



MARGO FINANCE LIMITED

CIN : L65910MH1991PLC080534

Regd. Office : Office No. 3, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale,
Dist. Kolhapur - 416109, Maharashtra

Corporate Office : 506, Pragati Tower, 26, Rajendra Place, New Delhi - 110 008

Phone : 011 – 25753331, 41539444, 25767330

E-mail : info@margofinance.com Website : www.margofinance.com

NOTICE

NOTICE is hereby given that 24th Annual General Meeting of the shareholders of MARGO FINANCE LIMITED will be held on Saturday the 22nd August, 2015 at 3:00 P.M. at the Registered Office of the Company at Office No. 3, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur – 416 109, to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of Auditors' and Directors' thereon.
2. To appoint a Director in place of Mr. Anil Kumar Jain (DIN : 00086106), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

“**RESOLVED THAT** pursuant to provisions of Section 139(1) and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder and subject to ratification of their appointment by shareholders at every subsequent Annual General Meeting, M/s AVK & Associates, Chartered Accountants, (Firm Registration No. 002638N) be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of 26th Annual General Meeting (subject to the rectification of the appointment by the Members at every AGM held after this AGM) at such remuneration as may be decided by the Board of Directors.”

SPECIAL BUSINESS :

4. 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and Clause 49 of the Listing Agreement, Mr. Anilkumar Indralal Gulati (DIN : 02739661) who was appointed as an Additional Director (Independent) by the Board of Directors, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 for signifying his candidature as a Director be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from the date of 24th Annual General Meeting of the Company and he is not liable to retire by rotation.”

5. 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and Clause 49 of the Listing Agreement, Mr. Venkiteswaran Venkiteswaran Parlikad (DIN : 07006240) who was appointed as an Additional Director (Independent) by the Board of Directors, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 for signifying his candidature as a Director be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from the date of 24th Annual General Meeting of the Company and he is not liable to retire by rotation.”

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provision of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and rule made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the said Act and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to appoint, Ms. Rekha Tukaram Bolkar (DIN : 06446020) as Managing Director of the Company for a period of three years from 11.02.2015 to 10.02.2018 on the remuneration and terms and conditions as set out in the explanatory statement attached thereto.

RESOLVED FURTHER THAT Ms. Rekha Tukaram Bolkar, Managing Director of the Company be and is hereby designated as Key Managerial Personnel (KMP) for compliance of the Section 203(1) of the Companies, Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

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

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 152(6) read with other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article of Association of the Company, the approval of the Members of the Company be and is hereby accorded to consider Ms. Rekha Tukaram Bolkar, Managing Director for ascertaining the number of Directors to be retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and as may be required to give effect to the aforesaid resolution.”

By Order of the Board
For **MARGO FINANCE LIMITED**

Place : Mumbai
Date : 13th May, 2015

Jyotsna Jindal
Company Secretary
ACS : 37276

Notes :

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. The instrument of proxy, in order to be effective, must be deposited at the Registered Office of the Company duly completed and signed not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting right, then such proxy shall not act as a proxy for any other person or shareholder.
3. Register of members and the share transfer books of the Company will remain closed from 17.08.2015 to 22.08.2015 (both days inclusive).
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s Link Intime India Pvt. Ltd. (R & T Agent) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to R & T Agent.
6. (a) Members holding shares in physical form are advised to submit particulars of their Bank account viz. Name of the Bank, address of the branch, 9 digit MICR code of the branch, type of account and account number to the Company's Registrars and Transfer Agents viz. Link Intime India Pvt. Ltd. (Unit: Margo Finance Ltd.) 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi – 110 028.
(b) Members holding shares in demat form are advised to inform the particulars of their bank account to their respective Depository Participants.

- (c) Members are requested to provide their e-mail addresses for sending the notice/documents etc. to them through email and also requested to register their email IDs and changes therein for future communication.
 - (d) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or R & T Agent for assistance in this regard.
7. Members seeking any information with regard to the Accounts, are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.
 8. Members / Proxies are requested to bring their attendance slip duly filled for attending the aforesaid Meeting. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 9. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014, Shareholders holding shares in physical form may file nomination in the prescribed SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.
 10. Notice of the 24th Annual General Meeting of the Company along with Attendance Slip and Proxy Form, is being sent to all the members in electronic mode, whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 24th Annual General Meeting of the Company is being sent in the permitted mode. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for the year 2014-15 will also be available on the Company's website www.margofinance.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Kolhapur for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Registrar and Share Transfer Agent's at their E-mail ID : delhi@linkintime.co.in
 11. The voting rights of Members shall be in proportion to the equity shares held by them in the paid up equity share capital of the Company as on 17th August, 2015 ('cut-off date'). Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote on all the resolutions set forth in the Notice of AGM using remove e-voting or ballot form at the AGM.
 12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent, M/s Link Intime India Pvt. Ltd.
 13. The Route Map and prominent land mark for easy location of the venue of AGM is annex on page No. 6 of the Notice.
 14. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on 22nd August, 2015 are provided in Annexure - 1 of this Notice.

ADDITIONAL INFORMATION

Brief profile of Mr. Anil Kumar Jain, who retires by rotation and is eligible for re-appointment:

Mr. Anil Kumar Jain is commerce graduate having approx. 38 years of experience in general business and administration.

Outside Directorship :

Indo Count Industries Limited
Pranavadiya Spinning Mills Limited

By Order of the Board
For **MARGO FINANCE LIMITED**

JYOTSNA JINDAL
Company Secretary
ACS : 37276

Place : Mumbai
Date : 13th May, 2015

EXPLANATORY STATEMENT

PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM Nos. 4 & 5 :

Mr. Anilkumar Indralal Gulati (DIN : 02739661) was appointed as an Additional (Independent) Director of the Company with effect from November 13, 2014 by the Board of Directors. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Mr. Gulati has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

Mr. Anilkumar Indralal Gulati has rich experience of 30 years in the field of Finance, Account and Taxation.

Mr. Gulati is Director in 5 other Companies as follows :

Sl. No.	Names of the Companies / Bodies Corporate / Firms / Association of Individuals	Directorship
1.	Funfirst Funtronic Private Limited	Director
2.	Durlabh Technology Solutions Private Limited	Director
3.	Grey Sim Limited	Director
4.	Funfirst Global Skillers Private Limited	Director
5.	Grey Sim Learnings Foundation	Director

Directors are of the view that Mr. Gulati would bring valuable experience and gender diversity to the Board and the Company would benefit from his appointment as an Independent Director. Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item No. 4 of the Notice for appointment of Mr. Gulati as an Independent Director, not liable to retire by rotation.

A statement containing his profile is given as per Annexure 1.

Except Mr. Gulati, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Mr. Venkiteswaran Venkitaswaran Parlikad (DIN : 07006240) was appointed as an Additional (Independent) Director of the Company with effect from November 13, 2014 by the Board of Directors. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director.

Mr. Parlikad has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

Mr. Venkiteswaran Venkitaswaran Parlikad has rich experience in field of Accounts.

Mr. Parlikad does not have any other Directorship in other Companies.

Directors are of the view that Mr. Parlikad would bring valuable experience and gender diversity to the Board and the Company would benefit from his appointment as Independent Director. Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item No. 5 of the Notice for appointment of Mr. Parlikad as an Independent Director, not liable to retire by rotation.

A statement containing his profile is given as per Annexure 1.

Except Mr. Parlikad, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

In the opinion of the Board, both the Directors fulfill the conditions specified in the Companies Act, 2013 read with rules made there under and Clause 49 of the Listing Agreement for their appointment as Independent Directors of the Company. Copy of the draft letter for appointment of as an Independent Directors setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Further in Compliance with the provision of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of these Directors as Independent Directors is being placed before the Members for their approval.

ITEM NOS. 6 & 7 :

Ms. Rekha Tukaram Bolkar, Managing Director of the Company is appointed by the Board of Directors on the recommendation of the Nomination and Remuneration Committee in their Meeting held in February, 2015 for a term of 3 years from 11.02.2015 to 10.02.2018. The material provisions of the agreement to be entered into with Ms. Rekha Tukaram Bolkar are as under :

1.	Basic Salary	:	Rs. 1,31,760/- P.A.
2.	Housing Rent Allowance	:	Rs. 56,880/- P.A.
3.	Special Allowances	:	Rs. 45,144/- P.A.
4.	Conveyance Allowance	:	Rs. 9,600/- P.A.
5.	Medical Allowance	:	Rs. 15,000/- P.A.
6.	The MD shall also be eligible and entitled for the following perquisites :		
	(a) Contribution to Provident Fund as per the rule of the Company.		
	(b) Ex-Gratia Rs. 4,800/- P.A.		

Pursuant to the provisions of Section 197, 198 of the Companies Act, 2013 read together with Schedule V thereof and rules made thereunder, in case of no profits or inadequacy of profits the Company is permitted to pay to the Managerial Remuneration upto the ceiling limits as specified in Schedule V and subject to the approval of Members by way of an ordinary resolution.

For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the provision of Companies Act, 2013 read with rule made there under and Schedule V of the said Act and Income Tax Rules.

The following shall not be included for the purpose of computation of the Managing Director's remuneration or perquisites as aforesaid :

- (i) The Company's contribution to Provident Fund and Superannuation Fund pursuant to the Rules of the Company.
- (ii) Gratuity payable to the Managing Director pursuant to the Rules of the Company.
- (iii) Encashment of leave at the end of tenure or at the time of ceasing to be Managing Director pursuant to the Rules of the Company.

Payment of remuneration is approved by resolution passed by the Nomination and Remuneration Committee in its meeting dated 10th February, 2015. As required by the Companies Act, 2013, approval of the members is being sought, for the appointment and remuneration of Ms. Rekha Tukaram Bolkar as Managing Director.

Ms. Rekha Tukaram Bolkar has only one Directorship in Commet Impex Private Limited.

The draft Agreement between the Company and the Managing Director is available for inspection by the members at the Company's Registered office during normal business hour on any working day.

Hence, your Directors recommend the above resolution for approval of the Shareholders as a Ordinary Resolution. Except Ms. Rekha Tukaram Bolkar no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

In Compliance of the provision of Section 152(6) of the Companies Act, 2013 read with rule made thereunder and Article of Associate of the Company the term of appointment of Ms. Bolkar, Managing Director of the Company are being revised and she will be considered for ascertaining the number of Directors to retire by rotation. Accordingly, the Board recommends the passing of the Special Resolution as set out in the Item No. 7 of the Notice for variation in the terms of appointment of Ms. Bolkar, Managing Director by considering her as rotational Director.

This may also be treated as a written memorandum setting out the terms of reappointment of Ms. Rekha Tukaram Bolkar, pursuant to the Companies Act, 2013. A statement containing her profile is given as per Annexure 1.

Contact Details

Company : Margo Finance Limited Regd. Office : Office No. 3, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur – 416 109, Maharashtra CIN : L65910MH1991PLC080534 E-mail ID : info@margofinance.com	Registrar and Transfer Agent : Link Intime India Pvt. Ltd. 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR, Narania, Delhi-110028 Phones : 011-41410592/3/4
Scrutinizer : CV Kulkarni Practising Company Secretary E-mail ID : cvkulkarnics@gmail.com	e-Voting Agency : Central Depository Services (India) Limited E-mail ID : helpdesk.evoting@cdslindia.com

Additional Information relating to appointment/ Re-appointment of the Directors at the Annual General Meeting of the Company pursuant to Clause 49 of the Listing Agreement are as under :

Name of the Director	Mr. Anilkumar Indralal Gulati	Mr.Venkiteswaran Venkitaswaran Parlikad	Ms. Rekha Tukaram Bolkar
DIN	02739661	07006240	06446020
Date of Birth	18.07.1964	17.03.1958	21.05.1967
Date of Appointment	13.11.2014	13.11.2014	23.08.2014
Experience in the Specific Functional Area	Mr. Anilkumar Indrala Gulati has got more than 30 years of experience in the field of Finance, Accounts and Taxation.	Mr. Venkiteswaran Venkitaswaran Parlikad has got more than 25 years of experience in the field of Accounts.	Ms. Rekha Tukaram Bolkar has got more than 21 years of experience in the field of Administration.
Qualification	Graduate Degree in Commerce	Graduate	Commerce Graduate
Directorship in other Public Companies	NIL	NIL	NIL
Member (M), Chairman (C) of the Committee of the Board of the Public Limited Companies on which he/she is a Director	NIL	NIL	NIL
No. of Shares held in the Company	NIL	NIL	NIL

ROUTE MAP OF THE MEETING VENUE



E-Voting :

Pursuant to section 108 of the Companies Act, 2013 read with Rules 20 of Companies (Management and Administration) Rules, 2015, and Clause 35B of Listing Agreement the Company is pleased to provide 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 24th Annual General Meeting of the Company.

The facility for voting, through ballot / polling paper shall also be made available at the venue of the 24th AGM. The Members attending the Meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting. The members who have already cast their vote through remote e-voting may attend the Meeting but shall not be entitled to cast their vote again at the AGM.

The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on cut off date i.e. 17th August, 2015.

The instructions for shareholders voting electronically are as under :

- i) The remote e-voting period begins on 19th August, 2015 at 10.00 a.m. (IST) and ends on 21st August, 2015 at 05.00 p.m (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 17th August, 2015 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m (IST) on 21st August, 2015.
- ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
- iii) The shareholders should log on to the e-voting website: www.evotingindia.com
- iv) Click on "Shareholders" tab to cast your vote.
- v) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- viii) If you are a first time user, follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Bank details field as mentioned in instruction (v).

- ix) After entering these details appropriately, click on "SUBMIT" Tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant on which you choose to vote. In this case, it would be Margo Finance Limited.
- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii) If you as a Demat account holder have forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Note for Non-Individual Shareholders & Custodians :
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s)/folio numbers on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person, who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut off date i.e. 17th August, 2015, may follow the same instructions as mentioned above for e-Voting or send a request at delhi@linkintime.co.in or at investors@margofinance.com. However, if such member is already registered with CDSL for remote e-voting the he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by CDSL by using “Forgot user Details / Password” option avail on www.evotingindia.com.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and evoting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
 - C V Kulkarni, Practicing Company Secretary (Membership No.: 3342; CP No: 2792) (Address: Flat No.2, B-Wing, Suyash Apartments, 769 / 770, Sadashiv Peth, Barrister Gadgil Street, Pune - 411 030) has been appointed as scrutinizer for conducting the e-voting process in the fair and transparent manner.
 - Notice of the Meeting is also displayed at www.margofinance.com or at www.evotingindia.com
 - The result of voting will be announced by the Chairman of the Meeting after the 24th AGM to be held on 22nd August, 2015, the result of the Meeting will be communicated to the Stock Exchanges and will be placed on the website of www.cdslindia.com and www.margofinance.com.

In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company/Depository Participant(s)] :

- a) User ID and initial password –This is provided at the bottom of the attendance slip for the Annual General Meeting (which is being sent along with this Notice)
- b) Please follow all steps from sl. no. (i) to sl. no. (xxi) above to cast vote.
2. Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
3. Once the vote on a resolution is cast by a member, the Member shall not be allowed to change it subsequently or cast the vote again.
4. In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at CDSL website www.evotingindia.com.

The Scrutinizer shall, immediately after conclusion of General Meeting, first count the vote, thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three (3) days from the conclusion of Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, and submit forthwith to the Chairman or person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.

The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes

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)

MARGO FINANCE LIMITED**CIN : L65910MH1991PLC080534****Regd. Office :** Office No. 3, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale,
Dist. Kolhapur - 416109, Maharashtra**Corporate Office :** 506, Pragati Tower, 26, Rajendra Place, New Delhi - 110 008

Phone : 011 – 25753331, 41539444, 25767330

E-mail : info@margofinance.com Website : www.margofinance.com

Name of the Member(s) :

Registered Address of the Member :

E-mail ID :

Client ID No./ Regd. Folio No.* :

DP ID No. :

* Applicable for investors holding shares in physical form.

I / We being a Member / Members of _____ shares of Margo Finance Limited hereby appoint

1. Name _____ Address _____
E-mail ID _____ Signature _____ or failing him / her
2. Name _____ Address _____
E-mail ID _____ Signature _____ or failing him / her
3. Name _____ Address _____
E-mail ID _____ Signature _____ or failing him / her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 24th Annual General Meeting of the Company, to be held on the Saturday 22nd day of August, 2015 at 3:00 P.M. at the Registered Office of the Company at Office No. 3, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur – 416 109 Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below :

Item No.	Resolution	For	Against
1.	Ordinary Resolution for Adoption of Annual Financial Statements and Reports of the Company		
2.	Ordinary Resolution for Re-appointment of Mr. Anil Kumar Jain as Director of the Company		
3.	Ordinary Resolution for Appointment of M/s AVK & Associates as Statutory Auditors		
4.	Ordinary Resolution for Appointment of Mr. Anilkumar Indralal Gulati, as an Independent Director of the Company		
5.	Ordinary Resolution for Appointment of Mr. Venkiteswaran Venkitaswaran Parlikad as an Independent Director		
6.	Ordinary Resolution for Appointment of Ms. Rekha Tukaram Bolkar, as Managing Director of the Company		
7.	Special Resolution for variation in terms of Appointment of Mrs. Rekha Tukaram Bolkar, as Managing Director of the Company		

Signed this _____ day of _____ 2015.

Signature of Shareholder _____

Signature of Proxy _____

Affix a
Re. 1/-
Revenue
Stamp

- NOTE: (i) This form of proxy in order to be effective should be duly completed and deposited at Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- (ii) Please complete all details including all details of Member(s) in above box before submission

MARGO FINANCE LIMITED

CIN: L65910MH1991PLC080534

Regd. Office: Office No. 3, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur – 416 109, Maharashtra

Email ID: info@margofinance.com; Website: www.margofinance.com

ATTENDANCE SLIP

(TWENTY FOURTH ANNUAL GENERAL MEETING)

Folio No.	:	Sl. No. :
Name of Member	:	
Registered Address	:	

I/We hereby record my/our presence at the **24th ANNUAL GENERAL MEETING** of the Company held on Saturday, the 22nd day of August, 2015 at 3:00 P.M. at the Registered Office of the Company at Office No. 3, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur – 416 109 Maharashtra

Name of the Member (in BLOCK LETTERS) _____

DP ID : _____ Client ID : _____

Folio No. : _____ No. of Shares Held: _____

Name of the Proxy (in BLOCK LETTERS) _____

(To be filled in if the valid proxy has been duly lodged with the Company)

Signature of Member/Proxy _____

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence No. (EVSN)	USER ID	Sequence Number/Or (Default PAN No.)
150721008		

Note: For electronic voting kindly log-on to E-voting website www.evotingindia.co.in. Please read the instruction given at Page No. 7 of the Notice of Twenty Fourth Annual General Meeting carefully before voting electronically.