



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 Rajender Nagar, New Delhi - 110 060

Phone : 011 – 25753331, 41539444, 25767330

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

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting (AGM) of the members of Margo Finance Limited will be held on Tuesday, 26th July, 2016 at 10:00 A.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 businesses :

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the year ended 31st March 2016 and 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, seeks re-appointment.
3. To ratify appointment of Auditors of the Company to hold office from the conclusion of 25th AGM till the conclusion of 26th AGM and to fix their remuneration.

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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and as recommended by the Audit Committee, and pursuant to the Resolution passed by the members at the 24th AGM held on 22nd August, 2015, the appointment of M/s. AVK & Associates, Chartered Accountants (Firm Registration No. 002638N), as the Statutory Auditors, to hold office from the conclusion of the 25th AGM till the conclusion of the 26th AGM, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to fix the remuneration payable to the Statutory Auditors.”

SPECIAL BUSINESS

4. To appoint Mr. Amitkumar Rampal Singh (DIN : 07419714) as an Independent Director.

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 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Amitkumar Rampal Singh (DIN : 07419714) who was appointed as an Additional Director (in the category of Independent Director) by the Board of Directors, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 for signifying his candidature as a Director be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 8th February, 2016 and he 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.”

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

“RESOLVED THAT pursuant to the provisions of Section 88, 92, 94 and all other applicable provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to keep the Register of Members of the Company at the office of RTA, M/s Link Intime India Private Limited at their Delhi Office at 44, Community Centre, Phase-I, Near PVR, Naraina Industrial Area, New Delhi 110028.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to keep the copies of Annual Return at the Corporate Office of the Company at 2nd Floor, 15/76, Old Rajinder Nagar, New Delhi - 110 060.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

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 Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and no such request shall be entertained by the Company after the dispatch of such document by the Company to the Shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.”

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

Jyotsna Jindal
Company Secretary
ACS : 37276

Place : Mumbai
Date : 2nd May, 2016

Notes :

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 (Act) with respect to Special Business under Item Nos. 4 to 6 of the Notice, are annexed hereto.
2. The relevant details as required under Listing Regulations, 2015 of persons seeking appointment / re-appointment as Directors are annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING 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 meeting. 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.
4. 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.
5. Members / proxies / authorised representative are requested to bring their attendance slip enclosed herewith along with the copy of Annual Report to the Meeting. 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 authorising their representative to attend and vote on their behalf at the Meeting.

6. 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.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 19th July, 2016 to 26th July, 2016 (both days inclusive).
8. The Company has fixed 19th July, 2016 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. 19th July, 2016, only.
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), 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.
10. 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 Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited (CDSL). The facility through ballot paper will also be made available at the AGM and 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.
11. In accordance with Section 20 of the Companies Act, 2013, service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report 2015-16, the Notice of the 25th 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.
12. Members may also note that the Notice of the 25th AGM and Annual Report 2015-16 will be available on the Company's website, www.margofinance.com, The physical copies of the documents will also be made available at the Company's registered office during the normal business hours on working days. A member may request for delivery of any document through a particular mode for which he shall pay such fee as may be determined by Company in Annual General Meeting. Further for any other queries members may write to us at :info@margofinance.com.
13. 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 / M/s Link Intime India Pvt. Ltd. 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR, Naraina, Delhi - 110 028.
14. 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 meeting. Further all documents referred to in the Notice will be available for inspection at the Company's registered office during the normal business hours up to the date of AGM.
15. 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.
16. 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 notice/documents etc. to them through email and also requested to register their email IDs and changes therein for future communication.
 - (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.
17. 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.
18. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, in respect to director 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 there under.

19. **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 members facility to exercise their right to vote on resolution proposed to be considered at the 25th Annual General Meeting (AGM) with an option to vote :

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

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

Voting Process

The Company has appointed Mr. C V Kulkarni, Practicing Company Secretary (Membership No.: 3342; CP No: 2792) (Address: Flat No.2, B-Wing, Suyash Apartments, 769 / 770, Sadashiv Peth, Barrister Gadgil Street, Pune - 411 030), 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 e-voting facility to all its members. 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 23rd July, 2016 at 10:00 A.M. (IST) and ends on 25th July, 2016 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. 19th July, 2016 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p. m (IST) on 25th July, 2016.
- ii) The shareholders should log on to the e-voting website: www.evotingindia.com.
- iii) Click on "Shareholders" 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.
- 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). <ul style="list-style-type: none">• 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.
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.
Bank Details	Enter the Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the Member id/folio number in the Bank details field as mentioned in instruction (v).

- 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.
- 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 on which you choose to vote. In this case, it would be Margo Finance Limited.
- 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder have forgotten the existing 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) 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 and Custodians respectively.
 - 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 they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- xix) Any person, who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut off date i.e. 19th July, 2016, may follow the same instructions as mentioned above for e-Voting or send a request at delhi@linkintime.co.in or at investors@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.
- (xx) 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.
 - Mr. C V Kulkarni, Practicing Company Secretary (Membership No.: 3342; CP No: 2792) (Address: Flat No.2, B-Wing, Suyash Apartments, 769/770, Sadashiv Peth, Barrister Gadgil Street, Pune - 411 030), has been appointed as scrutinizer for conducting the e-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 25th AGM to be held on 26th July, 2016, the result of the meeting will be communicated to the Stock Exchanges and will 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. (xx) 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 'investors@margofinance.com' or the Scrutinizer at cvkulkarnics@gmail.com by mentioning their Folio No./DP ID and Client ID No. However, the duly completed Ballot Forms should reach the Scrutinizer not later than 25th July, 2016 (5.00 p.m. IST). Ballot forms received after this date shall not be considered. The Ballot Paper will also be available at the website of the Company at www.margofinance.com.

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.

EXPLANATORY STATEMENT

PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mr. Amitkumar Rampal Singh (DIN : 07419714) was appointed as an Additional Director in the category of Independent Director on 8th February, 2016 by the Board of Directors. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director. Mr. Singh does not have any other Directorship in other Companies.

Mr. Amitkumar Rampal Singh has rich experience of 16 years in the field Indian Equities and Real Estate.

Directors are of the view that Mr. Singh would bring valuable experience and gender diversity to the Board and the Company would benefit from his appointment as Independent Director Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the item No. 4 of the Notice for appointment of Mr. Singh as an Independent Director, not liable to retire by rotation.

Mr. Singh has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. Except Mr. Singh, 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.4.

Details of directors seeking appointment / re-appointment at the forthcoming AGM of the Company pursuant to Listing Regulations, 2015 :

Name of the Director	Mr. Anil Kumar Jain	Mr. Amit Kumar Rampal Singh
DIN	00086106	07419714
Date of Birth	09.05.1953	28.08.1975
Date of Appointment on the Board	18.10.1991	08.02.2016
Brief Resume and nature of expertise in functional areas	40 years of rich experience in general business and administration.	16 years of rich experience in Indian Equities and Real Estate.
Qualification	Commerce Graduate	M.B.A (Finance and Capital Markets Concentration)
Directorship in other Public Companies [excluding foreign and private Companies]	1. Indo Count Industries Limited 2. Pranavaditya Spinning Mills Limited	NIL
Memberships / Chairmanships of Committees of other Public Companies	Indo Count Industries Limited Membership : 1. Stakeholders Relationship Committee 2. Corporate Social Responsibility Committee Chairmanship : Share Transfer Committee Pranavaditya Spinning Mills Limited Membership : Stakeholders Relationship Committee Chairmanship : Share Transfer Committee	NIL
No. of Shares held in the Company	NIL	NIL

ITEM NO. 5

As per the requirement of Section 94 of the Companies Act, 2013, the Register of Members maintained under Section 88 and copies of Annual Return under Section 92 are required to be kept at the Registered Office of the Company. But the same may be kept at any other place in India, where more than 1/10th of the Members resides.

So, for the sake of operational convenience, the Register of Members of the Company is proposed to be kept at the Delhi office of RTA and copies of Annual Return of the Company are proposed to be kept at the Corporate Office of the Company at Delhi.

The Board recommends adoption of the Resolution set out in Item No. 5 as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

ITEM NO. 6

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore the actual expenses proposed to be borne by the Company for such dispatch will be paid in advance by the member to the Company.

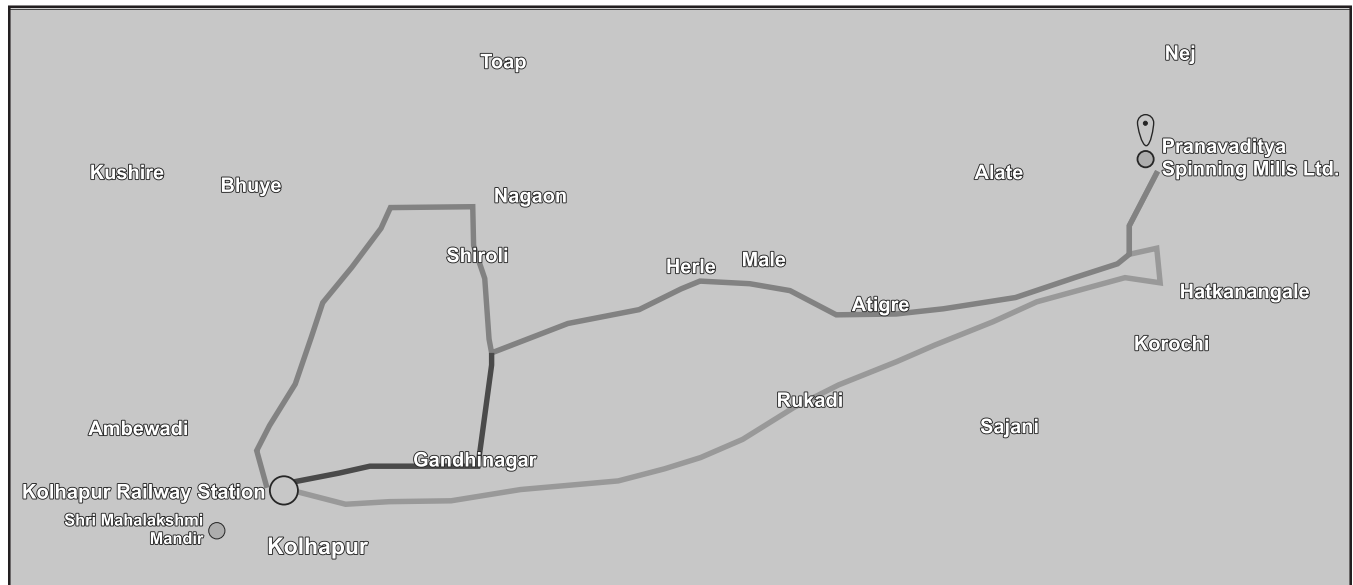
The Board recommends the Resolution at item No. 6 for the approval of the Shareholders.

No Director of the Company, Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed Resolution

Contact Details

<p>Company : <i>Margo Finance Limited</i> Regd. Office : Office No. 3, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur – 416 109, Maharashtra CIN : L65910MH1991PLC080534 E-mail ID : info@margofinance.com</p>	<p>Registrar and Transfer Agent : Link Intime India Pvt. Ltd. 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR, Narania, Delhi-110028 Phones : 011-41410592/3/4</p>
<p>Scrutinizer : CV Kulkarni Practising Company Secretary E-mail ID : cvkulkarnics@gmail.com</p>	<p>e-Voting Agency : Central Depository Services (India) Limited E-mail ID : helpdesk.evoting@cdslindia.com</p>

ROUTE TO THE VENUE



**Form No. MGT-11
PROXY FORM**

(Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

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 Rajender Nagar, New Delhi - 110 060
Phone : 011 – 25753331, 41539444, 25767330

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

Name of the Member(s) :
Registered 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 Margo Finance Limited 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 25th Annual General Meeting of the Company, to be held on the Tuesday, 26th day of July, 2016 at 10:00 A.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 :

Resolution No.	Resolution	Vote (optional see Note 2) Please mention No. of shares		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of the Annual Financial Statements and Reports of the Company.			
2.	Re-Appointment of Mr. Anil Kumar Jain as Director of the Company.			
3.	Rectification of appointment of M/s AVK & Associates as Statutory Auditors.			
Special Business				
4.	Ordinary Resolution for Appointment of Mr. Amitkumar Rampal Singh.			
5.	Special Resolution for Maintenance of Statutory Registers at Corporate Office of the Company.			
6.	Ordinary Resolution for service of documents.			

Signed this _____ day of _____ 2016.

Signature of Shareholder _____

Signature of Proxy _____

Affix a Re. 1/- Revenue Stamp
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- NOTE :
1. This form of proxy in order to be effective should be duly stamped, completed and deposited at 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

TEAR HERE

MARGO FINANCE LIMITED

CIN: L65910MH1991PLC080534

Regd. Office: Office No. 3, Plot No. 266, Village Alte, Kumbhoj Road,
Taluka Hatkanangale, Dist. Kolhapur – 416 109, Maharashtra

Email ID: info@margofinance.com; **Website:** www.margofinance.com

ATTENDANCE SLIP

(TWENTY FIFTH ANNUAL GENERAL MEETING)

(To be handed over at the entrance of the Meeting hall)

Folio No. :	Sl. No. :
Name of Member :	
Registered Address :	

I/We hereby record my/our presence at the **25th ANNUAL GENERAL MEETING** of the Company held on Tuesday, the 26th day of July, 2016 at 10:00 a.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 (in BLOCK LETTERS) _____

DP ID: _____ Client ID : _____

Folio No. : _____ No. of Shares Held: _____

Name of the Proxy (in BLOCK LETTERS) _____

(To be filled in if the valid proxy has been duly lodged with the Company)

Signature of Member/Proxy _____

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence No. (EVSN)	USER ID	Sequence Number/Or (Default PAN No.)
160622005		

Note: For electronic voting kindly log-on to E-voting website www.evotingindia.co.in. Please read the instruction given at Page No. 4 of the Notice of Twenty Fifth Annual General Meeting carefully before voting electronically.