



MARGO FINANCE LIMITED

CIN : L65910MH1991PLC080534

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

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

NOTICE

NOTICE is hereby given that 23rd Annual General Meeting of the Shareholders of MARGO FINANCE LIMITED will be held on Saturday, the 23rd August, 2014 at 3:00 P.M at the Registered Office of the Company at Office No. 3, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur - 416109, Maharashtra to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of Auditors' and Directors' thereon.
2. To appoint a Director in place of Shri Anil Kumar Jain (DIN:00086106), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

“RESOLVED THAT pursuant to provisions of Section 139 (1) and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder and subject to ratification of their appointment by shareholders at every subsequent Annual General Meeting, M/s AVK & Associates, Chartered Accountants, (Firm Registration No. 002638N) be and are hereby re-appointed as Statutory Auditors of the Company for the financial year ending on 31st March, 2015 to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such remuneration as may be decided by the Board of Directors of the Company in consultation with the Statutory Auditors.”

SPECIAL BUSINESS :

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

“RESOLVED THAT pursuant to the provisions of Sections 149 (1), 152 and all other applicable provisions, if any, 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 and Clause 49 of the Listing Agreement, Mrs. Rekha Tukaram Bolkar (DIN : 06446020), be and is hereby appointed as a Director (which also complies with the Woman Directorship as mandated under sub section 1 of Section 149), to hold the office liable to retire by rotation up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director.

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.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions if any, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and Clause 49 of the Listing Agreement, Shri Govind Prasad Agrawal (DIN : 00008429), Director of the Company who retires by rotation at Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from the date of 23rd Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions if any, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and Clause 49 of the Listing Agreement, Shri Sushilkumar Krishna Agrawal (DIN : 00400892), Director of the Company who retires by rotation at Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from the date of 23rd Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.”

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

KIRAN

Company Secretary
ACS : 33818

Place : Mumbai
Date : 14th May, 2014

NOTES :

1. *A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY MAY BE SENT IN THE FORM ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.*
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Register of members and the share transfer books of the company will remain closed from 18.08.2014 to 23.08.2014 (both days inclusive).
5. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Member holding shares in electronic form are therefore, requested to submit their PAN to their Depository participant with whom they are maintaining their Demat account. Members holding shares in physical form can submit their PAN to the Company.
6. Members are requested to :
 - i) intimate immediately, changes, if any, in their registered addresses.
 - ii) quote ledger folio No./DP ID/Client ID No. in all their correspondence to the Company's Registrar & Share Transfer Agent.
 - iii) intimate about consolidation of folios, if shareholdings are under multiple folios.
 - iv) bring their attendance slip duly filled in for attending the aforesaid meeting.
 - v) send their queries, if any, at least 14 days in advance of the meeting addressed to Margo Finance Limited at 506, Pragati Tower, 26, Rajendra Place, New Delhi – 110 008 so that information can be made available at the meeting.
 - vi) trade in Equity Shares of the Company are compulsorily in de-mat w.e.f. 26.03.2001.
 - vii) comply with reference of Ministry of Corporate Affairs with regard to “green initiative” in the corporate governance, we hereby request you to update your E-mail ID with your Depository Participant so that all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically.
 - viii) inform that 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.

ADDITIONAL INFORMATION

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

Shri Anil Kumar Jain is commerce graduate having approx. 37 years of experience in general business and administration.

Outside Directorship :

Indo Count Industries Limited
Pranavadiya Spinning Mills Limited

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

KIRAN

Company Secretary
ACS : 33818

Place : Mumbai
Date : 14th May, 2014

EXPLANATORY STATEMENT [PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013]

RESOLUTION NO. 4

As per the Companies Act, 2013 every Listed Company has to appoint Woman Director on the Board of Directors under the provision of Section 149 (1) and read with Rule read with Companies (Appointment and Qualification of Directors) Rules, 2014.

Mrs. Rekha Tukaram Bolkar is graduate in commerce and having experience of more than 21 Years. Mrs. Bolkar is Director in 3 Companies in India as follows :

Sl. No.	Names of the Companies / Bodies Corporate / Firms / Association of Individuals	Directorship
1.	Slab Properties Private Limited	Additional Director
2.	Skyrise Properties Private Limited	Additional Director
3.	Commet Impex Private Limited	Additional Director

Draft Letter of Appointment of Mrs. Bolkar as a Director, setting out terms and conditions of her appointment, are available for inspection at the Registered Office of the Company during business hours on any working day.

Further it is clarified that none of the Directors of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out in Item No. 4 of this Notice.

RESOLUTION NOS. 5 & 6

Shri Govind Prasad Agrawal is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in October, 1991. Shri Agrawal is Member of Audit Committee and Share Transfer and Share Holders' / Investor Grievance Committee of the Board of Directors of the Company.

Shri Agrawal is a Law Graduate and a Fellow Member of the Institute of Company Secretaries of India. He has a rich experience of over 34 years in the fields of Corporate Affairs, Project Financing, Capital Market, Company Law & Legal Matters in Private Sector.

Shri Agrawal is Director in 9 other Companies as follows :

Sl. No.	Names of the Companies / Bodies Corporate / Firms / Association of Individuals	Directorship
1.	Yarntex Exports Limited	Director
2.	Rama Vision Limited	Director
3.	Almondz Finanz Limited	Director
4.	Almondz Insurance Brokers Private Limited	Director
5.	Avonmore Capital & Management Services Limited	Director
6.	Almondz Reinsurance Brokers Private Limited	Director
7.	Rini Corporate Services Private Limited	Director
8.	Almondz Wealth Advisors Limited	Additional Director
9.	Almondz Global Infra-Consultant Limited	Director

Shri Sushilkumar Krishna Agrawal is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in December, 2005. Shri. Sushilkumar Krishna Agrawal is Chairman of Audit Committee and Member of Share Transfer and Share Holders' / Investor Grievance Committee of the Board of Directors of the Company.

Shri Sushilkumar Krishna Agrawal is a Chartered Accountant by Profession and has a rich experience of over 44 years in the area of auditing and taxation etc.

Shri Sushilkumar Krishna Agrawal is Director in Pranavaditya Spinning Mills Limited.

Both the Directors retire by rotation at the Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Govind Prasad Agrawal and Shri Sushilkumar Krishna Agrawal being eligible and offering themselves for appointment, are proposed to be appointed as an Independent Directors for five consecutive years. Notices have been received from member proposing them as a candidate for the office of Directors of the Company.

The Company has also received declarations from these Directors that they met with the criteria of Independence as prescribed under Section 149 (6) of the Act and Clause 49 of the listing agreement. In the opinion of the Board,

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

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Govind Prasad Agrawal and Shri Sushilkumar Krishna Agrawal as Independent Directors. Accordingly, the Board recommends the resolution in relation to their appointment as Independent Directors, for the approval by the shareholders of the Company.

Except Shri Govind Prasad Agrawal and Shri Sushilkumar Krishna Agrawal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 & 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

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

Place : Mumbai
Date : 14th May, 2014

KIRAN
Company Secretary
ACS : 33818

INSTRUCTIONS FOR E-VOTING

1. Log on to the e-voting website www.evotingindia.com
2. Click on "Shareholders" tab to cast your vote.
3. Now, select the Electronic Voting Sequence Number - "EVSN" along with "Margo Finance Limited" from the drop down menu and click on "SUBMIT"
4. 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 and then enter the Captcha Code as displayed and Click on Login.
5. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for any company, then your existing password is to be used. If you are a first time user follow the steps given below.
6. Now, fill up the following details in the appropriate boxes :

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL : 8 character DP ID followed by 8 digits Client ID For CDSL : 16 digits beneficiary ID	Folio Number registered with the Company
PAN *	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders).	
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	

* Members who have not updated their PAN with the Company / Depository Participant are requested to use the Default Value : ABCDE1234F in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the Default Value : <18th July 2014> in the DOB column.

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). 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 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. 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.
11. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
12. 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.
13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
14. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy :

- (A) Please follow all steps from sl. no. (1) to sl. no. (14) above to cast vote.
- (B) The voting period begins on 17th August 2014 at 10.00 a.m. and ends on 19th August 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18th July 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) Ms. Ashu Gupta, practicing company secretary has been appointed as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (E) The result shall be declared on or after the date of AGM of the Company. The result declared alongwith a scrutinizer's report shall be placed on the Company's website www.margofinance.com within 2 days of passing of resolutions.

PROXY FORM
MARGO FINANCE LIMITED

CIN : L65910MH1991PLC080534

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

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

Name of the Member(s) : _____
Address Of The Member : _____
E-mail ID : _____
Client ID No./Regd. Folio No.* : _____
DP ID No. : _____

* Applicable for investors holding shares in physical form.

I/We being a Member/Members of _____ shares of the above named Company hereby appoint

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on the Saturday 23rd day of August, 2014 at 3:00 P.M. at the Registered Office of the Company at Office No. 3, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur – 416 109 Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below :

Item No.	Resolution	For	Against
1.	Adoption of Annual Financial Statements and Reports of the Company		
2.	Re-appointment of Shri Anil Kumar Jain as Director of the Company		
3.	Appointment of M/s AVK & Associates as Statutory Auditors		
4.	Appointment of Mrs. Rekha Tukaram Bolkar, as Director of the Company		
5.	Appointment of Shri Govind Prasad Agrawal as an Independent Director		
6.	Appointment of Shri Sushilkumar Krishna Agrawal as an Independent Director		

Signed this _____ day of _____ 2014.

Signature of Shareholder _____

Signature of Proxy _____

Affix a
Re. 1/-
Revenue
Stamp

NOTE : (i) this form of proxy in order to be effective should be duly completed and deposited at Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

(ii) Please complete all details including all details of Member(s) in above box before submission

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MARGO FINANCE LIMITED

CIN : L65910MH1991PLC080534

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Dist. Kolhapur - 416109, Maharashtra

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

ATTENDANCE SLIP

I hereby record my presence at the 23rd ANNUAL GENERAL MEETING of the Company held on Saturday, the 23rd day of August, 2014 at 3:00 P.M. at the Registered Office of the Company at Office No. 3, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur – 416 109 Maharashtra

Name of the Member / Proxy _____
(in block letters)

Please (✓) in the Appropriate Box Member Proxy

CLIENT ID No.	_____	No. of Shares	_____
D P ID No.	_____	Regd. Folio No. *	_____

(Signature of the Member / Proxy)

* Applicable for investor holding shares in physical form.

X
TEAR HERE
X

