



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: 2nd Floor, 15/76, Old Rajinder Nagar, New Delhi - 110 060

Phone: 011 – 25753331, 41539444, 25767330

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

NOTICE

27TH ANNUAL GENERAL MEETING

Notice is hereby given that the 27th (Twenty Seventh) Annual General Meeting (AGM) of the Members of Margo Finance Limited will be held on Tuesday, 11th Day of September, 2018 at 10:00 A.M., at Hotel Vrishali Executive, Conference Hall, 39 A/2, Tarabai Park, District Kolhapur, Maharashtra-416003 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2018, together with the reports of the Board of Directors and Auditors, thereon.
2. To appoint a Director in place of Mr. Anil Kumar Jain (DIN: 00086106), who retires by rotation and, being eligible, offer himself for re-appointment.

SPECIAL BUSINESS

3. **Appointment of Ms. Smita Kulkarni (DIN: 08127803) as a Director (Non-Executive Independent Director) of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, and Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, read with Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Ms. Smita Kulkarni (DIN: 08127803) who was appointed as an Additional Director (Independent) of the Company with effect from 8th May, 2018 by the Board of Directors and who hold office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”), but who is eligible for appointment and submitted a declaration that she meets the criteria for independence as provided in

Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 8th May, 2018 and she is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

4. **Appointment of Mr. Shri Dass Maheshwari (DIN: 00181615) as a Whole-Time Director-Finance of the Company.**

To consider and, if thought fit, to pass the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Schedule V thereto 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 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Shri Dass Maheshwari (DIN: 00181615) as Whole-Time Director-Finance of the Company, with the designation of Whole-Time Director-Finance & Chief Financial Officer (CFO) for a term of three years commencing from 30th April, 2018, liable to retire by rotation, on the terms and conditions, including remuneration, as per details provided in the Explanatory statement to Item Nos. 4 of this notice convening the Annual General Meeting with the liberty of Board of Directors of the Company (“the Board”) to alter and vary the terms and conditions in such a manner as may be agreed to between the Board and Mr. Shri Dass Maheshwari, subject to the applicable provision of the Act, or any amendment thereto or any re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during his tenure as the Whole-time Director, Mr. Shri Dass Maheshwari be paid aforesaid remuneration as minimum remuneration for that year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

**By Order of the Board of Directors
For Margo Finance Limited**

**Date: 30.07.2018
Place: Delhi**

**Surbhi Maheshwari
Company Secretary
& Compliance Officer**

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 3 and 4 of the Notice, is annexed hereto. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the persons seeking appointment / re-appointment at the AGM, is furnished as annexure to the Notice. The Directors have furnished consent/declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules made thereunder.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty-Eight) hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A proxy form for the AGM is enclosed. 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 carrying voting rights. 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 rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 5th September, 2018 to Tuesday, 11th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
4. Members, Proxies, Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No. The Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution under Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, 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.

The Securities and Exchange Board of India ("SEBI") has mandated 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 or M/s Link Intime India Pvt. Ltd. 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR, Narania, Delhi-110028.

6. Updation of Members' Details:
 - (a) To support the 'Green Initiative', the Members who have not registered their E-mail addresses are requested to register the same with the R & T Agent/ Depositories for sending the all the communication including Annual Reports, Notices etc. to them through email and also requested to register their email IDs and changes therein for future communication. Email addresses made available by the R & T Agent/Depositories will be treated as registered email address for sending notice / documents.
 - (b) 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.
 - (c) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or R & T Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
7. NRI Members are requested to inform the Company immediately of:-
 - (i) Change in their residential status and address in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

- (ii) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
8. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote, in case first holder has not done e-voting.
 9. 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 AGM.
 10. As per the provisions of Section 72 of the Companies Act, 2013, members holding shares in physical form and desirous of making nomination in respect of their shareholding in the Company are requested to submit Form SH-13 to the Registrar and Share Transfer Agent of the Company M/s Link Intime India Pvt. Ltd. (R & T Agent). Members holding shares in demat form may contact their respective Depository Participant ("DP") for recording of nomination.
 11. In accordance with Section 20 of the Companies Act, 2013, service of documents on members by a Company is also allowed through electronic mode. Accordingly, as a part of Green Initiative, the Annual Report 2017-18, the Notice of the 27th AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all the Members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for the physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website www.margofinance.com.

The copies of the documents referred to in the Notice and Explanatory Statement are available at the Registered office of the Company's on all the days except Saturday, Sunday or public holidays between 2:00 p.m. to 4:00 p.m. up to the date of the AGM and also at the AGM.

12. The route map showing directions to reach the venue of the twenty-seventh AGM is annexed.
13. In compliance with the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration, Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, the Members are provided with the facility to cast their votes electronically through the electronic voting service

facility arranged by Central Depository Services Limited (CDSL) on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/ are deemed to have been passed as if they have been passed at the AGM.

The facility for voting through ballot paper/polling paper will also be made available at the AGM and the Members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. The instruction for e-voting is annexed to this Notice.

14. The Board of Directors has appointed M/s PPS & Associates, Practicing Company Secretary (Membership No.: 7067; CP No. 11682) (Address: CG-4, C Wing Sterling Tower, Gavati Mandai, Shahupuri, Kolhapur-416001), as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
15. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
16. The Company has fixed 4th September, 2018 as the 'Cut-off Date'. The voting rights of the members shall be reckoned on the equity shares held by them as on the Cut-off Date i.e 4th September, 2018 only.
17. Pursuant to SEBI Circular dated 8th June, 2018, transfer of Shares in physical form will not be carried out w.e.f. 5th December, 2018. Hence, members holding equity shares of the Company in physical form are requested to dematerialize the same at the earliest.

Voting options, process and manner of voting:

Voting Options

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amended Rules, 2015 and Regulation 44 of SEBI Listing Regulations, 2015, the Company is pleased to provide the members facility to exercise their right to vote on resolutions proposed to be considered at the 27th Annual General Meeting (AGM) with an option to vote:

- A. Remote E-Voting through electronic means using the Central Depository Services Limited (CDSL) platform;
- B. Voting through Ballot paper;
- C. Voting at the AGM.

Shareholders can choose any one of the above options i.e. either through remote e-voting or by ballot paper or by voting at the AGM, to cast their vote. If a member casts votes by more than one mode, then voting done through e-voting shall prevail.

Voting Process

The Company has appointed M/s PPS & Associates, Practicing Company Secretary (Membership No.: 7067; CP No. 11682) (Address: CG-4, C Wing Sterling Tower, Gavat Mandai, Shahupuri, Kolhapur-416001), as the Scrutinizer for conducting the voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after conclusion of General Meeting, will not later than three days from the conclusion of the 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.

Notice of the meeting is also displayed at www.margofinance.com or at www.evotingindia.com.

Manner of Voting:

A. Voting through electronic means

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provided e-voting facility to all the Members to enable them to cast their vote electronically instead of dispatching the Physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing the remote e-voting facility to all its members.

vii) 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)
	• 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.
Dividend Bank Details OR	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
Date of Birth (DOB)	• If both 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 (iv).

viii) After entering these details appropriately, click on “SUBMIT” Tab.

ix) 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.

The instructions for shareholders voting electronically are as under:

The instructions for shareholders voting electronically are as under:

- i) The remote e-voting period begins on Friday, 7th September, 2018 at 10:00 A.M. (IST) and ends on Monday, 10th September, 2018 at 5:00 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. 4th September, 2018 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 P.M. (IST) on 10th September, 2018.
- ii) The shareholders should log on to the e-voting website: www.evotingindia.com.
- iii) Click on “Shareholders/Members” tab to cast your vote.
- iv) 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.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) 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.

- x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant Margo Finance Limited on which you choose to vote.
- xii) 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.
- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii) If a Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 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.
 - 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 a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) on which they wish to vote.
- The list of accounts linked in the login 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 on the cut-off date i.e. 4th September, 2018, may follow the same instructions as mentioned above for e-voting or send a request at delhi@linkintime.co.in or at info@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.
 - M/s PPS & Associates, Practicing Company Secretary (Membership No.: 7067; CP No. 11682) (Address: CG-4, C Wing Sterling Tower, Gavati Mandai, Shahupuri, Kolhapur-416001) has been appointed as scrutinizer for conducting the 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 27th AGM to be held on 11th September, 2018, the result of the meeting will be communicated to the Stock Exchanges and will also 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)]:

1. User ID and initial password
 - a) 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.

B. Voting through Ballot

The Company is providing the facility to vote by ballot to those shareholders, who do not have access to e-voting facility. Members have the option to request for a physical copy of Ballot Form by sending an e-mail to the Company Secretary at 'info@margofinance.com' or the Scrutinizer at shrenik.nagaonkar@ppscs.in by mentioning their Folio No./DP ID and Client

C. Voting at AGM:

The members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM. The members who have already cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

**By Order of the Board of Directors
For Margo Finance Limited**

**Surbhi Maheshwari
Company Secretary
& Compliance Officer**

**Date: 30.07.2018
Place: Delhi**

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 and 4 of the accompanying Notice:

ITEM NO.3 & 4

3. The Board of Directors has appointed Ms. Smita Kulkarni (DIN: 08127803), as an Additional Independent Director of the Company with effect from 08th May, 2018, on recommendation of Nomination and Remuneration Committee. As per the provision of Section 149 (6) of the Companies Act, 2013 ("Act") she holds the office of Additional Director up to the date of this Annual General Meeting (AGM) of the Company and eligible for appointment as Director and has consented to the proposed appointment and declared qualified.

Ms. Smita Kulkarni fulfils the criteria of independence specified in the Companies Act 2013 read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and have furnished declaration to that effect. Accordingly, the Board is of the opinion that Ms. Smita Kulkarni is independent of the management and fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder with regard to appointment of Director. Further, Ms. Smita Kulkarni is not disqualified to act as Director of the Company.

Further details of Ms. Smita Kulkarni has been given in the Annexure to this Notice

Ms. Smita Kulkarni would bring valuable experience to the Board and the Company would benefit from her appointment as a Director. Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the item no. 3 of the Notice for appointment of Ms. Smita Kulkarni as Independent Director not liable to retire by rotation.

Except Ms. Smita Kulkarni, no other Directors, Key Managerial Personnel and other relative thereof are interested or concerned financial and otherwise in the resolution set out at item no. 3 of the Notice.

4. Mr. Shri Dass Maheshwari (DIN: 00181615) was associated with the Company in various activities from past 12 years and further hold the position of Chief Financial Officer of the Company since 14.05.2014 and on the recommendation of Nomination and Remuneration Committee the board approved the appointment of Mr. Shri Dass Maheshwari as Whole Time Director-Finance and Chief Financial Officer of the Company and KMP of the Company w.e.f. 30th April, 2018.

Salary and Perquisites: Basic Salary: Rs. 37,500/- p.m. with an annual increment as may be approved by the Nomination and Remuneration Committee and the Board of Directors.

1. House Rent Allowance equal to Rs. 13,240/- p.m. with an annual increment as may be approved by the Nomination and Remuneration Committee and the Board of Directors.
2. Telephone & Mobile at the Residence for official purpose and expenses incurred thereof.
3. Travelling Expenses – As per the Travel Policy of the Company for the Directors of the Company.
4. Any other allowances, benefits and perquisites as per the rules and / or policy of the Company as are applicable to the Whole-Time Directors of the Company and / or which may become applicable in the future, subject to the recommendation of the Nomination and Remuneration Committee.
5. The gratuity payable as per gratuity Act.

The aggregate of salary, allowances and perquisites in a financial year shall not exceed the limits prescribed under Section 197, Schedule V and other relevant provisions of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

Further details Mr. Shri Dass Maheshwari have been given in the Annexure to this Notice.

Mr. Shri Dass Maheshwari would bring valuable experience to the Board and the Company would benefit from his appointment as a Whole Time Director-Finance & Chief Financial Officer Director. Accordingly, the Board recommends the passing of the Special Resolution as set out in the item no. 4 of the Notice for appointment of Mr. Shri Dass Maheshwari as Whole Time Director-Finance & Chief Financial Officer liable to retire by rotation.

Except Ms. Surbhi Maheshwari, Company Secretary of the Company, no other Directors, Key Managerial Personnel and other relative thereof are interested or concerned financial and otherwise in the resolution set out at item no. 4 of the Notice.

**By Order of the Board of Directors
For Margo Finance Limited**

**Surbhi Maheshwari
Company Secretary
& Compliance Officer**

Date: 30.07.2018

Place: Delhi

Annexure to AGM Notice

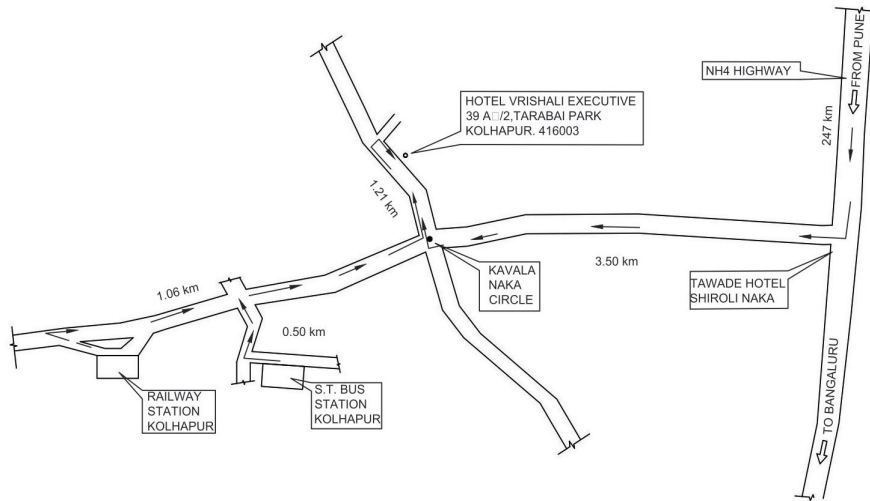
Additional information as required under Regulation 36(3) of Listing Regulations and Secretarial Standard – 2 on General Meetings of the persons seeking appointment / re-appointment at the AGM.

Name of the Director	Mr. Anil Kumar Jain	Mr. Shri Dass Maheshwari	Ms. Smita Kulkarni
Age	65 years	65 years	62 years
Director Identification Number (DIN)	00086106	00181615	08127803
Category	Chairman-Non-Executive & Non-Independent	Whole Time Director-Finance & Chief Financial Officer	Non Executive Independent Director
Date of first appointment on the Board	18.10.1991	30.04.2018	08.05.2018
Qualification, Brief Resume and nature of expertise in specific functional areas	<p>Mr. Anil Kumar Jain, a B.Com (Hons.) from St. Xavier's College, Kolkata has acquired more than 36 years of experience in the industry.</p> <p>He started his career from 1975 and had held various key positions in the family business. He was instrumental in turning around BIFR / Sick Units by introducing innovative technology and export culture.</p>	<p>Mr. Shri Dass Maheshwari, B.Com (Hons.) from Shri Ram College of Commerce (SRCC), Delhi University has acquired more than 20 years of experience in field of Finance.</p> <p>Mr. S.D. Maheshwari was associated with the Company from past 12 years in various capacities and further designated as Chief Financial Officer of the Company w.e.f. 14.05.2014 and considering his position he has been evaluated as Whole time Director with the designation of Whole time Director-Finance & Chief Financial Officer of the Company.</p>	<p>Ms. Smita Kulkarni is a B.A. and having more than 35 years of experience in secretarial and legal field. Further she was retired from VIP Industries after serving a long tenure.</p>
Terms and conditions of re-appointment	<p>Mr. Anil Kumar Jain, Chairman of the Company is Non-Executive & Non-Independent Director and liable to retire by rotation. Further, the said re-appointment is being made as per Section 152 (6) of the Companies Act, 2013 and there is no variation in the terms and conditions.</p>	<p>Mr. Shri Dass Maheshwari is Whole Time Director-Finance & Chief Financial Officer appointed for a term of three years & is liable to retire by rotation. Further, the said re-appointment is being made as per Section 152 (6) of the Companies Act, 2013 and there is no variation in the terms and conditions.</p>	<p>Ms. Smita Kulkarni is Non Executive Independent Director appointed for a term of five years not liable to retire by rotation. Further, the said re-appointment is being made as per Section 149 of the Companies Act, 2013 and there is no variation in the terms and conditions.</p>
Remuneration proposed to be paid	Not Applicable	as pare explanatory statement in item No.4 of the notice.	She would be eligible for payment of sitting fees of Ruppees 2,000 for attending meetings of the Board or Committee thereof as approved by the Board from time to time within the prescribed limits

Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company. The Company does not have a Manager.	No Inter-se relationship with any other Director, except Ms. Surbhi Maheshwari, Key Managerial Personnel of the Company. The Company does not have a Manager.	No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company. The Company does not have a Manager.
Number of Board Meetings attended during the year	During the year 2017-18, four (4) Board meetings were held and Mr. Anil Kumar Jain attended all the meetings.	Not Applicable	
Directorships held in other public Companies, including Listed Companies [excluding foreign and private Companies]	<ol style="list-style-type: none"> 1. Indo Count Industries Limited 2. Pranavaditya Spinning Mills Limited 3. Indo Count Retail Ventures Private Limited (Deemed public company being subsidiary of Indo Count Industries Limited) 	1. Indocount Securities Limited	Not Applicable
Memberships / Chairmanships of Audit & Stakeholders Relationship Committees of other Public Companies	<p>Indo Count Industries Limited Member, Stakeholders Relationship Committee</p> <p>Pranavaditya Spinning Mills Limited Member, Stakeholders Relationship Committee</p>	NIL	NIL
No. of Shares held in the Company as on 31st March, 2018	NIL	NIL	NIL

ROUTE MAP TO THE 27TH AGM VENUE

Venue: Hotel Vrishali Executive, Conference Hall, 39 A/2, Tarabai Park, District Kolhapur, Maharashtra-416003



NOTE-

- 1) DISTANCE FROM RAILWAY STATION TO HOTEL VRISHALI = 2.27 km (TIME REQUIRED 10 MINUTES)
- 2) DISTANCE FROM BUS STATION TO HOTEL VRISHALI = 1.77 km (TIME REQUIRED 10 MINUTES)
- 3) DISTANCE FROM SHIROLI NAKA TO HOTEL VRISHALI = 4.71 km (TIME REQUIRED 20 MINUTES)



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: 2nd Floor, 15/76, Old Rajinder Nagar, New Delhi - 110 060
Phone: 011 – 25753331, 41539444, 25767330

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

**PROXY FORM
MGT-11**

[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:
Client Id/ Regd. Folio No.* :
DP ID :

* Applicable for investors holding shares in physical form.

I/We, being the holder(s) ofshares of Margo Finance Limited hereby appoint

1. Name:Address:
E-mail Id:Signature:, or failing him.
2. Name:Address:
E-mail Id:Signature:, or failing him.
3. Name:Address:
E-mail Id:Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual general meeting of the Company to be held on Tuesday, 11th September, 2018 at 10:00 a.m. at Hotel Vrishali Executive, Conference Hall, 39 A/2, Tarabai Park, District Kolhapur, Maharashtra-416003 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Item No.	Resolution	Vote (optional see Note 2) Please mention No. of shares		
		For	Against	Abstain
Ordinary Business				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon.			
2.	To appoint a Director in place of Mr. Anil Kumar Jain, who retires by rotation and, being eligible, offer himself for re-appointment.			
Special Business				
3.	Ordinary Resolution for appointment of Ms. Smita Kulkarni as a Independent Director of the Company.			
4.	Special Resolution for appointment of Mr. Shri Dass Maheshwari as a Whole-time Director-Finance & Chief Financial Officer of the Company.			

Signed this.....day of.....2018

.....
Signature of Shareholder

.....
Signature of Proxy Holder

Note:

1. This form, in order to be effective, should be duly stamped, completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



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

ATTENDANCE SLIP

27th Annual General Meeting on Tuesday, 11th September, 2018 at 10:00 A.M.

Registered Folio No. / DP ID / Client ID :	
Name and Address of the Member :	
Name of Joint holder(s) :	
No. of Equity Shares held :	

I/We hereby record my/our presence at the 27th Annual General Meeting of the Company held on Tuesday the 11th day of September, 2018 at 10:00 a.m. at Hotel Vrishali Executive, Conference Hall, 1st Floor, 39 A/2, Tarabai Park, District Kolhapur – 416 003, Maharashtra.

Name of the Member/Proxy

Signature of Member/Proxy

Notes:

1. Only Member/Proxy holder can attend at the meeting.
2. Please fill up the details in this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.

Electronic Voting Particulars

(EVSN) Electronic Voting Sequence No.	USER ID	Sequence Number/Or (Default PAN No.)
180813018		

Please read the instructions on e-voting printed in the Notice of 27th Annual General Meeting. The Voting Period starts from 10.00 a.m. (IST) on Friday, 07th September, 2018 and ends at 5.00 p.m. (IST) on Monday, 10th September, 2018. The voting module shall be disabled by CDSL for voting thereafter.