



CIN-L45201TN1994PLC029561

Registered Office: Sri sai subhodhaya Apartments, Basement No.57/2B, East Coast Road, Thiruvannamiyur Chennai - 600041

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of **MARG LIMITED** will be held on Thursday, **30th September, 2021** at 3rd Floor, Door no 15/26, 2nd Main Road, Kottur Gardens, Kotturpuram, Chennai - 600 085 at **11.00 AM.**, to transact the following business

ORDINARY BUSINESS:

Item No. 1: Adoption of Audited Financial Statements:

To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and pass the following resolution(s) as an **Ordinary Resolution(s)**:

(a) "RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

(b) "RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

SPECIAL BUSINESS:

Item No. 2: Appointment of Mrs. Savitha Prasannakumar (DIN 09151330) as an Independent Director:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special 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), Mrs. Savitha Prasannakumar (DIN 09151330), who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Article of Association of the Company with effect from 10th May 2021 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received in writing under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of a Director, be and is hereby appointed as an Independent director of the Company upto 09th May, 2026, not liable to retire by rotation".

Item No. 3: Appointment of Mrs. Kandasamy Karpagambal (DIN 08977681) as Non Independent Director:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **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), Mrs. Kandasamy Karpagambal (DIN 08977681), who was appointed as an Additional Director (Non-Executive Non-Independent) pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Article of Association of the Company with effect from 10th May 2021 and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received in writing under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of a Director, be and is hereby appointed as Non-Executive Non Independent director of the Company".

By Order of the Board of Directors,

Date: 06.09.2021
Place: Chennai

Nawal Kishore
Company Secretary

Registered office:

'Sri sai subhodhaya Apartments, Basement No.57/2B, East Coast Road, Thiruvannamiyur Chennai - 600041 CIN: L45201TN1994PLC029561
Website: www.marggroup.com;
E-mail: investor@marggroup.com
Tel: +91 78258888140

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE TWENTY SIXTH ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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.

2. A PERSON CAN ACT AS A PROXY FOR ONLY 50 MEMBERS 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. Corporate Members intending to send their authorized representative(s) to attend the Meeting pursuant to section 113 of Companies Act 2013 are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.

4. The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors, who were appointed in the Annual General Meeting held on 14th March 2017.

5. 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 their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

6. 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.

7. 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.

8. The Register of Members and Share Transfer Books of the Company shall remain closed for 7 days from 24th September, 2021 to 30th September, 2021 (both days inclusive).

9. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under, will be available for inspection by the members at the AGM.



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10. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business Item No. 2 and Item No. 3 to be transacted at the Meeting is annexed hereto.

11. Details of Directors seeking appointment/re appointment, as required to be provided pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided in the explanatory statement of this Notice.

12. The Company's Registrar & Transfer Agents for its share registry (both, physical as well as electronic) is Cameo Corporate Services Limited ("Cameo") having its office at "Subramanian Building", 1, Club House Road, Chennai - 600 002. (UNIT: MARG Limited).

13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar & Transfer Agent of the Company.

14. Electronic copy of the Notice of the 26th AGM of the Company, inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form and the Annual Report of the Company for the financial year 2020-21 is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.

15. Members, who have not registered their e-mail address so far, are requested to register their e-mail address with the Company (RTA)/ Depository Participant(s) for receiving all communications including Annual Reports, Notices, etc. from the Company electronically.

16. Members may also note that the Notice of the 26th AGM and the Annual Report for the financial year 2020-21 will also be available on the Company's website www.marggroup.com for downloading.

17. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are as under:

i. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members, facility to exercise their right to vote at the 26th AGM by electronic means and the business mentioned in the Notice may be transacted through remote e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided by provided by Central Depository Services (India) Limited (CDSL).

ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

iii. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

iv. 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 Thursday, 23rd September, 2021 ('cut-off date').

v. Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

vi. The remote e-voting facility commences on Sunday, 26th September, 2021 (9.00 a.m.) (IST) and ends on Wednesday, 29th September, 2021 (5.00 p.m.) (IST). During this period, members may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter by CDSL and voting through electronic means shall not be allowed beyond the said date and time.

vii. Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

viii. Any person, who becomes a member of the Company after the dispatch of Notice of AGM and holding shares as on the cut-off date, may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or by contacting Cameo at investor@cameoindia.com to cast their vote. The detailed procedure for obtaining user ID and password is also provided in this Notice

ix. In case of any queries or issues regarding e-voting, members are requested to refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evotingindia@cdslindia.com. In case of any grievances connected with the facility of voting through electronic means, please contact Central Depository Services (India) Limited (CDSL), 17th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400001, Tel: 022-22728588

x. Ms. Neha Agrawal, Practising Company Secretary (Membership No.F7707 CoP No. 8065) , has been appointed as the Scrutinizer to scrutinize the remote e-voting as well as physical voting process in a fair and transparent manner.

xi. The Scrutinizer shall within a period not exceeding 2 (two) working days from the conclusion of the remote 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.marggroup.com and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM and communicated to the stock exchanges.

i. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM i.e. Thursday, 30th September, 2021.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

Pursuant to SEBI circular no.

SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information</p> |



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| | <p>provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLoginThe system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders holding securities in demat mode with NSDL | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> |

| | |
|--|---|
| | <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22- 23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |



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Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company
 - Enter the Image Verification as displayed and Click on Login.
- 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. If you are a first time user follow the steps given below.

vi. Now, fill up the following details in the appropriate boxes:

| | |
|-----------------------|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department Members who have not updated their pan with the company/depository participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| DOB | Enter the Date of Birth as recorded in your demat account / folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account / folio. Please enter DOB or Dividend 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 dividend Bank details field as mentioned in Instruction (v) |

- After entering these details appropriately, click on "SUBMIT" tab.
- 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 to be also 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 remote 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the MARG Limited on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

j) If Demat account holder has forgotten the changed password then Enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.

k) Note for Institutional Shareholders & Custodians

l) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

m) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

n) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

o) 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.

p) 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.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

18. The Annual Report of the Company for the financial year 2020-21 circulated to the Members of the Company will also be made available on the Company's website www.marggroup.com

19. Members may please note that no gifts shall be distributed at the venue of the meeting.

20. Members who have not registered their email 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.

**By the Order of the Board
For MARG Limited**

**Nawal Kishore
Company Secretary**

Place: Chennai

Date: 06th September 2021

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, ("the Act")

Item No. 2

Mrs. Savitha Prasannakumar (DIN 09151330) was appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 10th May, 2021 holds office upto the date of this Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mrs. Savitha Prasannakumar for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mrs. Savitha Prasannakumar (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Act.

Pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder, the resolution as set out at item No. 2 seeks approval of the Members for the appointment of Mrs. Savitha Prasannakumar as an Independent Director of the Company upto 09th May, 2026. She shall not be liable to retire by rotation.



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Brief resume of Mrs. Savitha Prasannakumar, nature of her expertise in specific functional areas, names of listed Companies in which she holds Directorship and Membership/ chairmanship of Board Committees, shareholding and relationships amongst Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are provided in this Notice.

Except Mrs. Savitha Prasannakumar to whom the resolution relates, none of the other Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned in the resolution. The Board commends the Special Resolution as set out at Item No. 2 of the Notice for approval by the Members.

Brief Profile of Mrs. Savitha Prasannakumar

Mrs. Savitha Prasannakumar is a graduate in accounting and Commerce and Post Graduate in Human resources has more than 10 years experience.

Item No. 2: Details of Directors Seeking Appointment / Re-appointment at the Annual General Meeting scheduled to be held on September 30, 2021 as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

| Particulars | Savitha Prasannakumar |
|---|--|
| DIN | 09151330 |
| Date of Birth | 20.02.1980 |
| Age | 41 |
| Date of First Appointment to the Board | 10.05.2021 |
| Qualifications | B.Com, MBA. |
| Expertise | Vast experience in the accounting and human resource |
| Relationship with any Director(s) and Key Managerial Personnel of the Company | Nil |
| Directorship held in other Companies | Nil |
| Memberships in the Committees of Board of other listed Companies as on 31st March, 2021 | Nil |
| No. of Shares held in the Company as on 31st March, 2021 | Nil |
| No. of Meetings of the Board attended during the financial year 2020-21 | Nil |

Item No. 3

Mrs. Kandasamy Karpagambal (DIN 08977681) was appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 10th May, 2021 holds office upto the date of this Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mrs. Kandasamy Karpagambal for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mrs. Kandasamy Karpagambal (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Act.

Pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder, the resolution as set out at item No. 3 seeks approval of the Members for the appointment of Mrs.

Kandasamy Karpagambal as Non Independent Director of the Company.

Brief resume of Mrs. Kandasamy Karpagambal, nature of her expertise in specific functional areas, names of listed Companies in which she holds Directorship and Membership/ chairmanship of Board Committees, shareholding and relationships amongst Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are provided in this Notice.

Except Mrs. Kandasamy Karpagambal to whom the resolution relates, none of the other Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned in the resolution. The Board commends the Ordinary Resolution as set out at Item No. 3 of the Notice for approval by the Members.

Brief Profile of Mrs. Kandasamy Karpagambal

Mrs. Kandasamy Karpagambal is a graduate in accounting and Commerce has more than 10 years experience.

Item No. 3: Details of Directors Seeking Appointment / Re-appointment at the Annual General Meeting scheduled to be held on September 30, 2021 as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

| Particulars | Kandasamy Karpagambal |
|---|--|
| DIN | 08977681 |
| Date of Birth | 01.10.1990 |
| Age | 30 |
| Date of First Appointment to the Board | 10.05.2021 |
| Qualifications | B.Com |
| Expertise | Vast experience in the Accounting and Taxation |
| Relationship with any Director(s) and Key Managerial Personnel of the Company | Nil |
| Directorship held in other Companies | 1. Nishant Agriculture Private Limited 2. Dove Habitat Private Limited 3. Spark Infrastructure Private Limited 4. Kodur Developers Private Limited 5. Vishwashakthi Project Services Private Limited 6. Rupak Constructions Private Limited 7. Vidur Infrastructure Private Limited 8. Signa Infrastructure India Limited 9. Avinash Constructions Private Limited 10. Marg Properties Limited 11. Kadambani Education |
| Memberships in the Committees of Board of other listed Companies as on 31st March, 2021 | Nil |
| No. of Shares held in the Company as on 31st March, 2021 | Nil |
| No. of Meetings of the Board attended during the financial year 2020-21 | Nil |

**By the Order of the Board
For MARG Limited
Nawal Kishore
Company Secretary**

**Place: Chennai
Date: 06th September 2021**



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Registered Office: Sri Sai Subhodaya Apartments, No.57/2B, East Coast Road, Thiruvannamiyur, Chennai - 600041

E mail:- investor@marggroup.com Web:- www.marggroup.com

ATTENDANCE SLIP

Annual General Meeting: 30th September, 2021

DPID/CLIENTID :
Name of the shareholder :
Address :

Jt1 :
Jt2 :
No. of Shares :

I certify that I am a Member / Proxy for the Member holding shares.

I Certify that I have / have not cast my E-vote.

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company at **3rd Floor, Door no 15/26, 2nd Main Road, Kottur Gardens, Kotturpuram, Chennai - 600 085** on **Thursday 30th September, 2021.**

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note : Please fill in this attendance slip and hand it over at the ENTRANCE OF THE MEETING HALL.

KINDLY ALSO NOTE THAT NO GIFTS, CONVEYANCE ETC. WILL BE GIVEN AT THE MEETING.

E-VOTING PARTICULARS:

| EVEN (Electronic Voting Event No.) | USER ID (16 Digits Demat Account /Folio No.) | PASSWORD / PIN |
|---|---|-----------------------|
| | | |

Note: Please read instructions given at Note no. 17 of the Notice of the Annual General Meeting carefully before voting electronically.



CIN-L45201TN1994PLC029561

Registered Office: Sri Sai Subhodaya Apartments, No.57/2B, East Coast Road, Thiruvannamiyur, Chennai - 600041
E mail:- investor@marggroup.com Web:- www.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./ Client Id/DPID : _____

I/ We, being the member(s) ofshares of the above named Company, here by 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 Annual General Meeting of the Company, to be held on the **Thursday 30th September, 2021 at 11.00 am** at **3rd Floor, Door no 15/26, 2nd Main Road, Kottur Gardens, Kotturpuram, Chennai - 600 085** and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | RESOLUTIONS |
|----------------|---|
| 1. | Adoption of Audited financial Statements |
| 2. | Appointment of Mrs. Savitha Prasannakumar as an Independent Director |
| 3. | Appointment of Mrs. Kandasamy Karpagambal as Non Independent Director |

Signed thisday of..... **September**2021

Signature of the Shareholder:

Signature of the Proxy holder(s).....

Affix
Revenue Stamp
of not less than
(Rs. 1/-)

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

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CORPORATE INFORMATION



Chairman & Managing Director
MR. G R K REDDY

DIRECTORS

Mrs. Elumalai Usha
Mr. R Dinesh
Mrs. V Revathi
Mrs Kandasamy Karpagambal
Mrs Savithaprasannakumar

CHIEF FINANCIAL OFFICER (CFO)

Mr. R Balasubramaniam Srinivasan

COMPANY SECRETARY

Mr. Nawal Kishore

AUDITORS

M/s. A R Krishnan & Associates.
Chartered Accountants,
SF-2, Lokesh Towers, No. 37 (old No. 18),
Kodambakkam High Road,
Nungambakkam, Chennai – 600 034.

REGISTERED OFFICE & CORPORATE OFFICE

Sri Sai Subhodaya Apartments
No.57/2B, East Coast Road
Thiruvanmiyur, Chennai – 600 041

WEBSITE

www.marggroup.com

STOCK EXCHANGES

I) BOMBAY STOCK EXCHANGE LIMITED

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

Registrar & Share Transfer Agent

M/s. Cameo Corporate Services Limited
Subramanian Building,
No. 1 Club House Road,
Chennai – 600 002



DIRECTORS' REPORT

To,
The Members of
MARG Limited

Your Directors are presenting the 26th Annual Report together with the Financial Statements for the financial year ended 31st March 2021.

1. FINANCIAL RESULTS

(Rs. in Crores)

| Particulars | Year Ended 31 st March, 2021 | Year Ended 31 st March, 2020 |
|---|---|---|
| Income from operations | 3.06 | 0.85 |
| Non-operating Income | 5.70 | 27.57 |
| Total income | 8.76 | 28.42 |
| Profit/(loss) before Depreciation, Finance Cost and Tax Expense (EBDIT) | 3.04 | (6.40) |
| Depreciation | 6.32 | 6.83 |
| Interest & Finance charges | 0.01 | - |
| Profit/(Loss) before tax | (3.29) | (13.23) |
| Tax Expense | | |
| Current Tax | NIL | NIL |
| Deferred Tax | NIL | NIL |
| Profit/(Loss) after Tax | (3.29) | (13.23) |
| Balance in Profit & Loss Account | (217.87) | (204.67) |
| Amount available for appropriation | (220.98) | (217.87) |
| Dividend | NIL | NIL |
| Dividend tax | NIL | NIL |
| Amount transferred to General Reserve | NIL | NIL |
| Balance in Profit and Loss Account | (220.98) | (217.87) |

During the Financial Year 2020-21, total revenue of the Company stands at Rs. 8.76 Crores as against Rs. 28.42 Crores in the previous year. The EBDIT is Rs. 3.04 Crores, compared to previous year of (Rs. 6.40 Crores). The Company incurred net loss of Rs. 3.29 Crores during the financial year ended March 31, 2021 as compared to net loss of Rs. 13.23 Crores in the previous year. This is primarily due to slow down of operation, lack of fund availability of projects, depressed markets, increase in cost of raw materials and labour.

2. DIVIDEND

Due to loss incurred by the Company, your Directors have not recommended any dividend for the financial year ended March 31, 2021.

3. BUSINESS HIGHLIGHTS 2020-21

MARG Revenue Stands at Rs. 8.76 Crores in the Financial Year 2020-21.

4. DIRECTORS

The composition of the Board of Directors is in compliance with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013.

The board is duly constituted with required number of Independent Directors and Whole Time Directors.

5. MEETINGS

During the year under review, the Board of Directors met 5 (Five) times on June 29, 2020, September 14, 2020, November 12, 2020, December 05, 2020 and February 12, 2021.

In accordance with Clause VII of the Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on February 12, 2021.

6. ANNUAL EVALUATION BY THE BOARD

The Board has made a formal evaluation of its own performance and that of its committees and individual directors as required under section 134(3) (p) of the Companies Act, 2013.

7. AUDIT RELATED MATTERS

A. AUDITORS

The members of the Company at the 21st Annual General Meeting had appointed M/s. A R Krishnan & Associates., Chartered Accountants (Firm Registration No.009805S), Chennai, as the Statutory Auditors of the Company, to hold office from the conclusion of 21st Annual General Meeting of the Company until the conclusion of the 26th Annual General Meeting.

The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2019 issued by the Ministry of Corporate Affairs, Government of India. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors, who were appointed in the Annual General Meeting held on March 14, 2017 for a period of 5 years.

The Statutory Auditors have confirmed that they are not disqualified to act as Auditors and are eligible to hold office as Auditors of your Company.

B. SECRETARIAL AUDIT REPORT

The Board had appointed Mrs. Neha Agrawal, Company Secretary in Whole-time Practice (Membership No. FCS 7707) as Secretarial Auditor for the financial year ended 31st March, 2021 to carry out the Secretarial Audit under the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The report of the Secretarial Auditor is enclosed to this report as "Annexure A".