



**19th Annual General Meeting held on 30th September 2014
Declaration of Results of e-voting**

As per the provisions of the Companies Act, 2013 as also the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 19th Annual General Meeting (AGM). The e-voting was open from 24th September, 2014 (9.00 AM) to 26th September, 2014 (6.00 PM).

The Board of Directors had appointed Mr. Satyaki Praharaj, Practicing Company Secretary of S Praharaj & Associates, Practicing Company Secretaries as the scrutinizer for e-voting. The Scrutinizer have carried out the scrutiny of all the electronic votes received up to the close of working hours on 26th September, 2014 and their report dated 27th September, 2014.

Based on the Report of the Scrutinizer, the following resolutions as set out in the Notice of 19th Annual General Meeting have been duly approved by the Shareholders with requisite majority. The Scrutinizers Report is attached.

Resolution No.	Details of the Business	Type of Resolution
1.	Adoption of Accounts -	Ordinary Resolution
2.	Re-appointment of Mrs. V P Rajini Reddy who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution
3.	Appointment of Statutory Auditors.	Ordinary Resolution
4.	Appointment of Mr. Bahushrut Lugani as an Independent Director.	Ordinary Resolution
5.	Alteration of Articles of Association.	Special Resolution
6.	Approval for borrowing limits under Section 180 (1) (c) of the Companies Act, 2013.	Special Resolution

1st October, 2014

For MARG Limited


Rabindra Kumar Samal
Company Secretary



MARG LIMITED

Regd.Off : 'Marg Axis', 4/318, Rajiv Gandhi Salai, Kottivakkam, Chennai-600 041. Tel : 044-24541111 (9lines) Fax : 044-24541123
Corp.Off : No.392/393, Rajiv Gandhi Salai, Kottivakkam, Chennai-600 041. Tel : 044-24542311 (9lines) Fax : 044-24542315

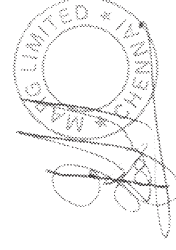
www.marggroup.com

CIN: L45201TN1994PLC029561

Details of voting results of the 19th Annual General Meeting of the Company pursuant to Clause 35A of the Listing Agreement			
S. No.	Description	Particulars	
A.	Date of Annual General Meeting	Tuesday, 30th September, 2014	
B.	Book Closure Date	Wednesday, 24th September, 2014 to Tuesday, 30th September, 2014	
C.	Total No. of Shareholders on 29th August, 2014 i.e. cut-off date for e-voting purpose	19,193	
D.	No. of shareholders present in the Meeting either in person or through proxy		
	Shareholders	Present in Person	Present through Proxy
	Promoter and Promoter Group	5	4
	Public	40	-
	Total	45	4
E.	No. of shareholders who attended the meeting through video conferencing :	No video conferencing facility was arranged.	

Details of the Agenda and Voting Results

The mode of voting for all resolutions was E-voting

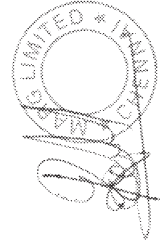


Resolution No.1 - Ordinary Resolution
 To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014, including the Audited Balance Sheet as at 31st March 2014, the Statement of Profit and Loss Account for the year ended 31st March 2014 and the Report of the Board of Directors and the Auditors thereon.

Promoter/ Public	No of Shares held (1)	No. of Votes Polled (2)	% of Votes on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes - favour on votes polled (6)=[(4)/(2)]*100	% of Votes - against on votes polled (7)=[(5)/(2)]*100
Promoters and Promoter Group	80,17,621	80,17,621	100.00	80,17,621	-	100.00	-
Public - Institutionalholders	64,21,291	2,24,000	3.49	2,24,000	-	100.00	-
Public - Others	2,36,80,014	1,62,425	0.69	1,00,742	61,683	62.02	37.98
Total	3,81,18,926	84,04,046	22.05	83,42,363	61,683	99.27	0.73

Resolution No.2 - Ordinary Resolution
 Re-appointment of Mrs. V P Rajini Reddy (DIN: 00904123), Director, who retires by rotation and being eligible, offers herself for re-appointment.

Promoter/ Public	No of Shares held (1)	No. of Votes Polled (2)	% of Votes on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes - favour on votes polled (6)=[(4)/(2)]*100	% of Votes - against on votes polled (7)=[(5)/(2)]*100
Promoters and Promoter Group	80,17,621	80,17,621	100.00	80,17,621	-	100.00	-
Public - Institutionalholders	64,21,291	2,24,000	3.49	2,24,000	-	100.00	-
Public - Others	2,36,80,014	1,62,425	0.69	23,858	1,38,567	14.69	85.31
Total	3,81,18,926	84,04,046	22.05	82,65,479	1,38,567	98.35	1.65

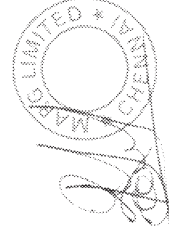


Resolution No.3 - Ordinary Resolution
Appointment of Statutory Auditors

Promoter/ Public	No of Shares held	No. of Votes Polled	% of Votes on outstanding Shares	No. of Votes in favour	No. of Votes - against	% of Votes - favour on votes polled	% of Votes - against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters and Promoter Group	80,17,621	80,17,621	100.00	80,17,621	-	100.00	-
Public - Institutionalholders	64,21,291	2,24,000	3.49	2,24,000	-	100.00	-
Public - Others	2,36,80,014	1,62,425	0.69	71,358	91,067	43.93	56.07
Total	3,81,18,926	84,04,046	22.05	83,12,979	91,067	98.92	1.08

Resolution No.4 - Ordinary Resolution
Appoint of Mr. Bahushrut Lugani (DIN: 00052387) as an Independent Director

Promoter/ Public	No of Shares held	No. of Votes Polled	% of Votes on outstanding Shares	No. of Votes in favour	No. of Votes - against	% of Votes - favour on votes polled	% of Votes - against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters and Promoter Group	80,17,621	80,17,621	100.00	80,17,621	-	100.00	-
Public - Institutionalholders	64,21,291	2,24,000	3.49	2,24,000	-	100.00	-
Public - Others	2,36,80,014	1,62,425	0.69	97,857	64,568	60.25	39.75
Total	3,81,18,926	84,04,046	22.05	83,39,478	64,568	99.23	0.77



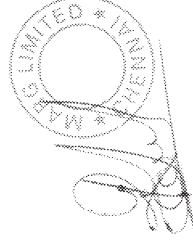
Resolution No.5 - Special Resolution
Alteration of Articles of Association

Promoter/ Public	No of Shares held (1)	No. of Votes Polled (2)	% of Votes on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes - favour on votes polled (6)=[(4)/(2)]*100	% of Votes - against on votes polled (7)=[(5)/(2)]*100
Promoters and Promoter Group	80,17,621	80,17,621	100.00	80,17,621	-	100.00	-
Public - Institutionalholders	64,21,291	2,24,000	3.49	2,24,000	-	100.00	-
Public - Others	2,36,80,014	1,62,425	0.69	23,858	1,38,567	14.69	85.31
Total	3,81,18,926	84,04,046	22.05	82,65,479	1,38,567	98.35	1.65

Resolution No.6 - Special Resolution
Approval for borrowing limits under Section 180 (1) (c) of the Companies Act, 2013.

Promoter/ Public	No of Shares held (1)	No. of Votes Polled (2)	% of Votes on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes - favour on votes polled (6)=[(4)/(2)]*100	% of Votes - against on votes polled (7)=[(5)/(2)]*100
Promoters and Promoter Group	80,17,621	80,17,621	100.00	80,17,621	-	100.00	-
Public - Institutionalholders	64,21,291	2,24,000	3.49	2,24,000	-	100.00	-
Public - Others	2,36,80,014	1,62,425	0.69	23,858	1,38,567	14.69	85.31
Total	3,81,18,926	84,04,046	22.05	82,65,479	1,38,567	98.35	1.65

Note : All the aforesaid resolutions were passed with requisite majority





**SCRUTINIZERS' REPORT
(FOR E-VOTING)**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement)

27th September 2014

To,

The Chairman
MARG Limited
'Marg Axis'
4/318, Rajiv Gandhi Salai
Kottivakkam
Chennai – 600 041

Dear Sir,

Sub. : Report of the Scrutinizer on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement (for AGM 30th September 2014)

I, Satyaki Praharaaj, Practicing Company Secretary (Membership No.FCS 6458 and CoP No. 10755) have been appointed as Scrutinizer, for the 19th Annual General Meeting (“AGM”) of the Equity Shareholders of MARG Limited (“MARG”) to be held on 30th September 2014 at 3.00 P.M. at the Auditorium of Exemplarr Worldwide Limited, 141, Rajiv Gandhi Salai, Kottivakkam, Chennai – 600 041, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out in terms of the provisions of Companies Act, 2013 (“The Act”) and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 (“The Rules”) and also in terms of Clause 35B of the Listing Agreement, in respect of the resolutions proposed to be passed in the said AGM as contained in the Notice of AGM dated 14th August, 2014 (“The Notice”), as referred to in this report.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means on the resolutions contained in the Notice of the said AGM. My responsibility as Scrutinizer for e-voting is restricted to making Scrutinizer’s Report of the votes cast in “Favour” or “Against” the resolutions as stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, (CDSL), the authorised agency providing the e-voting facilities for this AGM.



The Company had uploaded the Notice of AGM including all the items of the business to be transacted at the AGM, on the website of the Company as well as of its authorised agency (CDSL) to facilitate its shareholders to cast their votes through e-Voting.

The Company has mentioned the procedure and manner for voting through electronic means in the Notice of the AGM.

I submit my report as under:

1. The e-Voting period remained open from 24th September 2014 (9.00 a.m.) upto 26th September 2014 (6.00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. 29th August 2014 were entitled to vote on the proposed 6 (Six) Resolutions as mentioned in the Notice of the AGM of MARG (i.e. Item No.1 to 6 of the said Notice).
3. The votes were unblocked by me on 27th September 2014 in the presence of two witnesses, Mr. S Arul Kumar and Mr. M Thiyagu who are not in the employment of the Company.

They have signed below in confirmation of the votes being unblocked in their presence.

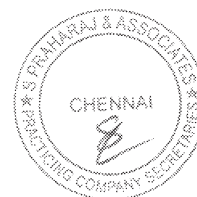
Signature: _____

Name: **Mr. S Arul Kumar**

Signature: _____

Name: **Mr. M Thiyagu**

4. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of CDSL i.e. www.evotingindia.com



5. The results of the e-voting are as under:

A. Resolution No. 1: (ORDINARY RESOLUTION)

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014, including the Audited Balance Sheet as at 31st March 2014, the Statement of Profit and Loss Account for the year ended 31st March 2014 and the Report of the Board of Directors and the Auditors thereon.

(i) Voted in **Favour** of the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
33	8,342,363	99.27%

(ii) Voted **Against** the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
6	61,683	0.73%

B. Resolution No. 2: (ORDINARY RESOLUTION)

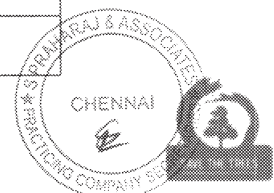
To appoint a director in place of Mrs. V P Rajini Reddy (DIN: 00904123), Director, who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in **Favour** of the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
27	8,265,479	98.35%

(ii) Voted **Against** the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
12	138,567	1.65%



C. Resolution No. 3: (ORDINARY RESOLUTION)

To appoint auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

(i) Voted in **Favour** of the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
29	8,312,979	98.92%

(ii) Voted **Against** the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
10	91,067	1.08%

D. Resolution No. 4: (ORDINARY RESOLUTION)

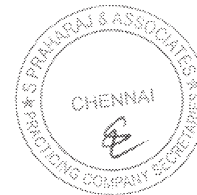
To appoint Mr. Bahushrut Lugani (DIN: 00052387) as an Independent Director.

(i) Voted in **Favour** of the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
31	8,339,478	99.23%

(ii) Voted **Against** the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
8	64,568	0.77%



E. Resolution No. 5: (SPECIAL RESOLUTION)**Alteration of Articles of Association.**(i) Voted in **Favour** of the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
27	8,265,479	98.35%

(ii) Voted **Against** the Resolution:

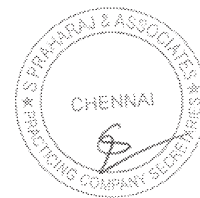
No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
12	138,567	1.65%

F. Resolution No. 6: (SPECIAL RESOLUTION)**Approval for Borrowing Limits.**(i) Voted in **Favour** of the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
27	8,265,479	98.35%

(ii) Voted **Against** the Resolution:

No of Members voted through e-Voting System	No of Votes cast by them	%age of Total Valid Vote cast
12	138,567	1.65%



6. We wish to report that there was no Vote which were declared invalid by the CDSL System or me while scrutinizing.
7. Registers have been maintained electronically to record the assent or dissent received, mentioning the particulars of Name, Folio number / Client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting right did not arise.
8. All records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Chairman.

Thanking you,

Yours faithfully



SATYAKI PRAHARAJ, FCS
Scrutinizer
C. P. No.10755
Membership No.FCS6458



Place : Chennai
Date : 27th September 2014

