



MARG Projects and Infrastructure Limited

Regd. Office: 501, Apex Chambers, 5th Floor, 20, Thyagaraya Road, T. Nagar, Chennai – 600 017.

NOTICE

Dear Shareholder(s),

Notice is hereby given that the Twentieth Annual General Meeting of the Shareholders of MARG Projects and Infrastructure Limited will be held on Monday the 30th day of September 2013 at 9.00 A.M. at the Auditorium of Exemplar 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 31st March 2013, Statement of Profit and Loss Account for the year ended 31st March 2013 and the Report of the Board of Directors and the Auditors thereon.

Item No. 2: Re-appointment of Mr. Gouri Shanker Mishra, Director

To appoint a Director in place of Mr. Gouri Shanker Mishra, 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 2013-14 and to fix their remuneration and to pass with or without modification the following resolution:

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: Raising of Funds through Financial Instruments

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

RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) (the "Act"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "SEBI ICDR Regulations"), the provisions of the Foreign Exchange Management Act, 2000, (FEMA), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time, Foreign Exchange Management (Transfer or Issue of any Foreign Security) (Amendment) Regulations, 2004, as amended from

time to time and all other applicable rules, regulations guidelines, notifications, clarifications, circulars issued by the Government of India (the "GOI"), the Reserve Bank of India (the "RBI"), Foreign Investment Promotion Board (the "FIPB"), the Securities and Exchange Board of India (the "SEBI"), the Stock Exchanges and/or any other competent authorities, institutions or bodies, as may be applicable (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed and subject to requisite approvals, permissions, consents and sanctions, if any, of the GOI, RBI, FIPB, SEBI, the Stock Exchanges, Registrar of Companies (ROC) and all other concerned authorities, institutions or bodies, whether in India and/or abroad, (hereinafter referred to as "Appropriate Authorities") as may be necessary, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions (hereinafter referred to as "Requisite Approvals") which may be agreed to or accepted by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the Company be and is hereby accorded to the Board in its absolute discretion to create, offer, issue and allot from time to time, in one or more tranches, in the course of domestic and /or international offerings to one or more persons whether or not they are members of the Company, including but not limited to Qualified Institutional Buyers as defined under the SEBI ICDR Regulations, whether Domestic Investors / Foreign Investors whether members of the Company or not, through Qualified Institutional Placement ("QIP"), through a public issue, rights issue, private placement and/or any other nature of offering as may be permitted under applicable law from time to time, with or without an over-allotment option/ green shoe option, if any, equity shares, secured or unsecured Debentures, Bonds, Warrants or any other securities whether convertible into equity shares or not including, but not limited to, Foreign Currency Convertible Bonds ("FCCB"), Optionally Convertible Debentures ("OCDs"), Bonds with Share warrants attached, Global Depository Receipts ("GDR"), American Depository Receipts ("ADR"), or any other equity related instrument of the Company or a combination of the foregoing including but not limited to a combination of equity shares and/ or any other securities whether convertible into equity shares or not at the option of the Company and / or holders of the securities (all of which are hereinafter collectively referred to as "Specified Securities"), for an amount not exceeding USD10 Million, including green shoe option, if

any, inclusive of such premium that may be finalized by the Board, whether to be listed on any stock exchange in India or any international stock exchange outside India, through an offer document and/or prospectus and/or offer letter, and/or offering circular, and/or on public and/or private basis, whether rupee denominated or denominated in one or more foreign currency, at such time or times, at such price or prices in such manner and on such terms and conditions as may be decided by and deemed appropriate by the Board as per applicable laws, including the discretion to determine the categories and combination of Investors to whom the offer, issue and allotment shall be made considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers, financial advisors and legal advisors, as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, (including any amendments thereto or re-enactment thereof) and the provisions of Chapter VIII of the SEBI ICDR Regulations and the provisions of Foreign Exchange Management Act, 2000, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, Foreign Exchange Management (Transfer or Issue of any Foreign Security) (Amendment) Regulations, 2004, the consent granted to the Board of Directors in terms of the preceding resolution to create, issue, offer and allot Specified Securities of amount not exceeding USD10 Million (inclusive premium), includes the consent granted to the Board of Directors to issue Specified Securities, in its sole discretion, to Qualified Institutional Buyers (as defined under the SEBI ICDR Regulations) pursuant to a Qualified Institutional Placement, as provided under Chapter VIII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the relevant date for determining the pricing of the Specified Securities to be allotted pursuant to the Qualified Institutional Placement, if any, would be the date as provided under Chapter VIII of the SEBI ICDR Regulations, as may be amended from time to time.

RESOLVED FURTHER THAT in case of an issuance of FCCBs, the relevant date for the determination of the issue price of the Specified Securities offered, shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as may be amended from time to time.

RESOLVED FURTHER THAT in addition to all applicable Indian laws, the Specified Securities issued in pursuance of this Resolution shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or proposed to be listed or that may in any other manner apply to such Specified Securities or provided in the terms of their issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Specified Securities as may be required, including issue and allotment of equity shares upon conversion of any Specified Securities referred to above or as may be necessary in accordance with the terms of the offer, all such equity shares shall rank pari passu and inter-se with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing, issue of the Specified Securities may be done upon all or any terms or combination of terms in accordance with international practices relating to the payment of interest, additional interest, premium on redemption, prepayment or any other debt service payments and all such terms as are provided customarily in an issue of Specified Securities of this nature.

RESOLVED FURTHER THAT the consent of the Company be and is hereby granted in terms of Section 293(1)(a) and other applicable provisions, if any, of the Act, and subject to all necessary approvals, to the Board to secure, if necessary all or any of the above Specified Securities to be issued by the creation of mortgage and/or charge on all or any of the Company's immovable and/or movable assets, both present and future, in such form and manner and on such terms as may be deemed fit and appropriate by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Specified Securities may have all or any terms and combination of terms in accordance with prevalent domestic and/or international market and for the purpose of giving effect to any issue or allotment of Specified Securities, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing and depository arrangement with institution/trustees/agents and similar agreements and to remunerate the managers, underwriters and all other agencies/intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offerings of Specified Securities with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Specified Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise, with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorized by the Company for issue of Specified Securities in registered or bearer form with such features and attributes as are prevalent in capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the domestic and/or international practice

and regulations and under the norms and practices prevalent in securities markets and also to seek the listing of such Specified Securities representing the same in one or more stock exchanges whether in India or outside India as may be required by applicable laws and/ or as the Board may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such consultants, lead managers, legal advisors, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors, merchant bankers and all such agencies as may be required for such offering of Specified Securities and to remunerate them by way of commission, brokerage, fees or in such manner and to enter into and execute all such contracts, arrangement, agreements, memoranda, documents etc. with such agencies and intermediaries and to seek listing of such Specified Securities on one or more national and/or international stock exchange(s).

RESOLVED FURTHER THAT the Board, be and is hereby authorized, in its absolute discretion, to dispose off such of these Specified Securities as are not subscribed, in such a manner, as the Board may deem fit and as permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and matters concerning thereto, connected therewith and incidental thereto, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient and to resolve and settle all questions and difficulties that may arise in the proposed issue / offer, allotment and conversion of any of the aforesaid Specified Securities, utilization of the issue proceeds and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors, directors, company secretary, such officer(s) of the Company any intermediary of such other person and to generally do all such acts, deeds and things as may be necessary or incidental for the above mentioned purpose.

Item No.5: Change of Registrar and Share Transfer Agent

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

RESOLVED THAT pursuant to Section 163 of the Companies Act, 1956 (the Act), the Register of Members, Index of Members, all documents related to physical Share Transfer, Transmission, Dematerialisation, Rematerialisation etc., and copies of all Annual Returns 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 at the office of M/s. GNSA Infotech Limited, Registrar and Share Transfer Agent Nelson Chambers, F Block, 4th Floor, 115 Nelson Manicakam Road, Aminjikarai, Chennai – 600 029.

RESOLVED FURTHER THAT the above shifting of the R & TA already done and all acts, deed and things done by the Board for the above purpose be and is hereby ratified.

**For and on behalf of the Board of Directors of,
MARG Projects and Infrastructure Limited**

Sd/-

G Srinivasa Reddy

Director

Place: Chennai

Date: 2nd September 2013

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 of the meeting hall 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 authorizing 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 & 5 of the Notice is attached.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from 27th September 2013 to 30th September 2013 (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. GNSA Infotech Limited, STA Department, Nelson Chambers, F Block, 4th Floor, 115 Nelson Manicakam Road, Aminjikarai, Chennai – 600 029

8. Members are requested to 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 Twentieth Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement) are as under:

Name	Mr. Gouri Shanker Mishra
Date of Birth	12.12.1977
Date of Appointment	31.07.2008
Qualification	FCS, L.L.B & MBA
Expertise in Specific Functional Area	He is a Fellow member of Institute of Company Secretaries of India having 12 years of experience in the Secretarial field and legal domain.
Other Director ship	Nil
Shares held	Nil

(i) Committee Memberships/Chairmanship of Other Companies: Nil

(ii) Mr. Gouri Shanker Mishra is the Independent Director and is not related to any other Directors of the Company

For and on behalf of the Board of Directors of, MARG Projects and Infrastructure Limited

Sd/-

G Srinivasa Reddy
Director

Place: Chennai

Date: 2nd September 2013

EXPLANATORY STATEMENT

PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No. 4 - Raising of long-term funds in order to finance capital expenditure and other uses as permitted by applicable rules and regulations, the Company proposes to raise upto USD10 Million (including premium and Green Shoe option) in one or more tranches through issue of Convertible Bonds or such other equity linked instruments or a mix of them by issue of equity or equity linked securities or such other permitted securities as may be finalized by the Board in the course of domestic and / or international offerings including but not limited to Qualified Institutional Placement within the meaning of Chapter VIII of the SEBI ICDR Regulations, Foreign Currency Convertible Bonds, Optionally Convertible Debentures, Bonds with share warrants attached, Global Depository Receipts, American

Depository Receipts or any other equity linked instruments of the Company or a combination of the foregoing, in one or more tranches, at a price determined in accordance with applicable law and otherwise on such terms and conditions as may be deemed appropriate by the Board and/or any Committee thereof at the time of the issue or allotment of the Securities.

The detailed terms and conditions of the Issue as and when made will be determined by the Board of Directors in consultation with the Merchant Bankers, Lead Managers, Advisors, Underwriters and other experts in accordance with the applicable provisions of the law. Since the pricing and other terms of the offering cannot be decided except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the terms. However, the same would be in accordance with the SEBI (ICDR) Regulations, 2009 and /or issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Mechanism) Scheme, 1993 as amended from time to time or any other guidelines/ regulations as may be applicable and in case of an issue of Securities to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations, the issue price of Securities shall be at a price, being not less than the price calculated in accordance with Chapter VIII of SEBI ICDR Regulations, as amended from time to time, and the relevant date in this regard shall be the date on which the Board decides to open the issue of Securities or such other time as may be allowed under the SEBI Guidelines from time to time.

Section 81 of the Companies Act, 1956 provides, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons, who, on the date of the offer, are holders of the equity shares of the Company, in proportion to the capital paid up on those shares as of that date unless the Members decide otherwise. The Listing Agreements with the various Stock Exchanges also provide that the Company shall issue or offer in the first instance all Securities to the existing equity shareholders, unless the Members in a General Meeting decide otherwise.

The said special resolution, if passed, shall have the effect of allowing the Board on behalf of the Company to issue and allot the securities otherwise than on pro-rata basis to the existing shareholders.

The equity shares, if any, shall rank in all respects pari passu with the existing Equity shares of the Company.

The Board recommends the resolution for approval of the shareholders.

None of the Directors of the Company is concerned or interested in the said resolution

Item No. 5 - Pursuant to Section 163 (1) of the Companies Act, 1956 approval was accorded to the Company for keeping inter alia the register of Members and index of Members, at the office of the Registrar & Share Transfer Agent instead of at the registered office of the Company. Further SEBI vide its circular no. D&CC/FITTC/CIR-15/2002 dated December 27, 2002 has made it mandatory to maintain the Share Transfer & related books and Demat documents at single point, either at the registered office or with the Registrar and Share Transfer Agent. The registers and documents referred in Section 163 are already kept outside the registered office of the Company. The shareholders have already passed resolution at the Annual General Meeting held on 30th September 2011 for shifting of the above mentioned documents to a new Registrar and Share Transfer Agent from the existing R&TA.

SEBI has suspended the previous R & TA M/s Knack Corporate Services Private Limited to function as R & TA for 3 months and it had become necessary to transfer the data and documents to some other R & TA. The Board decided that as the Company is relatively small one and most of the shareholders who hold the shares in physical form belong to smaller towns and hence they approached M/s GNSA Infotech Limited to act as R & TA for the Company. Consequently M/s

GNSA Infotech Limited was appointed as the Registrar and Share Transfer Agent of the Company w.e.f 12th January 2013. The said appointment was already intimated to Stock Exchanges, Depositories and other Statutory Authorities.

Hence the Board wishes to get above appointment of the new Registrar and Share Transfer Agent, ratified by the Shareholders.

The Board recommends the resolution for approval of the shareholders.

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

**For and on behalf of the Board of Directors of,
MARG Projects and Infrastructure Limited**

**Sd/-
G Srinivasa Reddy
Director**

**Place: Chennai
Date: 2nd September 2013**

**ATTENDANCE SLIP SHALL BE HANDED OVER TO THE SHAREHOLDERS /
PROXIES UPON VERIFICATION OF SIGNATURE AT
THE ENTRANCE OF THE MEETING HALL**



MARG Projects and Infrastructure Limited

Regd. Office: 501, Apex Chambers, 5th 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 Twentieth Annual General Meeting of the Company to be held on Monday the 30th September 2013, at 9.00 A.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 2013

Signature

**Revenue
Stamp**

.....
No. of Shares held

.....
DP ID / Client ID / Folio Number:

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.