



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 Nineteenth Annual General Meeting of the Shareholders of MARG Projects and Infrastructure Limited will be held on Saturday the 29th September, 2012 at 11:00 A.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 31st March 2012, Profit and Loss Account for the year ended 31st March 2012 and the Report of the Board of Directors and the Auditors thereon.

Item No. 2: Re-appointment of Mr. M Abdul Hakeem, Director

To appoint a Director in place of Mr. M Abdul Hakeem, 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 2012-13 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.

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

Sd/-
G S Reddy
Director

Place: Chennai
Date: 14th August 2012

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 authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 27th September 2012 to 29th September 2012 (both days inclusive).
6. ***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, No. 6/18, I Floor, Poes Road. I Street, Teynampet, Chennai - 600 018.***
7. Members are requested bring their copy of the Annual Report to the Meeting.
8. 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.
9. 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 Nineteenth 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. M Abdul Hakeem	04.05. 1956	09.04. 2007	CAIIB	He is a banker with more than 32 years of Experience	i.MARG Realities Limited ii.Anumanthai Beachside Resorts Private Limited	Nil

(i) Committee Memberships/Chairmanship of the other Companies: Nil

(ii) Mr. M Abdul Hakeem is the Independent Director and is not related to any other Directors of the Company.



MARG Projects and Infrastructure Limited

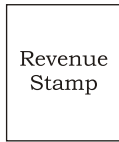
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PROXY FORM

I / Weof.....being a Members of MARG Projects and Infrastructure Limited hereby appoint..... of or failing himof as my/our proxy to attend and Vote for me/us and on my / our behalf at the Nineteenth Annual General Meeting of the Company to be held on Saturday, 29th September 2012 at the Auditorium of Exemplarr Worldwide Limited, 141, Rajiv Gandhi Salai, Kottivakkam, Chennai - 600 041. and at any adjournment thereof.

Signed this..... day of 2012

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 Nineteenth Annual General Meeting of the Company on Saturday, the 29th September 2012 at 11.00 A.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.