



CIN-L45201TN1994PLC029561

Sri sai subhodhaya Apartments, Basement No.57/2B, East Coast Road, Thiruvanimiyur Chennai – 600041

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of MARG LIMITED will be held on Wednesday, 30th December, 2020 at 3rd Floor, Door no 15/26, 2nd Main Road, Kottur Gardens, Kotturpuram, Chennai - 600 085 at 10.00 AM., 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, 2020 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, 2020 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, 2020 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, 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

SPECIAL BUSINESS:

Item No. 2: Appointment of Mrs. Elumalai Usha (DIN 05303130) 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), Mrs. Elumalai Usha (DIN 05303130), who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Article of Association of the Company with effect from 12th November 2020 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 Independent director of the Company upto 11th November, 2025, not liable to retire by rotation".

By Order of the Board of Directors,

Date: 05.12.2020

Place: Chennai

Nawal Kishore
Company Secretary

Registered office:

'Sri sai subhodhaya Apartments, Basement No.57/2B, East Coast Road, Thiruvanimiyur Chennai – 600041 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 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.
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.
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 December, 2020 to 29th December, 2020 (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. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business Item No. 2 to be transacted at the Meeting is annexed hereto.
11. 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 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 25th 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 2019-20 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 25th 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 2019-20 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 25th AGM and the Annual Report for the financial year 2019-20 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 25th 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 Tuesday, 22nd December, 2020 ('cut-off date').
 - v. Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - vi. The remote e-voting facility commences on Saturday, 26th December, 2020 (9.00 a.m.) (IST) and ends on Tuesday, 29th December, 2020 (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. Ms. Neha Agrawal, Practising Company Secretary (Membership No.F7707 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. Wednesday, 30th December, 2020.

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>
DOB	Enter the Date of Birth as recorded in your demat account / folio in dd/mm/yyyy format.

Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account / folio.</p> <p>Please enter DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the dividend Bank details field as mentioned in Instruction (v)</p>
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- (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 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.

18. The Annual Report of the Company for the financial year 2019-20 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: 05th December 2020

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

Item No. 2

Mrs. Elumalai Usha (DIN 05303130) 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 12th November, 2020 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. Elumalai Usha 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 Mrs. Elumalai Usha (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 she is not disqualified under Sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she 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. 2 seeks approval of the Members for the appointment of Mrs. Elumalai Usha as an Independent Director of the Company upto 11th November, 2025. She shall not be liable to retire by rotation.

Brief resume of Mrs. Elumalai Usha, nature of her expertise in specific functional areas, names of listed Companies in which she 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 Mrs. Elumalai Usha 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 Ordinary Resolution as set out at Item No. 2 of the Notice for approval by the Members.

Brief Profile of Mrs. Elumalai Usha

Mrs. Elumalai Usha is an expert with experience in Civil Engineering Industry. She has 8 years experience as Director. Her academic accomplishments include M.Com, MBA, LLB, Diploma in Civil Engineering and Diploma in Management. She is an Entrepreneur Running a Civil Engineering Business and also in Legal Practice.

She was earlier director in BC Buildings Private Limited and Indoland Infrastructure Private Limited and currently also has directorship in Garuda Structures Private Limited.

Item No. 2: Details of Directors Seeking Appointment / Re-appointment at the Annual General Meeting scheduled to be held on December 30, 2020 as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particulars	Elumalai Usha
DIN	05303130
Date of Birth	01.05.1984
Age	36
Date of First Appointment to the Board	12.11.2020
Qualifications	M.Com, MBA, LLB, Diploma in Civil Engineering and Diploma in Management
Expertise	Vast experience in the Civil Engineering Industry
Relationship with any Director(s) and Key Managerial Personnel of the Company	Nil
Directorship held in other Companies	Garuda Structures Private Limited
Memberships in the Committees of Board of other listed Companies as on 31st March, 2020	Nil
No. of Shares held in the Company as on 31st March, 2020	Nil
No. of Meetings of the Board attended during the financial year 2019-20	Nil

**By the Order of the Board
For MARG Limited
Nawal Kishore
Company Secretary**

Place: Chennai

Date: 05th December 2020



CIN-L45201TN1994PLC029561

Sri sai subhodhaya Apartments, Basement No.57/2B, East Coast Road, Thiruvanmiyur Chennai – 600041
E mail:- investor@marggroup.com Web:- www.marggroup.com

ATTENDANCE SLIP

Annual General Meeting: 30th December, 2020

DPID/CLIENTID :
Nameofshareholder :
Address :

Jt1 :
Jt2 :
No.ofShares :

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 **3rd Floor, Door no 15/26, 2nd Main Road, Kottur Gardens, Kotturpuram, Chennai - 600 085 on Wednesday 30th December, 2020.**

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:

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

Note:

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



Spirit of Visioneering

CIN-L45201TN1994PLC029561

Sri sai subhodhaya Apartments, Basement No.57/2B, East Coast Road, Thiruvannamiyur Chennai – 600041

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

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 Annual General Meeting of the Company, to be held on the **Wednesday 30th December, 2020 at 10.00 am at 3rd Floor, Door no 15/26, 2nd Main Road, Kottur Gardens, Kotturpuram, Chennai - 600 085** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS
1.	Adoption of Audited financial Statements
2.	
3.	

Signed this day of **December** 2020

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.