



## MARG Projects and Infrastructure Limited

CIN : L65991TN1993PLC025252

Registered Office: 501, Apex Chambers, 5<sup>th</sup> Floor, 20, Thayagaraya Road, T. Nagar,  
Chennai 600 017, Email:mpil@marggroup.com

### NOTICE

Dear Shareholder(s),

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of the Shareholders of M/s. MARG Projects and Infrastructure Limited will be held on **Tuesday, the 30<sup>th</sup> September 2014 at 9.00 AM at the Auditorium of Exemplarr Worldwide Limited, 141, Rajiv Gandhi Salai, Kottivakkam, 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 31<sup>st</sup> March, 2014, including the Audited Balance Sheet as at 31<sup>st</sup> March 2014, the Statement of Profit and Loss Account for the year ended 31<sup>st</sup> March 2014 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 this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT 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 the 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: Alteration of Articles of Association

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

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 ('the Act') read with Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to amend the Articles of Association of the Company, by inserting following new Article 2A after Article 2:

***"2A Wherever in the Companies Act, 2013 ('CA 2013'), it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction(s) only if the Company is so authorized by its Articles, then and in that case by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority, to carry out such transaction(s) as have been permitted by the CA 2013 without there being any separate/specific article in that behalf herein provided."***

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be deemed necessary or expedient, to give effect to this Resolution.

##### Item No. 5: Approval for Borrowing Limits

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

RESOLVED THAT in supercession of the resolution passed at the General Meeting of the Company on the matter and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Companies Act, 1956 (including any statutory modification or re-enactment thereof) and General Circular No 4/2014 dated March 25, 2014 and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 100 crores (Rupees One Hundred Crores only) and the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.

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

Place: Chennai  
Date: 14<sup>th</sup> August 2014

**Sd/-**  
**G Srinivasa Reddy**  
**Director**

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 3 days from 28<sup>th</sup> September 2014 to 30<sup>th</sup> September 2014 (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 21<sup>st</sup> April and 29<sup>th</sup> 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 Annual Report of the Company for the financial year 2013-14 circulated to the Members of the Company will also be made available on the Company's website [www.margprojects.com](http://www.margprojects.com)
11. 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.
12. Members may please note that no gifts shall be distributed at the venue of the meeting.
13. **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 members may please note that the Ministry of Corporate Affairs ('MCA') vide its notifications dated 12<sup>th</sup> September, 2013 and 26<sup>th</sup> March, 2014 has notified many substantive provisions of the Companies Act, 2013 ('the Act'), which governs general working of companies. However, provisions relating to National Company Law Tribunal, compromise, arrangement and amalgamations, winding-up and some other provisions have yet to be notified by the MCA. With the notifications of various Sections of the Act, existing Articles of Association of the Company require alterations and empowerment to the Company to carry out certain transactions in accordance with the provisions of the Act.

It is proposed to amend the existing article by including an Article No. 2A to authorize and empower the Company to carry out certain transactions, as permitted under the Act without there being any separate/specific article in existing Articles of Association.

A copy of the Articles of Association of the Company together with proposed alteration would be available for inspection free of cost by the members at the Registered Office of the Company.

No Director, Key Managerial Personnel or their relatives, is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution at item no. 4 for approval of the Members as a Special Resolution.

#### **Item No.5:**

The Shareholders of the Company passed a resolution under section 293(1)(d) of the Companies Act, 1956 authorising the Board of Directors to Borrow a sum of Rs. 1,000 Crores over and above the paid up capital and free reserves of the Company.

The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No 4/2014 dated March 25, 2014 clarified that the Resolutions passed under Sections 293 of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until September 11, 2014.

The approval of the Members for the said borrowing is therefore now being sought, by way of a Special Resolutions, pursuant to Section 180(1)(c) of the Act.

No Director, Key Managerial Personnel or their relatives, is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution at Item no. 5 for approval of the Members as a Special Resolution.

For and on behalf of the Board of Directors  
**For MARG Projects and Infrastructure Limited**  
Sd/-

Place: Chennai  
Date: 14<sup>th</sup> August 2014

**G Srinivasa Reddy**  
Director

#### **BRIEF PROFILE OF THE DIRECTOR OF THE COMPANY PROPOSED TO BE RE-APPOINTED AT THE 21<sup>ST</sup> ANNUAL GENERAL MEETING**

**Mr. G Srinivasa Reddy** (aged 53 years), is a B.E. Civil Engineer by qualification. He has over 29 years of experience in the areas of project execution. He has executed grass-root level projects of Nagarjuna Fertilisers & Chemicals Limited Ph-I & II, Oswal Chemicals & Fertilisers, Shahjahanpur unit. He has also worked in oil and gas exploration units of ONGC, BPCL and IOCL

#### **Directorships in other Companies**

1. MARG Marine Infrastructure Private Limited

#### **Committee Memberships/Chairmanship of other Companies**

Nil

#### **Shareholding in MARG Projects and Infrastructure Limited**

Nil

#### **Disclosure of relationships between directors**

Mr. G Srinivasa Reddy is the Non Executive Non Independent Director and is not related to any other Directors of the Company.

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#### **The Instructions for e-voting are as under:**

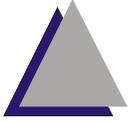
#### **A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants]:**

- (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 evoting: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](mailto: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]:**
- I (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](http://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 September 23, 2014 (9:00 am) and ends on September 25, 2014 (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 August 29, 2014, 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 share holder 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 August 29, 2014.
- VII Mr. Satyaki Praharaj, Practicing Company Secretary (CP No.10755) of M/s S Praharaj & Associates, Practicing Company Secretaries, Chennai has been appointed as the Scrutinizer to scrutinize 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](http://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 30<sup>th</sup> September 2014 and communicated to the Stock Exchanges where the shares of the company are listed.

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**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**

CIN : L65991TN1993PLC025252

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

Name of the Member (s)	
Registered Address	
E-mail ID	
Signature	or failing him / her

Name of the Member (s)	
Registered Address	
E-mail ID	
Signature	or failing him / her

Name of the Member (s)	
Registered Address	
E-mail ID	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21<sup>st</sup> Annual General Meeting of the Company, to be held on Tuesday, September 30, 2014 at 9:00 a.m. at the Auditorium of Exemparl Worldwide Limited, 141, Rajiv Gandhi Salai, Kottivakkam, 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 <sup>st</sup> March 2014.		
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	Alteration in Articles of Association of the Company		
5	Approval for Borrowing Limits		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

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Signature of the member

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Signature of the proxy holder(s)



**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
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 BLAN PROXY FORM IS ENCLOSED.