



MARG Projects and Infrastructure Limited
CIN : L65991TN1993PLC025252

Registered Office: Sri Sai Subhodhaya Apartments, Basement, No.57/2B, East Coast Road, Thiruvanniyur, Chennai - 600041
Email:mpil@marggroup.com

NOTICE

Dear Shareholder(s),

Notice is hereby given that the 22nd Annual General Meeting of the Shareholders of M/s. MARG Projects and Infrastructure Limited will be held on **Wednesday, the 30th December 2015 at 9.00 AM at the Sri Sai Subhodhaya Apartments, Basement, No.57/2B, East Coast Road, Thiruvanniyur, Chennai-600 041**, to transact the following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015, including the Audited Balance Sheet as at 31st March 2015, the Statement of Profit and Loss Account for the year ended 31st March 2015 and the Report of the Board of Directors and the Auditors thereon.

Item No. 2: Re-appointment of Mr. G Srinivasa Reddy (DIN: 01356350), Director

To appoint a director in place of Mr. G Srinivasa Reddy, Director, who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3: Appointment of Statutory Auditors

To appoint auditors to hold office from the conclusion of Annual General Meeting till the conclusion of the 23rd Annual General Meeting and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 as amended from time to time, M/s. K Ramkumar & Co, Chartered Accountants, (Firm Registration No. 02830S) be and are hereby re-appointed as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of 23rd 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: To appoint Mr. S Chandrashekar (DIN: 01419613) as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an 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) and Clause 49 of the Listing Agreement, Mr. S Chandrashekar (DIN: 01419613), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company w.e.f 30th September 2014 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company upto September 29, 2020, not liable to retire by rotation.

Item No. 5: To appoint Mrs. Jayashri Samal (DIN: 06786667) as Director

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

RESOLVED THAT pursuant to the provisions of 149,150, 152 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) and Clause 49 of the Listing Agreement, Mrs. Jayashri Samal (DIN: 06786667), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company w.e.f 20th March 2015 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

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

Place: Chennai
Date: 14th November 2015

Sd/
G Srinivasa Reddy
Director

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 PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY 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. As Stipulated in Clause 49 of the Listing Agreement, information in respect of the Directors of the Company seeking appointment and re-appointment at this Annual General Meeting is annexed hereto and/ also given in the Corporate Governance Report, which forms part of the Annual Report.
4. 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.
5. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. The Register of Members and Share Transfer Books of the Company shall remain closed for 7 days from 24th December 2015 to 30th December 2015 (both days inclusive).
8. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Ministry of Corporate Affairs (MCA), vide circulars dated 21st April and 29th April, 2011 respectively, has undertaken a "Green Initiative in Corporate Governance" and allowed Companies to share documents with its shareholders through electronic mode. Accordingly, Members are requested to support this green initiative by registering/updating their e-mail addresses and changes therein from time to time.
10. The e-Voting period will commence on Sunday, 27th December, 2015 (9.00 A.M.) and ends on Tuesday, 29th December, 2015 (6.00 P.M.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 4th December, 2015, may

cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Wednesday, 23rd December, 2015.

The Company has appointed Mr. Satyaki Praharaj of S Praharaj & Associates, Practicing Company Secretary of S Praharaj & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

The Scrutinizer shall within a period of not exceeding 3 (three) working days from the conclusion of the 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.margprojects.com and on the website of NSDL within 2 (two) days of passing of the resolutions at the AGM and communicated to the stock exchanges.

The procedure and instructions for e-voting is furnished in this notice.

11. The Annual Report of the Company for the financial year 2014-15 circulated to the Members of the Company will also be made available on the Company's website www.margprojects.com.
12. 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.
13. Members may please note that no gifts shall be distributed at the venue of the meeting.
14. **Members who have not registered their e-mail 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.**

**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

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. S Chandrashekar as an Additional Director of the Company with effect from September 30, 2014.

In terms of the provisions of Section 161(1) of the Act, Mr. S Chandrashekar would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. S Chandrashekar for the office of Director of the Company.

Mr. S Chandrashekar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act *inter alia* stipulates the criteria of independence. As per the said Section 149, an independent director can hold office for a period of five years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. S Chandrashekar that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. S Chandrashekar possesses appropriate skills, experience and knowledge, *inter alia*, in the field of finance.

In the opinion of the Board, Mr. S Chandrashekar fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. S Chandrasekar is independent of the management.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. S Chandrashekar is appointed as an Independent Director and the resolution seeks approval of members for his appointment as an Independent Director of the Company upto September 29, 2020 pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the rules made there under. He is not liable to retire by rotation.

Copy of the letter for appointment of Mr. S Chandrashekar as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. S Chandrashekar and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs. Jayashri Samal as an Additional Director of the Company with effect from March 20, 2015.

In terms of the provisions of Section 161(1) of the Act, Mrs. Jayashri Samal would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Jayashri Samal for the office of Director of the Company.

Mrs. Jayashri Samal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Keeping in view at the interest of the Company, Mrs. Jayashri Samal is appointed as Director and the resolution seeks approval of members for her appointment as an Director of the Company be and is hereby appointed as Director of the Company, liable to retire by rotation.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

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

Place: Chennai
Date: 14th November 2015

Sd/-
G Srinivasa Reddy
Director

BRIEF PROFILE OF THE DIRECTOR OF THE COMPANY PROPOSED TO BE RE-APPOINTED AT THE 21ST ANNUAL GENERAL MEETING

I. Name of the Director	Mr. S Chandrashekar
Date of Birth	09-06-1960
Expertise	Accounts and Finance
Name(s) of other Companies in which Directorships held	M/s Atul Institutions of Learning M/s Rupak Constructions Private Limited M/s Amir Constructions Private Limited M/s Akhil Infrastructure Private Limited M/s Abhinaya Infradevelopers Private Limited M/s Sathsang Constructions Private Limited M/s Kanchanajunga Infradevelopers Private Limited M/s Kirtidhara Academic Institutions M/s Jai Ganesh Infradevelopers Private Limited M/s Navita Estates Private Limited M/s Darpan Educational Institutions M/s Guiding Infradevelopers Private Limited M/s Dolphin Infradevelopers Private Limited M/s Adhunik Infradevelopers Private Limited M/s Synergy Habitat Private Limited M/s Krab Consultancy & Constructions Private Limited
Name of other Companies (other than MARG Projects and Infrastructure Limited) in which Committee membership (s)/Chairmanship (s) held	
Total shares held by him in the Company	NIL
Relationship with other directors	NIL

I. Name of the Director	Mrs. Jayashri Samal
Date of Birth	13-05-1980
Qualification	BA, BL
Expertise	Legal
Name(s) of other Companies in which Directorships held	NIL
Name of other Companies (other than MARG Projects and Infrastructure Limited) in which Committee membership (s)/Chairmanship (s) held	NIL
Total shares held by him in the Company	NIL
Relationship with other directors	NIL

The Instructions for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants]:

- (i) Open email and open PDF file viz; "mpil.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above Click Login.
- (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of MPIL.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to spraharaj@spna-cs.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company / Depository Participants or requesting physical copy]:

- l.
 - (a) Initial password is provided on the cover of the Notice.

- (b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of 'A' above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.e-voting.nsdl.com
 - III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password / PIN for casting your vote.
 - IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - V. The e-voting period commences on December 27, 2015 (9:00 am) and ends on December 29, 2015 (6:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of December 4, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of December 4, 2015.
 - VII. Mr. Satayaki Praharaj, Practicing Company Secretary (CP No.10755) of M/s S Praharaj & Associates, Company Secretaries, Chennai has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
 - VIII. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - IX. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.margprojects.com and on the website of NSDL within 2 (two) days of passing of the resolutions at the AGM of the Company on 30th December 2015 and communicated to the Stock Exchanges where the shares of the company are listed.



MARG Projects and Infrastructure Limited
CIN : L65991TN1993PLC025252

Registered Office: Sri Sai Subhodhaya Apartments, Basement, No.57/2B, East Coast Road, Thiruvanmiyur, Chennai - 600041, Email:mpil@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/ *DP ID/*Client ID:	

I / We, being the member(s) of ----- shares of MARG Projects and Infrastructure Limited, hereby appoint:

1. Name		
Registered Address		
E-mail ID:		
Signature		or failing him / her

2. Name		
Registered Address		
E-mail ID:		
Signature		or failing him / her

3. Name		
Registered Address		
E-mail ID:		
Signature		

my/our proxy to attend and 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, December 30, 2015 at 9:00 a.m. at Sri Sai Subhodhaya Apartments, Basement, No.57/2B, East Coast Road, Thiruvanmiyur, Chennai-600 041 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For*	Against*
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended 31 st March 2015.		
2	Re-election of Mr. G Srinivasa Reddy as Director		
3	Appointment of M/s. K Ramkumar & Co, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration		
4	Appointment of Mr. S Chandrashekar as an Independent Director of the Company for a term of upto Five years		
5	Appointment of Mrs. Jayashri Samal as Director		

Signed this _____ day of _____ 2015.

Signature of the member

Signature of the proxy holder(s)

Affix
Revenue
Stamp

Notes:

1. *Please put a 'X' in the Box in the appropriate column against the respective resolutions, if you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013 a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
3. 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.