





MARG Projects and Infrastructure Limited

(Formerly MARG Holdings and Financial Services Limited)

Regd. Office: 501 Apex Chambers, 20 Thyagaraya Road, T.Nagar, Chennai – 600 017

NOTICE TO THE MEMBERS

Dear Shareholder(s)

Notice is hereby given that the Sixteenth Annual General Meeting of the Shareholders of MARG Projects and Infrastructure Limited (Formerly MARG Holdings and Financial Services Limited) will be held on Wednesday the 30th September 2009 at 2.00 P.M. at Registered Office of the Company at 501, Apex Chambers, 20, Thyagaraya Road, T Nagar, Chennai – 600 017, to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2009 and the Balance Sheet as on that date and the Report of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr. M Abdul Hakkeem who retires by rotation and being eligible, offers himself for reappointment.
- 3) To appoint auditors of the Company and to fix their remuneration.

RESOLVED THAT M/s K Ramkumar & Co, Chartered Accountants, be and are hereby re-appointed as auditors of the company from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company on such remuneration as may be decided on mutual consent and advise of the Board.

SPECIAL BUSINESS:

- 4) REAPPOINTMENT OF MR G S REDDY AS WHOLE TIME DIRECTOR

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

RESOLVED THAT pursuant to the provisions of the Articles of Association of the Company and as per Section 198, 269, 309, 310 and 317 of the Companies Act, 1956 (ACT) and other applicable provisions if any of the ACT read along with Schedule XIII to the ACT as amended up to date, Mr. G S Reddy be and is hereby appointed as Whole Time Director of the Company for a period of three years w.e.f. 1st August 2009, not liable to retire by rotation and following terms and conditions of remuneration be and are hereby approved:

1) SALARY:

- (i) Basic: Rs. 80,000 per month.
- (ii) Conveyance Allowance: Rs. 10,000 per month.
- (iii) Special or any other Allowance: Not exceeding Rs. 100,000 per month.

2) PERQUISITES:

(i) Housing/House Rent Allowance

The expenditure incurred by the company will be subject to a ceiling of 50% of the basic salary. In case he opts for house rent allowance, it would be 50% of the basic salary.

(ii) Medical Reimbursement

Expenses incurred for him and his family subject to a maximum of Rs. 15,000/- per annum.

(iii) Leave and Leave Travel Concession

Leave as per rules of the Company including encashment of leave. Leave Travel Concession will be provided as per the rules of the Company.

(iv) Food Coupon/Meal Pass

Food Coupon/Meal passes for an amount of Rs. 48,000/- per annum.

(v) Personal Accident Insurance

Personal Accident Insurance as per the rules of the Company.

3) OTHER PAYMENTS AND PROVISIONS

(i) **Contribution to Provident Fund and Superannuation Fund**
Contribution towards Provident Fund will be subject to a ceiling of 12% of the basic salary.

(ii) Gratuity

Gratuity payable shall not exceed fifteen days Salary for each completed year of service.

(iii) Car

Provision for car for use on Company's business purpose.

(iv) Telephone

Provision of Telephone at residence will not be considered as a perquisite.

RESOLVED FURTHER THAT the total remuneration payable to Mr. G S Reddy shall not exceed 5% of net profit calculated as per Section 349 and 350 of the Companies Act as provided in Section I Part II of Schedule XIII.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. G S Reddy shall be the minimum remuneration payable to him in terms of the provisions of Section II Part II of Schedule XIII to the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to increase, decrease, alter or vary the terms of the remuneration from time to time in such manner so as not to exceed Rs. 250,000/- per month, the maximum limit for the time being as per the provisions of Clause B of Section II Part II of Schedule XIII of the Companies Act, 1956 in case of inadequate profit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto.

By Order of the Board,

for MARG Projects and Infrastructure Limited

Satyaki Praharaj
Company Secretary

Place: Chennai

Date: 31.07.2009

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 setting out all the material facts in respect of Item No. 4 of the Notice is attached.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 23.09.2009 to 30.09.2009 (both days inclusive).
6. Members are requested to notify their change of address, if any, to the Company / Registrar and Share Transfer Agent, M/s. Knack Corporate Services Private Limited, 17/9, G.V. House, Thiruvengkatam Street, Mandaveli, Chennai - 600 028
7. Members are requested to bring their copy of the Annual Report to the Meeting.
8. 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.
9. Brief notes on the background and the functional expertise of the Director proposed for appointment are furnished below, along with details of companies in which he is Director and his shareholding in the Company.

Name	Date of Birth	Date of Appointment	Qualification	Expertise in Specific Functional Area	Other Directorship	Shares held
Mr. M Abdul Hakkeem	04-May-1956	09-Apr-2007	CAIIB	Mr. M Abdul Hakkeem, aged about 53 years, is a Banker with having more than 30 years of Experience.	1. Marg Realities Limited 2. Anumanthai Beachside Resorts Private Limited 3. Swarnabhoomi Port Private Limited 4. Goldenview Nivas Private Limited 5. Highrise Housing Projects Private Limited 6. Indraprastha Homes Private Limited 7. Marg Communications Private Limited 8. Marigold Villas Private Limited 9. Mayur Habitat Private Limited 10. Rainbow Habitat Private Limited	Nil (Does not hold any shares in Company)
Mr. G S Reddy	10-Aug-1960	20-Jan-2004	B Tech	Mr. G S Reddy is a civil engineer with 25 years of experience in the areas of project execution. He has executed grassroot level projects of Nagarjuna Fertilizers and Chemicals Limited Phase I and II, Oswal Chemicals and Fertilizers. He has also worked with ONGC, IOCL and BPCL in oil and gas exploration.	Nil	Nil (Does not hold any shares in Company)

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

ITEM NO. 4

Mr. G S Reddy took over the charge as Whole Time Director of the Company w.e.f. 1st August 2004 for 5 years. His tenure is getting over on 31st July 2009. During last two years Company has transformed its business into Construction and Infrastructure Development. The Equity Shares of the Company has resumed trading at the Stock Exchanges and the sales and profit of the Company has increased substantially.

The Board at its Meeting held on 31st July 2009 has re-appointed him as the Whole Time Director for a further period of three years with effect from 1st August 2009 to 31st July 2012. The re-appointment is subject to approval of shareholders.

Remuneration Committee constituted as per the provisions of Companies Act and Listing Agreement has duly approved the remuneration payable to him. The Board on recommendation of the Committee has approved the re-appointment with remuneration as approved by Remuneration Committee.

The Company has entered into agreement with Mr. G S Reddy. The Agreement is open for inspection by the Members at the Registered Office of the Company on any working day between 10 a.m. to 12 noon (excluding Saturdays, Sundays and public holidays) upto and including the day of the Annual General Meeting.

The Profit for the last financial year is inadequate in terms of the remuneration approved by the Board. Accordingly, the present remuneration is being provided under Clause B of Section II Part II of Schedule XIII.

ADDITIONAL INFORMATION

I. GENERAL INFORMATION:

1. Nature of industry:

Construction- Contractors and Infrastructure Developers

2. Date or expected date of commencement of commercial production:

Not Applicable. The Company is engaged in construction, project and infrastructure development and has been executing the contract for last one year.

3. Incase of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable. The Company is an existing Company incorporated on 16th June 1993.

4. Financial performance based on given indicators:

(Amt. in Rs Lacs)

Particulars	Financial Year 08-09	Financial Year 07-08	Financial Year 06-07
Total Income	1769.15	985.25	7.27
Profit after Tax	172.48	819.52	1.00

5. Export performance and net foreign exchange collaborations:

The Company has no foreign currency income or expenditure during the financial year ended 31st March 2009.

6. Foreign investments or collaborators, if any:

There is no foreign investment or foreign collaboration in the Company.

II. INFORMATION ABOUT THE APPOINTEE:

1. Background details

Mr. G S Reddy is a civil engineer with 25 years of experience in the areas of project execution. He has executed grassroot level projects of Nagarjuna Fertilizers and Chemicals Limited, Phase I and II, Oswal Chemicals and Fertilizers. He has also worked with ONGC, IOCL and BPCL in oil and gas exploration.

2. Past remuneration

Rs. 209,940/- p.m and perquisites and other benefits as per Company Rules and Agreement with Company.

3. Recognition or awards

Nil

4. Job profile and her suitability

Mr. G S Reddy provided leadership and strategic guidance to the company. He has been instrumental in guiding business development and transforming the Company. His re-appointment would provide continued guidance to the Company.

5. Remuneration proposed

Salary of a maximum of Rs. 190,000/- p.m, House rent allowance perquisites and other benefits as per Company Rules and Agreement with the Whole time Director and as detailed in the Resolution subject to limit of Schedule XIII.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The remuneration payable to Mr. G S Reddy has been benchmarked with the remuneration being given drawn by similar positions in construction and infrastructure companies. Companies of comparable size in the industry have been considered by the remuneration committee and Board of Directors of the Company.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any
Mr. G S Reddy is not related to any director or managerial persons of the Company nor is he having any other pecuniary relationship with the Company apart from the remuneration.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits

The Company has started taking up the project in this industry. Earlier Company engaged in different activity.

2. Steps taken or proposed to be taken for improvement

Company has increased its area of operation and it is expected that it would further increase its areas of operation.

3. Expected increase in productivity and profits in measurable terms

Not applicable

Your Directors recommend the Resolution for your approval.

Memorandum of Interest

Mr. G S Reddy, Whole Time Director may be deemed to be concerned and interested in the Resolution relating to his appointment and remuneration. None of the other directors of the Company is in any way concerned or interested in the said resolution.

By Order of the Board

for MARG Projects and Infrastructure Limited



Satyaki Praharaj
Company Secretary

Place: Chennai

Date: 31.07.2009

**ATTENDANCE SLIP SHALL BE HANDED OVER TO THE SHAREHOLDERS/
PROXIES UPON VERIFICATION OF SIGNATURE AT
THE ENTRANCE OF THE MEETING HALL**

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MARG Projects and Infrastructure Limited
(Formerly MARG Holdings and Financial Services Limited)

Regd. Office: 501 Apex Chambers, 20 Thyagaraya Road, T.Nagar, Chennai – 600 017

PROXY FORM

I / Weofbeing a
Members of MARG Projects and Infrastructure Limited hereby appoint
.....ofor failing him
.....ofas my / our proxy to attend and
Vote for me / us and on my / our behalf at the Sixteenth Annual General Meeting of the
Company to be held on Wednesday, 30th September 2009 and at any adjournment thereof.
Signed this.....day of.....2009

Signature

Revenue
Stamp

DP ID/ Client ID / Folio number:No. of Shares.....

Note: This Proxy Form must be returned so as to reach the Registered Office of the Company not less than forty hours before the time for holding the aforesaid meeting.

BOARD OF DIRECTORS

Mr. G Srinivasa Reddy
Mr. M Abdul Hakkem
Mr. Gouri Shanker Mishra
Mr. Sudhir N Shenoy

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Satyaki Praharaj

AUDITORS

M/s. K. Ramkumar & Co
Chartered Accountants
E-7, III Floor, Gemini Parsn Apartments
Cathedral Garden Road
Chennai - 600 006

BANKERS

State Bank of India
Axis Bank Limited

REGISTERED OFFICE

501, Apex Chambers, 5th Floor
No. 20, Thayagaraya Road
T. Nagar, Chennai – 600 017
Phone: 044 – 2434 0727 / 28

REGISTRAR AND SHARE TRANSFER AGENTS

M/s Knack Corporate Services Private Limited
17/9, G V House
Thiruvakkam Street
Mandaveli, Chennai – 600 028
Phone : 044-4230 3383
E-mail : Knackcorp@gmail.com

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DIRECTORS' REPORT

To

The Shareholders,

Your Directors have pleasure in presenting the 16th Annual Report together with the Audited Accounts of your Company for the year ended 31st March 2009. Your Directors are happy to inform that the current financial year has given new dimension to the Company.

Financial Highlights

The financial results of the Company for the year ended 31st March 2009 is summarized as below;

	<i>(Rs. in Lacs)</i>	
	Year ended 31.03.2009	Year ended 31.03.2008
Income from Operations	1769.15	22.47
Non-Operating Income	150.99	962.78
Total Income	1920.14	985.25
Expenditure	1718.55	48.62
Gross Profit (Loss)		
(Before Depreciation, Interest and Tax)	201.58	936.63
Interest & Finance Charges	2.90	9.00
Depreciation	0.41	-
Profit (Loss) before Tax	198.27	936.54
Provision for Income Tax	22.55	117.01
Profit (Loss) after Tax	172.48	819.52
Brought Forward Profit (Loss)	635.13	(184.38)
Balance Carried to Balance Sheet	807.61	635.13

Revocation of Suspension

You would be happy to note that Bombay Stock Exchange Limited has revoked the suspension in trading of security vide their notification dated 23rd March 2009. The trading in Shares of your Company has resumed at Bombay Stock Exchange Limited from 27th March 2009.

Non Banking Non Financial Company (NBNFC)

Your Directors are delighted to inform you that your Company has been converted to NBNFC. Pursuant to taking up of new business objects, your Company had requested Reserve Bank of India (RBI) to convert it as NBNFC for freedom of operation. RBI has accordingly categorized the Company as NBNFC.

Business Operations Overview and Future Prospects

The year 2008-09 turned out to be a good year and your Company has achieved significant

growth in its operation. The Company has focused on construction and contract execution. The Company is also looking for the other options available including acquisition of the properties for development.

Delisting of Shares

Company has taken steps for delisting of shares at Hyderabad Stock Exchange Limited, Bangalore Stock Exchange Limited and Coimbatore Stock Exchange Limited as per the approval of shareholders in last AGM. The equity shares would continue to be listed at Bombay and Madras Stock Exchange.

Dividend

With a view to build reserves for the future, your Directors do not recommend any dividend for the current financial year.

Opportunities and Challenges

The Company is successfully carrying out operations in constructions, projects and infrastructure development. The Company is taking steps to procure new projects. The present economic situation has created fierce competition. Your Company is trying to create better operational efficiencies to improve its financial performance.

Fixed Deposits

The Company has not accepted any Deposit from Public during the period.

Directors

Mr. M Abdul Hakkeem, Director retires at this Annual General Meeting and being eligible offers himself for reappointment.

During the year Mr. Gouri Shanker Mishra and Mr. Sudhir N Shenoy were appointed by the Board as Additional Director and also confirmed as regular Director by the Shareholders at the last Annual General Meeting held on 30th September 2008. A brief profile of all the directors is provided in the corporate Governance Report.

During the year Mr. G. Ravishankar Reddy resigned from the Board and the Board appreciated the contribution made by him during his tenure as Director.

Directors' Responsibility Statement

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, the Directors hereby confirm that;

- i. in the preparation of the Annual Accounts for the Financial Year ended 31st March 2009, the applicable Accounting Standards have been followed and that there are no material departures.
- ii. they have selected such accounting policies in consultation with the statutory auditors and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year.
- iii. They have taken proper and sufficient care to the best of their knowledge for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. they have prepared the Annual Accounts on a going concern basis.

Auditors

M/s. K.Ramkumar & Co., Chartered Accountants, the Auditors of the Company hold office upto the conclusion of the forthcoming Annual General Meeting. They have expressed their willingness to continue their services as Auditors of the Company, if they are re-appointed by the Company. The Company has received a certificate under section 224(1B) from the retiring auditors regarding their eligibility for re-appointment as the Company's Auditors for the year 2009-10.

Particulars of Employees

Particulars of employees of the Company who were in receipt of remuneration which in aggregate exceed the limit fixed under section 217(2A) of the Companies Act 1956 read along with Companies (Particulars of Employees) Rules 1975, is separately provided in Annexure 1.

Industrial Relations

Your Company enjoyed cordial industrial relationship with workers at all project sites and

with the employees. Management appreciates the employees for their dedicated services to the Company.

Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo

Your Company is not an industrial undertaking. Accordingly, particulars with regard to conservation of energy and technology absorption and adaptation required to be given under these heads in accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable.

There is no Foreign Exchange earning or outgo during the financial year 2008-09.

The Management Discussion & Analysis Report

The Management Discussion & Analysis Report for the year ended under review, as stipulated under Clause 49 of the Listing Agreement is presented in a separate section forming part of the Directors' Report.

Corporate Governance

Your Directors adhere to the requirements set out by the Securities Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed. Report on Corporate Governance as provided in Clause 49 of the Listing Agreement has been provided in a separate section forming part of the Directors' Report.

Acknowledgement

Your Directors would like to express their grateful appreciation for assistance and co-operation received from the Banks, Government Authorities, Customers and Members during the year under review.

For and on behalf of the Board of Directors

G S Reddy
Whole Time Director

M Abdul Hakkeem
Director

Place : Chennai
Date : 31st July 2009

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**Industry Structure and Development**

Your Company is executing the construction contract secured by it. Further, the Company is looking for various other opportunities in projects and infrastructure development.

The year 2008-09 was a challenging year across all sectors because of the global economic meltdown. It impacted the Indian economy as a whole and the Real Estate and Infrastructure Sectors in Particular. The estimated GDP growth for the year 2008-09 was 6.7% against an average growth rate of 9% in the previous years (Source-Budget document). The demand for Commercial and Residential Real Estate fell sharply across India.

However the Indian growth story has not halted but slowed down initially. The government has intervened at the right time to provide a much needed boost to the economy in the form of fiscal stimulus packages. There is renewed focus on the Infrastructure Sector, especially Rural and Urban Infrastructure, Roads and Power segments. With the economy showing signs of stabilizing, the commercial and retail segments of Real Estate is expected to pick up in the coming months. This indicates the tremendous growth opportunities for the Construction, Project and Infrastructure Sectors in the next few years.

Business Overview

Despite slowdown in the economy, developing countries still have vast infrastructure needs. India is not an exception and has to concentrate more on Infra developments – a fact acknowledged by the latest Budget. The Five Year Plan envisaged a quantum leap in allocating the infra development requirement with Public-Private-Participation and identified a total plan of over 5,00,000 Crores. The infrastructure activity is likely to centre on transport route developments like increasing the National Road Network, Widening existing roads, and developing rural networks as well as on building new National Waterways like Ports, Fishing Harbours, Ship Repair Facilities and of course, the Power Sector.

Outlook

Your directors expect the current year would be further improving its financial performance. Looking at the opportunities available in the sector, your company is confident of securing further project for itself. Your Directors are confident that, your company would be able to bag new contracts and generate good turnover & income. Your Company is committed to enhance shareholders wealth.

Opportunities

Government of India has permitted 100% FDI into Infrastructure projects in India. That gives better scope for raising the money for the Company. Even raising of debt from international market is liberalized for the sector in which Company is engaged.

The rapid urbanization driven by increased rail, road and air connectivity has opened up lot of scope for construction and infrastructural development including development in suburban and Tier II cities.

The Company is engaged in infrastructural development which centre of attention for the new five year plan and current union budget.

Threats

The Company's business, which is mostly of contracts, execution of projects are affected by number of challenges including delay in execution, increase in cost of inputs, labour issue and other inherent business risk affecting the profitability of projects. Accordingly, company considers risk identification, monitoring and managing as most important. The company has control mechanism to ensure timely information availability and proactive risk management approach. The risk identified by the clients which might have impact on the project and having cascading effect on the Company's business is thoroughly examined and action taken accordingly.

Further, increase in the competition, increase in the labour costs and raw materials, increases in insurance premium and changes in laws and