



# MARG Projects and Infrastructure Limited

Regd. Office: 501, Apex Chambers, 5<sup>th</sup> Floor, 20, Thyagaraya Road,  
T. Nagar, Chennai - 600 017.

## NOTICE

### **Dear Shareholder(s),**

Notice is hereby given that the Eighteenth Annual General Meeting of the Shareholders of MARG Projects and Infrastructure Limited will be held on Friday the 30<sup>th</sup> September, 2011 at 3.00 P.M. at the Auditorium of Exemplarr Worldwide Limited, 141, Rajiv Gandhi Salai, Kottivakkam, Chennai – 600 041, to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **Item No. 1: Adoption of Accounts**

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2011, Profit and Loss Account for the year ended 31<sup>st</sup> March 2011 and the Report of the Board of Directors and the Auditors thereon.

#### **Item No. 2: Re-appointment of Mr. Sudhir N Shenoy, Director**

To appoint a Director in place of Mr. Sudhir N Shenoy, Director, who retires by rotation and being eligible, offers himself for re-appointment.

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

To re-appoint auditors of the Company for the financial year 2011-12 and to fix their remuneration and to pass with or without modification the following resolution thereof:

RESOLVED THAT M/s. K Ramkumar & Co, Chartered Accountants, be and are hereby re-appointed as auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company on such remuneration as may be decided on mutual consent and advice of the Board.

### **SPECIAL BUSINESS:**

#### **Item No.4: Change of Registrar & Share Transfer Agent**

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

RESOLVED THAT pursuant to Section 163 of the Companies Act, 1956 and any other applicable provisions, if any, the Register of Members, Index of Members and copies of all information pertaining to Annual Return in relation to transfers/ transmission and Register of Members, etc. prepared under Section 159 of the Act, together with copies of the certificates and documents required to be annexed thereto under Section 161 of the Act, be kept with M/s. Cameo Corporate Services

Limited at Subramanian Building, No. 1, Club House Road, Chennai - 600 002, the Registrars and Share Transfer Agent instead with M/s. Knack Corporate Services Private Limited at New No. 2, Old No. 102, 1st Floor, III Cross Street, Karpagam Avenue, Mandaveli, Chennai – 600 028.

RESOLVED FURTHER THAT the Registers, indexes, returns and copies of certificates and all other documents of the Company referred to above be kept open for inspection at the place where they are kept, by the persons entitled thereto, to the extent, in the manner and on payment of fee, if any specified in the Act, between 10.00 A.M. and 1.00 P.M. on any working day, except when the Registers and Books are closed under the provisions of the Act or the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to finalise the date of shifting of the documents and to take such further steps as may be necessary in this regard.

**By Order of the Board,  
For MARG Projects and Infrastructure Limited**

**Satyaki Praharaj  
Company Secretary**

**Place: Chennai**

**Date: 13<sup>th</sup> August 2011**

### **NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2. 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 BLANK PROXY FORM IS ENCLOSED.**
3. Members/Proxies are requested to bring the Attendance Slip and hand it over at the entrance duly signed by them.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

5. The Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 setting out all the material facts in respect of Item No. 4 of the Notice is attached.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from 28<sup>th</sup> September 2011 to 30<sup>th</sup> September 2011 (both days inclusive).
7. Members whose shareholding is in the electronic mode are requested to direct change of address to their respective DP and members who is holding the shares in Physical form requested to notify their change of address, if any to the Company / Share Transfer Agent, M/s. Knack Corporate Services Private Limited, 17/9, Thiruvengadam Street, Mandaveli, Chennai – 600 028.
8. Members are requested bring their copy of the Annual Report to the Meeting.
9. The Register of Directors' shareholding, maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the members at the AGM.
10. In case of Joint holders attending the Meeting, only such joint holder who is first in the order of names will be entitled to vote.

**Details of the Director seeking reappointment at the Eighteenth Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement) are as under:**

Name	Date of Birth	Date of Appointment	Qualification	Expertise in Specific Functional Area	Other Directorship	Shares held
Mr.Sudhir N Shenoy	18.07.1968	31.07.2008	CA, ICWA	Having more than 16 years of experience and vast knowledge in accounting system, system security and implementation of SAP.	NIL	NIL

**Committee Memberships/Chairmanship of Other Companies: Nil**

**ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

**Item No. 4**

Pursuant to Section 163(1) of the Companies Act, 1956 the Register of Members, Index of Members and copies of all information pertaining to Annual Return in relation to transfers/ transmission and Register of Members, etc. prepared under Section 159 of the Act, together with copies of the certificates and documents required to be annexed thereto under Section 161 of the Act is being kept at the office of the Registrar & Share Transfer Agents, M/s. Knack Corporate Services Private Limited (erstwhile Trident Investment and Portfolio Services Private Limited) at their office at New No. 2, Old No. 102, 1st Floor, III Cross Street, Karpagam Avenue, Mandaveli, Chennai – 600 028.

The Board of Directors of your Company have decided to change the Registrar and Transfer Agent and accordingly shift the Share Registry from M/s. Knack Corporate Services Private Limited at New No. 2, Old No. 102, 1st Floor, III Cross Street, Karpagam Avenue, Mandaveli, Chennai – 600 028. to M/s. Cameo Corporate

Services Limited, at Subramanian Building, No. 1 Club House Road, Chennai – 600 002. The date of shifting of the records will be decided by the Board.

Accordingly, approval of the shareholders by a Special Resolution is being sought pursuant to the provisions of Section 163 of the Act. A copy of the Special Resolution set out in Item No.4 of the Notice will be delivered to the Registrar of Companies, Chennai in advance.

None of the Directors of the Company is in any way, concerned or interested in the said resolution.

The Directors recommend the Resolution for your approval as Special Resolution.

**By Order of the Board,  
For MARG Projects and Infrastructure Limited**



**Satyaki Praharaj  
Company Secretary**

**Place: Chennai  
Date: 13<sup>th</sup> August 2011**



**MARG Projects and Infrastructure Limited**

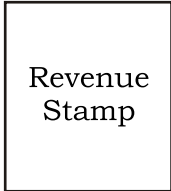
Regd. Office: 501, Apex Chambers, 5<sup>th</sup> Floor, 20, Thyagaraya Road,  
T. Nagar, Chennai - 600 017.

**PROXY FORM**

I / We \_\_\_\_\_ of \_\_\_\_\_ being a  
Members of MARG Projects and Infrastructure Limited hereby appoint \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_ or failing him  
\_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and  
Vote for me/us and on my / our behalf at the Eighteenth Annual General Meeting of the  
Company to be held on Friday, the 30<sup>th</sup> September 2011 at 3.00 P. M. at the Auditorium of  
Exemplarr Worldwide Limited, 141, Rajiv Gandhi Salai, Kottivakkam, Chennai 600 041 and at  
any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2011

Signature \_\_\_\_\_



\_\_\_\_\_ DP ID / Client ID / Folio Number

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

**Note: This Proxy Form must be returned so as to reach the Registered Office of the Company not less than forty eight hours before the time for holding the aforesaid meeting.**

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**ATTENDANCE SLIP**

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the Eighteenth Annual General Meeting of the Company on Friday,  
the 30<sup>th</sup> September 2011 at 3.00 P. M. at the Auditorium of Exemplarr Worldwide Limited, 141,  
Rajiv Gandhi Salai, Kottivakkam, Chennai 600 041.

\_\_\_\_\_ DP ID / Client ID / Folio number

\_\_\_\_\_ Signature of attending Member/Proxy

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

**Note: Please fill in this attendance slip duly signed and hand it over at the ENTRANCE AT THE MEETING**