email id: _____ Signature: _____
or failing him/her

2. Name: _____ Registered address: _____
Email id: _____ Signature: _____
or failing him/her

3. Name: _____ Registered address: _____
Email id: _____ Signature: _____
or failing him/her

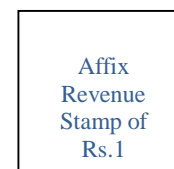
** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Resolution No.	Resolution	Number of Shares held	For	Against
ORDINARY BUSINESS				
1	Consider and adopt: (a) the audited financial statement of the Company for the financial year ended March 31, 2017 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, 2017 and the report of Auditors thereon			
2	Re-appointment of Mrs. V P Rajini Reddy (DIN 00904123), Director who retires by rotation			
3	Ratification of Appointment of M/s. A R Krishnan & Associates., Chartered Accountants (Firm Registration No. 009805S), as Statutory Auditors of the Company			
SPECIAL BUSINESS				
4	Re-appointment of Mr. G R K Reddy as Chairman and Managing Director			
5	Ratification of remuneration payable to Mr. G Sundaresan, Practicing Cost Accountant, appointed as Cost Auditors of the Company for FY 2017-18			

Signed this _____ day of _____ 2017.

Signature of the member : _____

Signature of the proxy holder(s) : _____



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.

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.