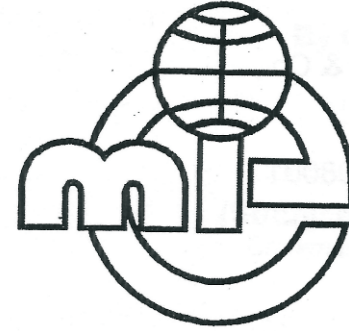


If undelivered please return to :
BEETAL FINANCIAL & COMPUTER SERVICES PVT. LTD.
3rd Floor, Beetal House, 99 Madangir, Behind Local Shopping Centre, New Delhi - 110 062

MACRO INTERNATIONAL LIMITED



Annual Report

2015 - 2016

BOARD OF DIRECTORS

Shri Sudhir Kumar Parasrampur
Chairman and Managing Director

Smt. Parwati Parasrampur
Director
Gautam Lhila
Director
Shri Manoj Kumar Poddar
Director

STATUTORY AUDITOR

M/s Chaudhary Pandiya & Co.,
Chartered Accountant,
513, Plaza Kalpana,
Birhana Road, Kanpur - 208 001

BANKERS

HDFC BANK,
VILLA STATION, STATION ROAD,
JAIPUR - 302 001

REGISTERED OFFICE :

24/147, GROUND FLOOR,
PLAZA KALPANA,
BIRHANA ROAD,
KANPUR - 208 001

MACRO INTERNATIONAL LIMITED

Registered Office: 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur– 208001 (U.P.)
[CIN: L74120UP1993PLC015605]
Tel: (0141) 2373676; Fax: (0141) 2379344; Email: miel1@rediffmail.com

NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of MACRO INTERNATIONAL LIMITED will be held on Wednesday, the 28th September, 2016 at 11.00 A.M. at the Registered Office of the Company at 'Plaza Kalpana' Ground Floor, 24/147, Birhana Road, Kanpur–208001 (U.P.) to transact the following business:

1. To consider and adopt the audited Financial Statement of the Company for the Financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Parwati Parasrampur (DIN:00359065) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Chaudhary Pandiya & Co., Chartered Accountants (ICAI Registration No.70747) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as may be decided by the Board of Directors of the Company.”

Registered Office:
“Plaza Kalpana”, Ground Floor
24/147, Birhana Road,
Kanpur-208001 (U.P.).

By Order of the Board
For **MACRO INTERNATIONAL LIMITED**

Dated: 11.08.2016

(SUDHIR KUMAR PARASRAMPURIA)
Managing Director
DIN: 00358982

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting are given in this Notice under Note No. 14.
3. Corporate Members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. 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.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days during the business hours upto the date of the Meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 22nd September, 2016 to Wednesday, 28th September, 2016 (both days inclusive).
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants 1. w i t h whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrar and Transfer Agents, Beetal Financial & Computer Services Private Limited (hereinafter referred to as "RTA").

9. The Securities and Exchange Board of India (SEBI) has mandated the 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 / RTA.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their Shareholding in the Company. The nomination form can be obtained from the Company / RTA.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to RTA for consolidation into a single folio.
12. The Shareholders who wish to make nomination may send their application in prescribed Form No. SH-13 [under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014 which can be obtained from the Company / RTA.
13. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
14. Information and other instructions relating to remote e-voting are as under:
 - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - (ii) The poll shall be conducted at the Meeting and Members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting.
 - (iii) The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - (iv) The Company has engaged the Services of Central Depository Services Ltd ("CDSL") as the Agency to provide e-voting facility.
 - (v) Voting rights shall be reckoned on the Paid-up value of Shares registered in the name of the Member / Beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 21st September, 2016.

- (vi) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e. 21st September, 2016 only shall be entitled to avail the facility of remote e-voting.
- (vii) Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding Shares as on the cut-off date i.e. 21st September, 2016, may obtain the User ID and Password from the RTA of the Company.
- (viii) The remote e-voting facility will be available during the following period:

| | |
|---------------------------------|--|
| Commencement of remote e-voting | Saturday, 24th September, 2016, 10.00 A.M. IST |
| End of remote e-voting | Tuesday, 27th September, 2016, 05.00 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. 21st September, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL after voting period ends.

- (ix) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a scrutinizer's report and submit the same to the Chairman. The results declared along with the scrutinizer's report shall be placed on the website of CDSL: <https://www.cdslindia.com>. The results shall simultaneously be communicated to the Stock Exchange.
- (x) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 28th September, 2016.
- (xi) Instructions and other information relating to remote e-voting:
- The e-voting facility can be availed by typing the link www.cdslindia.com in the internet browser.
 - Click on the "shareholders" tab.
 - 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.
 - Next enter the Image Verification as displayed and Click on Login.

- (e) 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.
- (f) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|--|
| PAN* | <ul style="list-style-type: none"> 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 first two letters of their name and the last 8 digits of the sequence Number in the "PAN" field. In case the sequence No. number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with Sequence No.001 then enter RA000001 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 respectively in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio respectively. Please enter the DOB or Dividend 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 Dividend Bank details field. |

- (g) After entering these details appropriately, click on "SUBMIT" tab.
- (h) Members holding shares in physical form will then reach directly 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 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 remote 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.

- (l) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (j) Click on the EVSN for the relevant <Company Name > on which you chose to vote.
- (k) 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.
- (l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (m) 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.
- (n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (p) If 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.
- (q) Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

* They should e-mail a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

* After receiving the login details they have to create a Compliance user who would be able to link the account(s) which they wish to vote on.

* 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.

* 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.

- (r) 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.
- (s) Since the Company is required to provide Members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- (xii) The voting rights of Shareholders shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on 21st September, 2016.
- (xiii) The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizers' Report shall be placed on the website of CDSL and communicated to the BSE Ltd. within the prescribed period.

15. As required under Listing Regulations and Secretarial Standards on General Meetings (SS-2), the relevant details in respect of Director seeking re-appointment under Item No. 2 of this Notice is given below:-

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

| | |
|--|---|
| Particulars | Ms. Parwati Parasrampuriah (DIN: 00359065) |
| Date of Birth | 20.09.1954 |
| Qualifications | M.A. |
| Experience | 31 Years |
| Date of Appointment on the Board | 03.08.1993 |
| Expertise in specific functional area | N.A. |

| | |
|--|---|
| Chairman/ Director of other Companies | 1. Amber Mercantiles Limited (Managing Director) 2.Magnanimous Trade & Finance Limited (Managing Director) 3.Radha Roller Floor Mills Private Limited (Director) 4.Beopar Sahayak Private Limited (Director) |
| Chairman/ Member of Committee of the Board of other Companies of which he is a Director | -- |
| Shareholding of Director in the Company | 19,310 Shares |
| Relationship with other Director(s) | Shri Sudhir Kumar Parasrampuria (Husband) |
| No. of Meetings of the Board attended during the year | 5 (Five) |

Registered Office:
"Plaza Kalpana", Ground Floor
24/147, Birhana Road,
Kanpur-208001 (U.P.).

By Order of the Board
For **MACRO INTERNATIONAL LIMITED**

(SUDHIR KUMAR PARASRAMPURIA)
Managing Director
DIN: 00358982

Daed: 11.08.2016

MACRO INTERNATIONAL LIMITED

Registered Office: 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur– 208001 (U.P.)
[CIN: L74120UP1993PLC015605]

Tel: (0141) 2373676; Fax: (0141) 2379344 Email: miel1@rediffmail.com

DIRECTORS' REPORT

To,
The Members of
MACRO INTERNATIONAL LIMITED

Your Directors have pleasure in presenting herewith the Twenty Third Annual Report along with Audited Financial Statement of the Company for the year ended 31st March, 2016.

FINANCIAL RESULTS

The summarized financial position of the Company for the Financial Year ended 31st March, 2016 as compared to previous year is as under.

| PARTICULARS | Amount (Rs. in Lacs) | |
|---|-------------------------|---------------|
| | 2015-2016 | 2014-2015 |
| Total Income | <u>30.86</u> | <u>33.13</u> |
| Profit / (Loss) before Interest and Depreciation | <u>2.90</u> | 6.12 |
| Less: Finance Cost | -- | -- |
| Less: Depreciation | <u>1.02</u> | <u>1.09</u> |
| Profit/ (Loss) before Exceptional and Extraordinary items and Tax | <u>1.88</u> | 5.03 |
| Less: Current Tax | <u>1.18</u> | 1.90 |
| Add: Deferred Tax | <u>0.12</u> | <u>15.30</u> |
| Profit after Tax | <u>0.82</u> | 18.43 |
| Add: Balance Brought Forward from the Previous Year | <u>109.16</u> | <u>90.73</u> |
| Surplus/ (Deficit) carried to Balance Sheet | <u>109.98</u> | <u>109.16</u> |

DIVIDEND

With a view to conserve resources for general corporate purposes and working capital requirements, your Directors considered it prudent not to recommend any Dividend for the year under review.

MACRO INTERNATIONAL LIMITED

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OPERATIONS

During the year under review Total Income of the Company marginally declined from Rs. 33.13 Lacs to Rs. 30.86 Lacs. The Net Profit for the current year stood at Rs. 0.82 Lacs as against Rs. 18.43 Lacs in the previous year.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013 read with Articles of Association of the Company, Smt. Parwati Parasrampur, Director of the Company retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

DECLARATION FROM INDEPENDENT DIRECTORS

The Company had received the Declarations under Section 149(7) of the Companies Act, 2013 from all the Independent Directors that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SUBSIDIARY COMPANY / ASSOCIATE / JOINT VENTURE COMPANY

During the year under review, the Company does not have any Subsidiaries, Joint Venture or Associate Companies.

STATUTORY AUDITORS

It is proposed to re-appoint M/s. Chaudhary Pandiya & Co., Statutory Auditors of the Company who hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

The observations of Auditors in their Report read with notes to the accounts are self-explanatory and do not call for any further clarification or explanation.

SECRETARIAL AUDITOR

The Board has appointed M/s. Mahendra Khandelwal & Co., Practising Company Secretaries to conduct Secretarial Audit for the Financial year 2015-16. The Secretarial Audit Report for the Financial Year ended 31st March, 2016 is annexed herewith as

MACRO INTERNATIONAL LIMITED

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Annexure-'A' to this Report. As regards observation in Secretarial Audit Report relating to appointment of Company secretary and Chief Financial Officer, it may be stated that in view of the suspension of normal business operations, the Company could not afford to employ a whole time Company Secretary and Chief Financial Officer. However, it will make necessary appointment of Company Secretary and Chief Financial Officer, as and when operations and financial condition of the company improves in future.

MEETINGS OF THE BOARD

The Board of Directors duly met 5 (Five) times respectively on 30th May, 2015, 14th August, 2015, 14th November, 2015, 13th February, 2016 and 28th March, 2016 during the financial year. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

BOARD EVALUATION

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the Non-Executive Directors and Executive Directors. On the basis of recommendations of the Policy for Performance Evaluation of Independent Directors, Board, Committees and other individual Directors, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in prescribed Form MGT-9 is annexed herewith as **Annexure-'B'** to this report.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred from the end of the financial year 2015-16 till the date of this Report. Further, there was no change in the nature of business of the Company.

No significant or material order has been passed by the Regulator or Courts or Tribunals during the financial year.

MACRO INTERNATIONAL LIMITED

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CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the Financial year with related parties were in the ordinary course of business and on arm's length basis. The details of material contracts / arrangements / transactions at arm's length basis for the year ended 31st March, 2016 is annexed hereto and form part of this Report as **Annexure 'C'**.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the Financial Statement provided in this Annual Report.

RISK MANAGEMENT

As the Company did not pursue its main business activities during the year no Risk Management Policy was put in place by the Board.

DISCLOSURES

Audit Committee

The Audit Committee comprises of Independent Directors namely Shri Gautam Lhila (Chairman), Shri Manoj Kumar Poddar and Shri Sudhir Kumar Parasrampurua as other Members. All the recommendations made by the Audit Committee were accepted by the Board.

Vigil Mechanism

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement with the Stock Exchange. It aims to provide an avenue for employees through this policy to raise their concerns on any violation of legal or regulatory requirements, suspicious fraud, misfeasance, misrepresentation of any financial statements and reports.

Remuneration and Nomination Policy

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board members. The details of this policy are enclosed herewith as **Annexure-'D'**.

MACRO INTERNATIONAL LIMITED

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STATUTORY INFORMATION

A. PARTICULARS OF EMPLOYEES

As there were no commercial operations in the Company, none of the employees of the Company was in receipt of remuneration in excess of the limits prescribed sub-Rule (2) of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details are not required to be furnished. In view of the above, information as per sub-section (12) of Section 197 of the Companies Act, 2013, read with sub-rule (2) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 being indeterminate as such not furnished.

B. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company is not engaged in any manufacturing activity, the details relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as per Section 134 (3) (m) of the Companies Act, 2013 being inapplicable, hence not provided. There have been no earnings and expenditure in foreign currency during the year under review.

C. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, the Directors of the Company state in respect of the year ended 31st March, 2016 that :-

- in the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- they have selected such Accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the Financial year and of the Profit of the Company for that period.
- they have taken proper and sufficient care for the maintenance of adequate Accounting Records in accordance with the provisions of the Act for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities.

MACRO INTERNATIONAL LIMITED

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- d) they have prepared Annual Accounts on a going concern basis.
- e) They have laid down internal financial controls to be followed by the Company and that such internal controls are adequate and are operating effectively.
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to Financial Statement. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

ACKNOWLEDGEMENTS

The Directors wish to place on record their sincere appreciation of the co-operation received by the Company from the Company's Bankers and other Authorities. The Directors are also thankful to the Shareholders for abiding faith in the Company. Deep appreciation is also acknowledged for the support and hard work put in by the employees of the Company.

For and on behalf of the Board

Place: Kanpur
Date: 11.08.2016

(SUDHIR KUMAR PARASRAMPURIA)
Chairman & Managing Director
DIN: 00358982

MAHENDRA KHANDELWAL & COMPANY

Company Secretaries

Address: - 202, Prism Tower, Opp. Old Lal Kothi Sabji Mandi Main Gate Tonk Road, Jaipur-302015

Phone No. 0141-4112199, 09828046652

E-Mail: mahendra927@gmail.com

SECRETARIAL AUDIT REPORT

Form No. MR-3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
Macro International Limited
'Plaza Kalpana', Ground Floor,
24/147, Birhana Road,
Kanpur, Uttar Pradesh (208001)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Macro International Limited (L74120UP1993PLC015605)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Company** for the financial year ended on 31st March, 2016 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contract (Regulation) Act, 1956 and Rules made there under;
- III. The Depositories Act, 1996 and Regulations and Bye-laws framed there under;
- IV. The following Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable;
 - a) SEBI (Substantial Acquisition of Shares and Takeover) Amendment Regulation, 2015
 - b) SEBI (Prohibition of Insider Trading) Regulations, 1992
 - c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - d) SEBI (Issue and listing of Debt securities) Regulations, 2008

- e) SEBI(Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- f) The SEBI (Delisting of Equity Shares) Regulations, 2009
- g) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- h) Listing Agreement

V. As identified by the management, following laws are specifically applicable to the Company:

Corporate Laws:-

- 1. The Companies Act, 2013.
- 2. The Foreign Exchange Management Act,
- 3. Securities and Exchange Board of India Act, 1992
- 4. The Competition Act, 2002

Labour Laws:-

- 1. The Apprentices Act, 1961.
- 2. The Building and Other Construction Workers Welfare Cell Act, 1996.
- 3. The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1998.
- 4. The Child Labour (Prohibition and Regulation) Act, 1986.
- 5. The Coal Mines Provident Fund and Miscellaneous Provisions Act, 1948.
- 6. The Contract Labour (Regulation and Abolition) Act, 1976.
- 7. The Employees Compensation Act, 1923.
- 8. The Employees Provident Funds and Miscellaneous Provisions Act, 1952.
- 9. The Employees State Insurance Act, 1948.
- 10. The Employment Exchange (Compulsory Notifications of Vacancies) Act, 1959.
- 11. The Maternity Benefit Act, 1961.
- 12. The Minimum Wages Act, 1948.
- 13. Payment of Gratuity Act, 1972.
- 14. The Payment of Wages Act, 1936.
- 15. The Personal Injuries (Compensation in Wages) Act, 1963.
- 16. The Right to Information Act, 2005.
- 17. The Sexual Harassment Of Women At Workplaces (Prevention, Prohibition And Redressed) Act, 2013
- 18. The Trade Unions Act, 1926.
- 19. The Indian Fatal Accidents Act, 1885

Law Applicable to Warehousing

- 1. Food Safety and Standards Act, 2006
- 2. Warehousing (Development & Regulations) Act, 2007
- 3. The prevention of Food Adulteration Act, 1954
- 4. The Legal Metrology Act, 2009

Law Applicable to Imports and Exports

- 5. Imports and Exports (Control) Act 1947.
- 6. India's Export Import (EXIM) Policy
- 7. The Foreign Trade (Development And Regulation) Act, 1992
- 8. Custom act 1962
- 9. Customs Tariff Act, 1975
- 10. Imports and Exports (Control) Act, 1947
- 11. The Foreign Trade (Development & Regulations) Amendment Act, 2010

Laws Applicable to Hotel Industries

- 1. Police License / Registration.
- 2. License under Shops & Establishments Act.

- 3. License under Prevention of Food Adulteration Act.
- 4. Registration under the Sales Tax Act.
- 5. Registration under the Pollution Control Act.
- 6. Registration under the Apprentices Act.
- 7. Registration under the Provident Fund Act
- 8. Registration under the ESI Act.
- 9. Entertainment License on Festival Occasions.
- 10. License for Chimney under the Smoke Nuisance Act.
- 11. Registration under the Weights & Measures Act.
- 12. Factory License for Laundry.
- 13. Central Excise License for Bakery Products.
- 14. Registration & Permits under the Motor Vehicle Act for Tourist Coaches / Taxies.
- 15. Eating House License.
- 16. Municipal Beer Bar License.
- 17. License for storage of Kerosene & Compressed Gas (LPG)
- 18. License to deal in Foreign Exchange under FEMA
- 19. Cold Storage License, (if over 25 cubic ft.).
- 20. License for Boiler & Generators and Mixers and Grinders.
- 21. Bar License (Foreign Liquor).
- 22. Mild Liquor License.
- 23. Temporary License for Awnings & covering of Terrace during monsoon.
- 24. Copy Right License for Playing of Music.
- 25. Lodging House License
- 26. Approval from the Department of Tourism, Government of India.
- 27. Mild Liquor License.
- 28. License for storage of Diesel Oil.
- 29. Registration under the Luxury Tax Act.

Financial and Other Laws:-

- 1. The Central Sales Tax, 1956.
- 2. The Finance Act 1994 (Service Tax)
- 3. The Income Tax Act, 1961.

Laws Applicable to Information Technology

- 1. Information Technology Act, 2000
- 2. The Information Technology (Amendment) Act, 2008

I have also examined compliance with the applicable clauses of the following:

- a) **Secretarial Standards issued by The Institute of Company Secretaries of India.**
- b) **SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

In my observation, during the period under review, the Company has-complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except the following:-

- 1. **No Company Secretary and Chief Financial Officer in the company during the F.Y. 2015 -16.**

I further report that

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through unanimously and therefore dissenting members' views are not required to be captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with

the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. Company has introduced compliance alert system for applicability of all applicable laws, rules, regulations and guidelines.

For Mahendra Khandelwal & Co.
(Company Secretaries)

(Mahendra Prakash Khandelwal)
FCS No.: 6266
C P No.: 4459

Place: Jaipur
Date: May 30, 2016

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

To,

Annexure A

The Members,
Macro International Limited
'Plaza Kalpana', Ground Floor,
24/147, Birhana Road,
Kanpur, Uttar Pradesh (208001)

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. The maximum liability of my firm under the secretarial audit in respect of the aggregate of all claims shall not exceed the fee charged by me.

For Mahendra Khandelwal & Co.
(Company Secretaries)

(Mahendra Prakash Khandelwal)
FCS No.: 6266
C P No.: 4459

Place: Jaipur
Date : May 30, 2016

ANNEXURE-B

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2016
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | | |
|------|--|--|
| i) | CIN: | L74120UP1993PLC015605 |
| ii) | Registration Date: | 03.08.1993 |
| iii) | Name of the Company: | MACRO INTERNATIONAL LIMITED |
| iv) | Category / Sub-Category of the Company: | Public Limited Company / Limited by Shares |
| v) | Address of the Registered office and contact details: | PLAZA KALPANA', GROUND FLOOR, 24/147 BIRHANA ROAD, KANPUR - 208001(U.P.) Tel : 0512-2332481 E-Mail Id: miel1@rediffmail.com / co@miel.co.in |
| vi) | Whether Listed Company: | Yes |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any: | Beetal Financial And Computer Services Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, New Delhi-110062 Tel : 011-29961281, Fax : 011-29961284 Email ID : beetalrta@gmail.com; |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

| Sl. No. | Name and Description of main products / services | NIC Code of the Product / service | % to total turnover of the Company |
|---------|--|-----------------------------------|------------------------------------|
| 1. | NIL | NIL | NIL |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sl. No. | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING / SUBSIDIARY/ ASSOCIATE | % of Shares held | Applicable Section |
|---------|---------------------------------|---------|---------------------------------|------------------|--------------------|
| 1 | NIL | NIL | NIL | NIL | NIL |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of shares held at the end of the year | | | | % Change during the year |
|-------------------------------|---|------------|------------------|------------------|---|------------|------------------|------------------|--------------------------|
| | Demat | Physical | Total | % of Total Share | Demat | Physical | Total | % of Total Share | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 6,28,940 | NIL | 6,28,940 | 15.83 | 6,28,940 | NIL | 6,28,940 | 15.83 | NIL |
| b) Central Govt. | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| c) State Govt(s) | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| d) Bodies Corp. | 21,65,210 | NIL | 21,65,210 | 54.48 | 21,65,210 | NIL | 21,65,210 | 54.48 | NIL |
| e) Banks / FI | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| f) Any Other.... (i) Trust | 1,86,400 | NIL | 1,86,400 | 4.69 | 1,86,400 | NIL | 1,86,400 | 4.69 | NIL |
| Sub-total (A) (1):- | 29,80,550 | NIL | 29,80,550 | 75.00 | 29,80,550 | NIL | 29,80,550 | 75.00 | NIL |
| (2) Foreign | | | | | | | | | |
| a) NRIs - Individuals | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| b) Other – Individuals | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |

| | | | | | | | | | |
|--|------------------|------------|------------------|--------------|------------------|------------|------------------|--------------|------------|
| c) Bodies Corp. | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| d) Banks / FI | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| e) Any Other... | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Sub-total (A) (2):- | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Total shareholding of Promoter (A)=(A)(1)+ (A)(2) | 29,80,550 | NIL | 29,80,550 | 75.00 | 29,80,550 | NIL | 29,80,550 | 75.00 | NIL |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| b) Banks / FI | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| c) Central Govt. | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| d) State Govt(s) | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| e) Venture Capital Funds | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| f) Insurance Companies | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| g) FIIs | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| h) Foreign Venture Capital Funds | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| i) Others | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |

| | | | | | | | | | |
|--|---------------|---------------|---------------|--------------|---------------|---------------|---------------|--------------|------------|
| (specify) | | | | | | | | | |
| Sub-total (B)(1):- | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| 2. Non- Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 2200 | 37200 | 39400 | 0.99 | 2200 | 37200 | 39400 | 0.99 | NIL |
| ii) Overseas | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 197650 | 477620 | 675270 | 16.99 | 197650 | 477620 | 675270 | 16.99 | NIL |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 266850 | 12000 | 278850 | 7.02 | 266850 | 12000 | 278850 | 7.02 | NIL |
| c) Others (specify) | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Sub-total (B)(2):- | 466700 | 526820 | 993520 | 25.00 | 466700 | 526820 | 993520 | 25.00 | NIL |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 466700 | 526820 | 993520 | 25.00 | 466700 | 526820 | 993520 | 25.00 | NIL |

| | | | | | | | | | |
|--|----------------|---------------|----------------|------------|----------------|---------------|----------------|------------|------------|
| C. Shares held by Custodian For GDRs & ADRs | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Grand Total (A+B+C) | 3447250 | 526820 | 3974070 | 100 | 3447250 | 526820 | 3974070 | 100 | NIL |

(ii) Shareholding of Promoters

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding during the Year |
|---------|--|---|----------------------------------|---|-------------------------------------|----------------------------------|---|---|
| | | shares | % of total shares of the company | % of shares Pledged/ Encumbered to total shares | No. of shares | % of total shares of the company | % of shares Pledged/ Encumbered to total shares | |
| 1 | Smt.Parwati Parasrampurua | 19310 | 0.49 | Nil | 19310 | 0.49 | Nil | Nil |
| 2 | Smt.Arti Parasrampurua | 29592 | 0.74 | Nil | 29592 | 0.74 | Nil | Nil |
| 3 | Shri Sudhir Kumar Parasrampurua (Trustee) Shri Shashank Parasrampurua (Trustee) | 84100 | 2.12 | Nil | 84100 | 2.12 | Nil | Nil |
| 4 | Smt. Parwati Parasrampurua (Trustee) Smt. Arti Parasrampurua (Trustee) | 102300 | 2.57 | Nil | 102300 | 2.57 | Nil | Nil |
| 5. | Shri Shashank | 134720 | 3.39 | Nil | 134720 | 3.39 | Nil | Nil |

| | | | | | | | | |
|-----|----------------------------------|----------------|--------------|------------|----------------|--------------|------------|------------|
| 6. | Shri Sudhir Kumar Parasrampurua | 221323 | 5.57 | Nil | 221323 | 5.57 | Nil | Nil |
| 7. | Smt. Chadrakala Parasrampurua | 223995 | 5.64 | Nil | 223995 | 5.64 | Nil | Nil |
| 8. | Beopar Sahayak Private Limited | 76900 | 1.93 | Nil | 76900 | 1.93 | Nil | Nil |
| 9. | Amber Mercantiles Limited | 477310 | 12.01 | Nil | 477310 | 12.01 | Nil | Nil |
| 10. | Magnanimous Trade & Finance Ltd. | 1611000 | 40.54 | Nil | 1611000 | 40.54 | Nil | Nil |
| | TOTAL | 2980550 | 75.00 | Nil | 2980550 | 75.00 | Nil | Nil |

(iii) Change in Promoter's Shareholding: (please specify, if there is no change)

| Sl. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|---|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | At the beginning of the year | NO CHANGES DURING THE YEAR | | | |
| | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc) | | | | |
| | At the End of the year | | | | |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sl. No. | For each of the top 10 shareholders | Shareholdings as on 31.03.2015 | | Shareholding as on 31.03.2016 | |
|---------|-------------------------------------|--------------------------------|----------------------------------|-------------------------------|----------------------------------|
| | | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| 1. | Shri Tushar Kisanlal Doshi | 55000 | 1.38 | 55000 | 1.38 |
| 2. | Shri Janak Parasrampuria | 28100 | 0.71 | 28100 | 0.71 |
| 3. | Shri Jyotshna Harish Bhai Thakker | 22000 | 0.55 | 22000 | 0.55 |
| 4. | Smt. Manju Yashwant Bihari Kagji | 21000 | 0.53 | 21000 | 0.53 |
| 5. | Shri Shivang Yashwant Bihari Kagji | 21000 | 0.53 | 21000 | 0.53 |
| 6. | Shri Santosh Sitaram Goenka | 20500 | 0.52 | 20500 | 0.52 |
| 7. | Smt. Shruti Yashwant Bihari Kagji | 20350 | 0.51 | 20350 | 0.51 |
| 8. | Smt. Sunita Santosh Goenka | 20000 | 0.50 | 20000 | 0.50 |
| 9. | Pramod Kumar And Sons | 19500 | 0.49 | 19500 | 0.49 |
| 10 | Shri Arun Kumar Goel | 16300 | 0.41 | 16300 | 0.41 |

(v) Shareholding of Directors and Key Managerial Personnel:

| S. No. | Shareholding of each Director and Key Managerial Personnel | Date | Reason | Shareholding at the beginning of the year | | Cumulative Shareholding during the year (01-04-2015 to 31-03-2016) | |
|---------------|--|------------|--------|---|-------------------|--|-------------------|
| | | | | No. of Shares | % of total shares | No. of Shares | % of total shares |
| A: Directors: | | | | | | | |
| 1. | Shri Sudir Kumar Parasrampuria , Managing Director | | | | | | |
| | At the beginning of the Year | 01.04.2015 | ---- | 221323 | 5.57 | 221323 | 5.57 |
| | Changes during the Year | NIL | | NIL | NIL | NIL | NIL |

| | | | | | | | |
|------------------------------|--------------------------------------|------------|------|--------|--------|--------|--------|
| | At the end of the Year | 31.03.2016 | | 221323 | 5.57 | 221323 | 5.57 |
| 2 | Smt. Parwati Parasrampuria, Director | | | | | | |
| | At the beginning of the Year | 01.04.2015 | ---- | 19,310 | 0.48 | 19,310 | 0.48 |
| | Changes during the Year | NIL | | NIL | NIL | NIL | NIL |
| | At the end of the Year | 31.03.2016 | | 19,310 | 0.48 | 19,310 | 0.48 |
| 3. | Shri Gautam Lhila, Director | | | | | | |
| | At the beginning of the Year | 01.04.2015 | | 10,000 | 0.25 | 10,000 | 0.25 |
| | Changes during the Year | NIL | | NIL | NIL | NIL | NIL |
| | At the end of the Year | 31.03.2016 | | 10,000 | 0.25 | 10,000 | 0.25 |
| 4. | Shri Manoj Kumar Poddar, Director | | | | | | |
| | At the beginning of the Year | 01.04.2015 | | 100 | 0.0025 | 100 | 0.0025 |
| | Changes during the Year | NIL | | NIL | NIL | NIL | NIL |
| | At the end of the Year | 31.03.2016 | | 100 | 0.0025 | 100 | 0.0025 |
| B: Key Managerial Personnel: | | | | | | | |
| NIL | | | | | | | |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|---|--------------------|------------|-----------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | NIL | NIL | NIL | NIL |
| ii) Interest due but not paid | NIL | NIL | NIL | NIL |
| iii) Interest accrued but not due | NIL | NIL | NIL | NIL |
| Total (i+ii+iii) | NIL | NIL | NIL | NIL |
| Change in Indebtedness during the financial year | | | | |
| ₹ Addition (Net) | NIL | NIL | NIL | NIL |
| ₹ Reduction | NIL | NIL | NIL | NIL |
| Net Change | NIL | NIL | NIL | NIL |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | NIL | NIL | NIL | NIL |
| ii) Interest due but not paid | NIL | NIL | NIL | NIL |
| iii) Interest accrued but not due | NIL | NIL | NIL | NIL |
| Total (i+ii+iii) | NIL | NIL | NIL | NIL |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole -time Directors and/or Manager

| Sl. no. | Particulars of Remuneration | Name of MD/WTD/Manager | Total Amount |
|----------------------|---|--|-----------------|
| | | Shri Sudhir Kumar Parasrampuria (Managing Director) | |
| 1. | Gross salary | 6,00,000 | 6,00,000 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | NIL | NIL |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | NIL | NIL |
| | (c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961 | NIL | NIL |
| 2. | Stock Option | NIL | NIL |
| 3. | Sweat Equity | NIL | NIL |
| 4. | Commission - as % of profit -others, specify... | NIL | NIL |
| 5. | Others, please specify: | | |
| | ₹ Contribution to PF | NIL | NIL |
| | ₹ Gas, Electricity and Water | NIL | NIL |
| | Total (A) | 6,00,000 | 6,00,000 |
| Ceiling Limit | | The remuneration is being paid in accordance with the ceiling limits laid down under Part II of Section II of Schedule V and other applicable provisions of the Companies Act, 2013. | |

B. Remuneration to other Directors:

| Sl. no | Particulars of Remuneration | Name of Directors | Total Amount |
|--------|--|-------------------|--------------|
| | | | |
| | 1. Independent Directors | | |
| | ξ Fee for attending board / committee meetings | NIL | NIL |
| | ξ ██████ Commission | NIL | NIL |
| | ξ ██████ Others, please specify | NIL | NIL |
| | Total (1) | NIL | NIL |
| | 2. Other Non-Executive Directors | | |
| | ξ Fee for attending board / committee meetings | NIL | NIL |
| | ξ Commission | NIL | NIL |
| | ξ Others, please specify | NIL | NIL |
| | Total (2) | NIL | NIL |
| | Total (B)=(1+2) | NIL | NIL |
| | Total Managerial Remuneration | NIL | NIL |
| | Overall Ceiling as per the Act | NIL | NIL |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | |
|---------|---|--------------------------|-------------------|------------|------------|
| | | CEO | Company Secretary | CFO | Total |
| | | | | | |
| 1. | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | NIL | NIL | NIL | NIL |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | NIL | NIL | NIL | NIL |
| | (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961 | NIL | NIL | NIL | NIL |
| 2. | Stock Option | NIL | NIL | NIL | NIL |
| 3. | Sweat Equity | NIL | NIL | NIL | NIL |
| 4. | Commission - as % of profit - Others, specify... | NIL | NIL | NIL | NIL |
| | Others, please specify | NIL | NIL | NIL | NIL |
| | Total | NIL | NIL | NIL | NIL |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of The Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|------------------------------|------------------------------|-------------------|---|------------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |
| B. DIRECTORS | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |

Place: Jaipur
Date: 11.08.2016

(SUDHIR KUMAR PARASRAMPURIA)
Chairman & Managing Director
DIN: 00358982

For and on behalf of the Board

MACRO INTERNATIONAL LIMITED

Registered Office: 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur- 208001 (U.P.)
[CIN: L74120UP1993PLC015605]
Tel: (0141) 2373676; Fax: (0141) 2379344 Email: miel@rediffmail.com

ANNEXURE-'C'

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm’s length basis

| Name(s) of the party related to nature of relationship | Nature of contracts/ arrangements/ transactions | Duration of the contracts / arrangements /transactions | Salient terms of contracts or arrangements or transactions including the value, if any | Justification for entering into such contracts or arrangements or transactions | Date(s) of approval by the Board | Amount paid as advances, if any: | Date on which the special resolution was passed in general meeting as required under first proviso to section 188 |
|--|---|--|--|--|----------------------------------|----------------------------------|---|
| NIL | | | | | | | |

2. Details of material contracts or arrangement or transactions at arm's length basis

| Name(s) of the related party and nature of relationship | Nature of contracts/ arrangements/ transactions | Duration of the contracts / arrangements/ transactions | Salient terms of the contracts or arrangements or transactions including the value, if any | Date(s) of approval by the Board, if any: | Amount paid as advances, if any: |
|--|---|--|--|---|----------------------------------|
| Amber Mercantiles Limited (Common Director) | Lease of Property | 2015-2016 | Rs.12,000/- | 30.05.2015 | NIL |
| Sudhir Kumar Parasrampur H.U.F. (Karta is the Managing Director in the Company) | Lease of Property | 2015-2016 | Rs. 54,000/- | 30.05.2015 | NIL |

For and on behalf of the Board

Place: Kanpur
Date: 11.08.2016

(SUDHIR KUMAR PARASRAMPURIA)
Chairman & Managing Director
DIN: 00358982

NOMINATION & REMUNERATION POLICY

The Board of Directors of Macro International Limited ("the Company"), in view of enforcement of Companies Act, 2013 read with rules framed thereunder and amendment to Clause 49 of the Listing Agreement, re-designated the Remuneration Committee as "Nomination and Remuneration Committee" at the Meeting held on 13th May, 2014 with immediate effect.

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement (as may be amended from time to time).

1. DEFINITIONS

Board means Board of Directors of the Company.

Key Managerial Personnel shall have the same meaning as given in Section 203 of the Companies Act, 2013 read with rules framed thereunder.

"Senior Management" shall mean personnel of the company (which include persons engaged as retainer or on contractual basis) and who are members of its core management team excluding Board of Directors, comprising all members of management one level below the executive directors, including the functional heads.

Explanation 1: In case of any dispute whether a person is member of Senior Management or not, decision of concerned Executive Director shall be final.

Explanation 2: Considering the criticality of a particular function, even if a person is not covered in the above definition, the Chairman will have discretion to treat him/ her as member of Senior Management for the purpose of this Policy.

The words and definitions not described herein above shall have the respective meanings under the Acts and legislations governing the same.

2. TERMS OF REFERENCE / ROLE OF COMMITTEE

The Terms of Reference of the Committee shall be:-

- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and to carry out evaluation of every Director's performance.
- To ensure that the level and composition of remuneration is reasonable and is sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- To ensure that relationship of remuneration to performance in respect of Directors, Key Managerial Personnel and employees of Senior Management is clear and meets appropriate performance benchmarks; and

- d) To ensure that remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:
- e) To formulate the criteria for determining qualifications of Directors, Key Managerial Personnel and employees of Senior Management, and also to determine criteria for positive attributes and independence of Directors.
- f) To formulate criteria for evaluation of every Director including Independent Director and the Board.
- g) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation by the Board.
- h) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and employees of Senior Management.
- i) To provide to Key Managerial Personnel and Senior Management, reward linked directly to their efforts, performance, dedication and achievement relating to the Company's operations.
- j) To devise a policy on Board diversity from time to time.
- k) To develop a succession plan for the Board and to regularly review the plan.

3. **RETIREMENT AGE OF DIRECTORS, KMP AND SENIOR MANAGEMENT PERSONNEL**

The KMP and Senior Management Personnel shall retire as per the prevailing HR policy of the Company. As decided by the Board of Directors in its meeting held on 13th May, 2014, the retirement age for Executive Directors shall be 65 years and for Non-Executive Directors shall be 70 years. The Board of Directors shall be at liberty to grant any extension as and when required on case to case basis.

4. **STATUTORY POWERS OF THE COMMITTEE**

The committee shall have a power to express opinion whether the Director possesses the requisite qualification for the practice of the profession, when remuneration is proposed to be paid for the services to be rendered in any other capacity and such services to be rendered are of a professional nature. Where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, the Committee may approve the payment of remuneration as per Section II of Part II of Schedule V to the Companies Act, 2013.

5. **COMPOSITION OF COMMITTEE**

The Committee shall comprise of at least three Non-Executive Directors, at least half of whom shall be independent Directors. The Board may appoint the Chairperson of the Company whether executive or non-executive as member of this committee.

6. **CHAIRPERSON**

The Chairperson of the Committee shall be an Independent Director. In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one of the Independent Directors amongst them to act as Chairperson.

The Chairperson of the Nomination and Remuneration Committee shall endeavor to be present at the Annual General Meeting.

7. **MISCELLANEOUS**

A member of the Committee is not entitled to be present when his or her own or his or her relative(s) remuneration is discussed at a meeting or when his or her or his or her relative(s) performance is being evaluated.

The Committee may invite Executive Directors, functional heads and outside experts, as it considers appropriate, to be present at the meetings of the Committee. The Company Secretary of the Company shall act as Secretary of the Committee.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
MACRO INTERNATIONAL LTD.
(Formerly known as Macro (International) Exports Ltd.)
KANPUR.

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of **MACRO INTERNATIONAL LTD** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub section (11) of Section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraphs 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

Chaudhary Pandiya & Co.
Chartered Accountants

- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Chaudhary Pandiya & Co.
Chartered Accountants
FRN 001903C

(A.K.Pandiya)
Partner
Membership No. 70747

Place: Kanpur
Dated: 30-05-2016

513, Plaza Kalpana, 24/147-B, Birhana Road Kanpur-208001
Tel.: 2348095 * E-Mail: chaudharypandiya_co@hotmail.com

Chaudhary Pandiya & Co.
Chartered Accountants

Annexure - B to the Auditors' Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditor's Report on financial statement of even date.)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of MACRO INTERNATIONAL LIMITED ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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Chaudhary Pandiya & Co.
Chartered Accountants

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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Chaudhary Pandiya & Co.
Chartered Accountants

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India for our audit opinion on the Company's internal financial controls system over financial reporting.

For Chaudhary Pandiya & Co.
Chartered Accountants
FRN 001903C

Place: Kanpur
Dated: 30-05-2016

(A.K.Pandiya)
Partner
Membership No. 70747

513, Plaza Kalpana, 24/147-B, Birhana Road Kanpur-208001
Tel.: 2348095 * E-Mail: chaudharypandiya_co@hotmail.com

ANNEXURE 'A' TO THE AUDITORS' REPORT

The annexure referred to in Independent Auditors Report to the members of the Company on the financial statements for the year ended 31st March, 2016. we report that;

- (I) (a) The Company has maintained proper records showing full particulars, Including quantitative details and situation of fixed assets;
- (b) The fixed assets of the Company have been physically verified by the management at reasonable intervals during the year; No material discrepancies were noticed on such verification;
- (c) According to the information and explanation given to us and on the basis of the examination of the records of the company, there is no immovable property held in the name of the company. Therefore paragraph 3(i)(c) of the order is not applicable.
- (ii) The Company does not have inventory as there was no commercial activity being carried by the Company during the year. Therefore paragraph 3(ii) of the order is not applicable.
- (iii) According to the information and explanation given to us, the company has not granted any loans secured or unsecured to Companies, Firms, Limited Liability Partnership other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore paragraph 3(iii) of the order is not applicable.
- (iv) According to the information and explanation given to us and on the basis of examination of the records of the Company, the Company has neither given loans nor made any investment, therefore provisions of section 185 and 186 are not applicable. Accordingly paragraph 3(iv) of the order is not applicable to the Company.
- (v) According to the information and explanation given to us and on the basis of the examination of the records of the Company; The Company has not accepted any deposits from public. Therefore, paragraph 3(v) of the order is not applicable.
- (vi) The Company is not required to maintain any cost records that have been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Therefore, paragraph 3(vi) of the order is not applicable.
- (vii) (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has been regular in depositing its undisputed statutory dues including income tax, cess and other material statutory dues with the appropriate authority. As explained to us, there are no undisputed statutory dues as mentioned above in arrears as at 31st March 2016 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us there are no material dues on account of income tax, cess that has not been deposited with the appropriate authority on account of any dispute.
- (viii) According to the information and explanation given to us and on the basis of our examination of records of the Company, the Company does not have any loans or

- borrowing from any financial institutions, bank, Government or dues to debenture holders during the year. Therefore paragraph 3(viii) of the order is not applicable.
- (ix) According to the information and explanation given to us and on the basis of our examination of records of the Company, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Therefore paragraph 3(ix) of the order is not applicable.
- (x) To the best of our knowledge and belief and according to the information and explanation given to us, no material fraud on or by the company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanation given to us and on the basis of our examination, the company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion and according to the information and explanation given to us, the company is not a nidhi company. Therefore, paragraph 3(xii) of the order is not applicable.
- (xiii) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there are no transactions with the related party during the year, therefore provision of sections 177 & 188 of the act are not applicable to the Company. However as per the recommendation of applicable accounting standards the transactions have been properly disclosed in the financial statement.
- (xiv) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore paragraph 3(xiv) of the order is not applicable.
- (xv) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not entered into any non-cash transactions with the directors or persons connected with him as specified under section 192 of the Act. Therefore, paragraph 3(xv) of the order is not applicable
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, paragraph 3(xvi) of the order is not applicable

For Chaudhary Pandiya & co.
Chartered Accountants
FRN 001903C

Place: Kanpur
Dated: 30-05-2016

(A. K. Pandiya) Partner
M.No. 070747

MACRO INTERNATIONAL LIMITED

(Formerly known as Macro (International) Exports Ltd.

BALANCE SHEET AS AT 31st, MARCH., 2016

| PARTICULARS | Note No. | As at 31.03.2016 Amount (Rs.) | As at 31.03.2015 Amount (Rs.) |
|--------------------------------------|----------|----------------------------------|----------------------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholders` Fund | | | |
| (a) Share Capital | 1 | 39,896,120.00 | 39,896,120.00 |
| (b) Reserves & Surplus | 2 | 12,922,482.61 | 12,840,895.55 |
| (2) Non Current Liabilities | | | |
| (a) Deferred Tax Liabilities | 3 | | 6,718.00 |
| (b) Other Long Term Liabilities | 4 | 10,000.00 | 10,000.00 |
| (c) Long Term Provisions | 5 | 371,049.00 | 309,397.00 |
| (3) Current Liabilities | | | |
| (a) Short Term Provisions | 6 | 250,066.90 | 133,053.94 |
| TOTAL | | 53,449,718.51 | 53,196,184.49 |
| II. ASSETS | | | |
| (1) Non current Assets | | | |
| (a) Fixed Assets | 7 | | |
| (i) Gross Block | | 2,001,253.31 | 1,410,205.75 |
| (ii) Less : Depreciation | | <u>828,193.58</u> | <u>726,371.37</u> |
| Net Block | | 1,173,059.73 | 683,834.38 |
| (b) Deferred Tax Assets | 3 | 5,050.00 | |
| (2) Other Non Current Assets | 8 | 32,996.00 | 32,996.00 |
| (3) Current Assets | | | |
| (ii) Cash & cash equivalents | 9 | 78,640.78 | 60,979.11 |
| (iii) Short- term loans & advances | 10 | 51,744,661.00 | 52,245,121.00 |
| (iv) Other current assets | 11 | 415,311.00 | 173,254.00 |
| TOTAL | | 53,449,718.51 | 53,196,184.49 |

The NOTES form an integral part of these financial statements

As per our report of even date.
For Chaudhary Pandiya & Co.
(CHARTERED ACCOUNTANTS)

For & on behalf of the Board of
DIRECTORS
MACRO INTERNATIONAL LIMITED

(A.K.Pandiya)
PARTNER
M.No. 70747

S.K.Parasrampur
(Managing Director)

Parwati Parasrampur
(Director)

PLACE : Kanpur
DATE : 30-05-2016

MACRO INTERNATIONAL LIMITED

(Formerly known as Macro (International) Exports Ltd.

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED AS ON 31st MARCH, 2016

| PARTICULARS | Note No. | As at 31.03.2016 Amount (Rs.) | As at 31.03.2015 Amount (Rs.) |
|--|-------------|----------------------------------|----------------------------------|
| I. Sales | | - | - |
| II. Other Income | Note No. 12 | 3,086,104.00 | 3,313,309.00 |
| III. Total Revenue | | <u>3,086,104.00</u> | <u>3,313,309.00</u> |
| III. Expenses | | | |
| A. Employees benefits expenses | Note No. 13 | 832,264.66 | 819,686.00 |
| B. Depreciation | | 101,822.21 | 108,890.29 |
| C. Other Expenses | Note No. 14 | 1,363,998.07 | 1,281,431.64 |
| D. MD`S Remuneration | | 600,000.00 | 600,000.00 |
| Total expenses | 98,084.94 | <u>2,8</u> | <u>2,810,007.93</u> |
| IV. Profit before exceptional and extraordinary items and tax (II - III) | | <u>188,019.06</u> | <u>503,301.07</u> |
| V. Exceptional items | | - | - |
| VI. Profit / (Loss) before Tax | | 188,019.06 | 503,301.07 |
| IX. Tax expenses | | | |
| (a) Current Tax | | 118,200.00 | 190,200.00 |
| (b) Deferred Tax | | 11,768.00 | 1,529,832.00 |
| X. Profit / Loss for the year | | <u>81,587.06</u> | <u>1,842,933.07</u> |
| Earning per equity share | | | |
| (a) Basic | | 0.02 | 0.46 |
| (b) Diluted | | 0.02 | 0.46 |
| weighted averege number of shares outstanding | | 3974070 | 3974070 |

The notes form the integral part of these finacial statements

As per our report of even date
For Chaudhary Pandiya & Co.
(CHARTERED ACCOUNTANTS)

d of Directors For & on behalf of the Boar
MACRO INTERNATIONAL LIMITED

(A.K.Pandiya)
PARTNER
M.No. 70747

S.K.Parasrampur
(Managing Director)

Parwati Parasrampur
(Director)

PLACE : Kanpur
DATE : 30-05-2016

| MACRO INTERNATIONAL LIMITED | | | | |
|---|--|-------------------------------------|----------------------------------|-------------------------------------|
| (Formerly known as Macro (International) Exports Ltd. | | | | |
| NOTES TO THE FINANCIAL STATEMENTS | | | | |
| S.No. | PARTICULARS | Note No. | As at 31.03.2016 Amount (Rs.) | As at 31.03.2015 Amount (Rs.) |
| Note No. '1' - SHARE CAPITAL | | | | |
| 1 | Authorised Share Capital (5000000 Equity Shares of Rs.10/- each) | | 50,000,000.00 | 50,000,000.00 |
| 2 | Issued Subscribed and paidup Shares Capital (3974070 Equity Share of Rs.10/- each fully paid) | | 39,740,700.00 | 39,740,700.00 |
| 3 | Add : Amount paidup on forfeited shares/less call in arrear | 420.00 | 155, | 155,420.00 |
| | TOTAL | | 39,896,120.00 | 39,896,120.00 |
| 4 | Details of Shares held by Shareholders holding more than 5% of the aggregate shaers in the company. | | | |
| | Name of the Shareholder | No. of sharesheld as at 31-03-16 | % of holding | No. of sharesheld as at 31-03-15 |
| | Chandrakala Parasrampuria | 223995 | 5.64 | 223995 |
| | Sudhir Kumar Parasrampuria | 221323 | 5.57 | 221323 |
| | Amber Mercantiles Ltd. | 477310 | 12.01 | 477310 |
| | Magnanimous Trade & Finance Ltd. | 1611000 | 40.54 | 1611000 |
| 5 | Rights, Preferences and Restrictions attached to equity shares : | | | |
| | The company has one class of equity shares having a par value of Rs.10/= per share each shareholder is eligible for one vote per share held. The dividend if any proposed by the Board of Directors is subjet to approval of the Shareholders in the ensuing Annual General Meeting. | | | |
| | Note No. '2' - RESERVE & SURPLUS | | | |
| | a. Capital Reserve | | 1,924,558.61 | 1,924,558.61 |
| | b. Surplus-opening balance | | 10,916,336.94 | 9073403.87 |
| | Add / (Less) : Net Profit / Net (Loss) during the year | | 81,587.06 | 1842933.07 |
| | TOTAL | | 12,922,482.61 | 12,840,895.55 |
| | Note No. '3' - Deferred Tax Liability (NET) | | | |
| | Opening Balance | | 6,718.00 | 1536550.00 |
| | Less : Adjustment for sale of Assets in earlier years | | - | 1565425.00 |
| | Less : On account of assets | | 14,000.00 | 55024.00 |
| | Add : On account of Gratuity Rs.61652/- | | 19,050.00 | 19,431.00 |
| | Deferred Tax Asset | | 11,768.00 | 1,529,832.00 |
| | Deferred Tax Laibility Net | | (5,050.00) | 6,718.00 |

| MACRO INTERNATIONAL LIMITED | | | | |
|---|--|----------|----------------------------------|----------------------------------|
| (Formerly known as Macro (International) Exports Ltd. | | | | |
| NOTES TO THE FINANCIAL STATEMENTS | | | | |
| S.No. | PARTICULARS | Note No. | As at 31.03.2016 Amount (Rs.) | As at 31.03.2015 Amount (Rs.) |
| Note No. '4' - Other Long Term Liabilities | | | | |
| 1 | Security Deposits | | 10,000.00 | 10,000.00 |
| | | | 10,000.00 | 10,000.00 |
| Note No. '5' - Long Term Provision | | | | |
| | Gratuity Payable | | 371,049.00 | 309,397.00 |
| | | | 371,049.00 | 309,397.00 |
| Note No. '6' - Short term provisions | | | | |
| 1 | Expenses Payable | | 17,904.90 | 41,506.94 |
| 2 | TDS Payable | | 67,951.00 | 41,663.00 |
| 3 | Beetal Finance & Computer Services Pvt. Ltd. | | 3,345.00 | 1,159.00 |
| 4 | Provision for Income Tax | | 118,200.00 | - |
| 5 | Fusion Creation | | - | 13,500.00 |
| 6 | Chaudhary Pandiya & Co. | | 42,666.00 | 35,225.00 |
| | TOTAL | | 250,066.90 | 133,053.94 |

MACRO INTERNATIONAL LIMITED

(Formerly known as Macro (International) Exports Ltd.

SCHEDULE FORMING PART OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH,2016

| S.No. | PARTICULARS | Note No. | As at 31.03.2016 Amount (Rs.) | As at 31.03.2015 Amount (Rs.) |
|-------|--|----------|----------------------------------|----------------------------------|
| | <u>Note No. 12 Other Income</u> | | | |
| 1 | Interest on Loan | | 3,061,790.00 | 3,018,856.00 |
| 2 | Interest on Income Tax Refund | | 5,064.00 | 294,453.00 |
| 3 | Exp.of earlier year written back | | 19,250.00 | - |
| | | | <u>3,086,104.00</u> | <u>3,313,309.00</u> |
| | <u>Note No. 13 Employees Benefits Expenses (Refer Note 20)</u> | | | |
| 1 | Salaries & Wages | | 682,400.00 | 676,000.00 |
| 2 | Staff Welfare | | 31,345.66 | 24,484.00 |
| 3 | Bonus | | 56,867.00 | 56,320.00 |
| 4 | Gratuity | | 61,652.00 | 62,882.00 |
| | | | <u>832,264.66</u> | <u>819,686.00</u> |
| | <u>Note No. 14 Other Expenses</u> | | | |
| 1 | Travelling Expenses | | 65,721.00 | 143,058.36 |
| 2 | Printing & Stationery | | 17,845.50 | 26,041.00 |
| 3 | Telephone including Cell phone exp. | | 22,212.11 | 11,286.14 |
| 4 | Electricity Expenses | | 171,742.00 | 165,085.00 |
| 5 | Insurance Charges | | 16,956.00 | 10,888.00 |
| 6 | Subscription & Membership Fee | | 13,846.00 | 15,707.88 |
| 7 | Conveyance Charges | | 10,217.00 | 15,218.00 |
| 8 | Courier Charges | | 32,472.00 | 23,216.00 |
| 9 | Repairing & Maintenance | | 6,909.00 | 4,085.00 |
| 10 | Vehicle Running & Maintenance Expenses | | 145,734.00 | 235,240.00 |
| 11 | Details of payment to auditors :- Audit Fee | | 22,328.00 | 21,910.00 |
| | Other Sevicees | | 25,190.00 | 24,720.00 |
| 12 | AMC Charges | | 12,000.00 | 10,000.00 |
| 13 | Advertisement | | 89,229.00 | 101,030.00 |
| 14 | Office Exp. | | - | 9,395.00 |
| 15 | Professional Charges | | 149,500.00 | 114,500.00 |
| 16 | Listing Fee | | 241,855.09 | 152,816.00 |
| 17 | Expenses relating to previous year | | - | 36,900.00 |
| 18 | Cable Charges | | 13,292.00 | 12,708.00 |
| 19 | Software updation expenses | | 2,700.00 | 13,441.00 |
| 20 | Misc.Exp. | | 3,066.00 | 1,844.00 |
| 21 | Rates & Taxes | | 22,800.00 | 10,050.00 |
| 22 | Office Maintenance | | 36,000.00 | 30,000.00 |
| 23 | Postage exp. | | - | 57.00 |
| 24 | RTA Charges | | 36,847.00 | 25,842.00 |
| 25 | Rent | | 66,000.00 | 66,000.00 |
| 26 | Loss on sale of fixed assets (Car) | | 139,314.44 | - |
| 27 | Bank charges | | 221.93 | 393.26 |
| | | | <u>1,363,998.07</u> | <u>1,281,431.64</u> |

MACRO INTERNATIONAL LIMITED
(Formerly known as Macro (International)Exports Ltd.)**CASH FLOW STATEMENT FOR THE YEAR 2015-2016**

| | 2015-2016 | | 2014-2015 | |
|--|----------------|-----------------------|----------------|-----------------------|
| | AMOUNT(Rs.) | AMOUNT(Rs.) | AMOUNT(Rs.) | AMOUNT(Rs.) |
| A. CASH FLOW FROM OPERATING ACTIVITIES :- | | | | |
| Net Profit before tax as per Statement of Profit & Loss | | 188,019.00 | | 503,301.00 |
| Adjusted for : Net Prior period Adjustment | (19,250.00) | | 36,900.00 | |
| Depreciation | 101,822.00 | | 108,890.00 | |
| Loss on Sale Of Fixed Assets | 139,314.00 | | | |
| Interest Income | (3,066,854.00) | (2,844,968.00) | (3,313,309.00) | (3,167,519.00) |
| Operating Profit before working capital changes. | | (2,656,949.00) | | (2,664,218.00) |
| Adjustment for :- | | | | |
| Trade & other receivables | 253,353.00 | | (553,363.00) | |
| Trade & other payables | 171,947.00 | 425,300.00 | (1,412,028.00) | (1,965,391.00) |
| Cash Generated from operations | | (2,231,649.00) | | (4,629,609.00) |
| Net prior year Adjustments | 19,250.00 | | (36,900.00) | |
| Taxes paid (Net) | (118,200.00) | | (190,200.00) | |
| Deferred Tax adjutment | 11,768.00 | (87,182.00) | 1,529,832.00 | 1,302,732.00 |
| Net cash/(used in) Operating Activities | | <u>(2,318,831.00)</u> | | <u>(3,326,877.00)</u> |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | | | |
| Purchase of fixed assets | | (960,362.00) | | (39,800.00) |
| Sale of Fixed Assets | | 230,000.00 | | - |
| Interest Income | | 3,066,854.00 | | 3,313,309.00 |
| Net Cash fron Investing activities | | <u>2,336,492.00</u> | | <u>3,273,509.00</u> |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | | | |
| Proceeds from Long Term Borrowings | | - | | - |
| Repayment from Long Term Borrowings | | - | | - |
| Short Long Term Borrowings | | - | | - |
| Net cash from (used in) Financing Activities | | <u>-</u> | | <u>-</u> |
| Net (Decrease)/Increase in Cash & Cash Equivalent (A+B+C) | | 17,661.00 | | (53,368.00) |
| Opening Balance of Cash & Cash Equivalents | | 60,979.00 | | 114,347.00 |
| Closing Balance of Cash & Cash Equivalents | | <u>78,640.00</u> | | <u>60,979.00</u> |

1- Figures in brackets represent cash out flows.

2- The above Cash Flow statement has been prepared under the " Indirect Method " set out in Accounting Standard (AS)-3 on Cash Flow statement issued by the Institute of Chartered Accountants of India.

3- Previous year comparatives have been reclassified to confirm with current year's presentation wherever applicable.

This is the Cash Flow Statement referred in our report even date.

For Chaudhary Pandiya & Co.
Chartered Accountants,
FRN 001903C(A.K. Pandiya)
Partner.
M.NO. 070747

For and on behalf of the Board of Director

Sudhir Kumar Parasrampuria
(Chairman & Managing Director)Place : Kanpur
Date : 30-05-2016

MACRO INTERNATIONAL LTD.
(Formerly known as Macro (International)Exports Ltd.)

Annexure-1

SIGNIFICANT ACCOUNTING POLICIES

(Annexed to and forming part of the financial Statements for the year ended 31st March,2016)

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS :

These Financial statements have been prepared to comply with Accounting Principles Generally accepted in India (Indian GAAP) the Accounting Standards notified under the Companies (Accounting Standard) Rules,2006 and the relevant provisions of the Companies Act,2013 .

B. USE OF ESTIMATES :

The preparation of financial statement in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialized.

C. FIXED ASSETS :

1. Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price or construction cost including any attributable cost of bringing the assets to its working condition for its use.
2. The life of the asset has been determined as per provisions of the Companies Act, 2013.

D. DEPRECIATION:

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

E. INVENTORIES :

There is no inventory in the Company as the commercial activity is not being carried out during the year.

F. INVESTMENTS :

The company has not invested in any long term investments during the year.

G. REVENUE RECOGNITION:

Interest on loans are recorded on accrual basis. In the opinion of the Management of the Company all the current assets and the loan and advances are approximately of the value stated if realized in the ordinary course of business. The provision for all known

liabilities are adequate and are not in excess of the amount considered reasonably necessary. Sundry Debtors, Creditors and loans and advances are shown as appearing in the accounts, and are subject to confirmation.

H. INCOME TAXES :

- (a) Tax expense comprises of current tax and deferred tax charge or credit. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. The deferred tax charge or credit is recognized using prevailing enacted or substantively enacted tax rate. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets/liabilities are reviewed as at each balance sheet date based on developments during the period and available case law to re-assess realization/liabilities.
- (b) Income Tax has not been provided during the year as per the provisions of the Income Tax Act,1961, it will be provided after assessment proceedings if there will be any liability.

15. RELATED PARTY TRANSACTION :-

In accordance with accounting standard 18, the disclosures required are given below

Names of related party, description of relationship and amount :-

| | CURRENT YEAR | PREVIOUS YEAR |
|---|-----------------|-----------------|
| a) Remuneration to M.D. | Rs. 6,00,000.00 | Rs. 6,00,000.00 |
| b) Rent to Sudhir Kumar Parasrampur H.U.F. | Rs. 54,000.00 | Rs. 54,000.00 |
| c) Rent to Amber Mercantiles Ltd. | Rs. 12,000.00 | Rs. 12,000.00 |
| (In which Sudhir Kumar Parasrampur, M.D. & Smt. Parwati Parasrampur, Director are Directors) | | |
| d) (i) Advance of Rs. 4,04,33,242.00 given to Bhuramal Durgi Devi Parasrampur Public Charitable Trust (Associate concern) in the earlier years & Interest of Rs. 24,32,641.00 earned on the same closing balance of advances is Rs.4,26,22,619.00 only. | | |
| (ii) Advance of Rs. 100000.00 including opening balance Rs. 1,17,55,808.00 given to Parasrampur Gems International School a unit of Bhuramal Durgi Devi Parasrampur Public Charitable Trust (Associate concern) and received back Rs. 33,00,000.00 during the year & earned interest Rs. 6,29,149.00 on the same closing balance of advances is Rs. 91,22,042.00 only. | | |
| (Mr. Sudhir Kumar Parasrampur (M.D.) his wife Mrs. Parwati Parasrampur (Director) & Smt. Chandra Kala Parasrampur mother of M.D. are trustees of the trust. | | |

16. EMPLOYEE BENEFIT (ACCOUNTING STANDARD 15)

- a) The company has not provided leave encashment as the employees are not entitled for that due to availment of leaves & there is no dues in this account.
- b) The provision of gratuity is being made as 15 days salary of completed years of service of employees. The gratuity provided during the year is Rs.61,652/-. The total provision of gratuity amounts to Rs. 3,71,049.00. The management does not see any need of actuarial valuation of the same as the number of employees are very few.
- c) The company has not provided the provident Fund & ESI as the company is not covered under E.P.F. & ESI Act.

17. Payment against suppliers from small scale and ancillary under taking are made in accordance with agreed credit terms and to the extent as ascertained from available information, there was no amount overdue as on 31st March 2016.

18. The company do not have any dues of micro, small and medium enterprises as on 31ST March 2016 as per provision of the Section 16 of the micro, small and medium enterprises Act, 2006.

19. EARNING PER SHARE :

| | 2015-16 | 2014-15 |
|--|---------|---------|
| (a) Net profit after tax available to equity shareholders (Rs.in lacs) | 0.82 | 18.43 |
| (b) Weighted average number of equity shareholders of Rs.10/- each | 3974070 | 3974070 |
| (c) Basic/Diluted Earning per share | 0.02 | 0.46 |

20. IMPAIRMENT OF ASSETS:

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/ external factors. An asset is impaired when the carrying amount of the assets exceeds the recoverable amount. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reserved if there has been change in the estimate of the recoverable amount.

21. Significant Accounting Policies and practices adopted by the Company are disclosed in the statement annexed to these financial statements as Annexure-1.

22. Previous year figures have been regrouped and /or rearranged wherever found necessary.

As per our report of even date.

For Chaudhary Pandiya & co.
Chartered Accountants
FRN 001903C

(A. K. Pandiya)
Partner
M.No. 070747

MACRO INTERNATIONAL LIMITED

Registered Office: 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur- 208001 (U.P.)
[CIN: L74120UP1993PLC015605]
Tel: (0141) 2373164; Fax: (0141) 2373676 Email: miel1@rediffmail.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the venue of the Meeting

| | |
|---------------|--|
| Folio No. | |
| No. of Shares | |

NAME AND ADDRESS OF THE SHAREHOLDER: _____

I hereby record my presence at the 23rd Annual General Meeting of 'Macro International Limited' held on Wednesday, the 28th September, 2016 at 11.00 A.M. at the Registered Office of the Company at 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur - 208001 (U.P.)."

Signature of the Shareholder(s) / Proxy

PROXY FORM

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

MACRO INTERNATIONAL LIMITED

Registered Office: 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur- 208001 (U.P.)
[CIN: L74120UP1993PLC015605]
Tel: (0141) 2373676; Fax: (0141) 2379344 Email: miel1@rediffmail.com

| | | | |
|----------------------------|--|-----------|--|
| Name of the Shareholder(s) | | E-mail id | |
| Registered Address | | Folio No. | |

I/We, being the Shareholder(s) of _____ Shares of 'Macro International Limited', hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
2) _____ of _____ having e-mail id _____ or failing him
3) _____ of _____ having e-mail id _____

And whose signature(s) are appended below 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 Wednesday, the 28th September, 2016 at 11.00 A.M. at the Registered Office of the Company at 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur - 208001 (U.P.) and at any adjournment thereof in respect of resolutions as indicated below:

| Sl.No. | ORDINARY BUSINESS | For* | Against* |
|--------|--|------|----------|
| 1. | Ordinary Resolution for adoption of Audited Financial Statement for the Financial year ended 31 st March, 2016 together with the Reports of Directors and Auditors thereon. | | |
| 2. | Ordinary Resolution for Re-appointment of Smt. Parwati Parasrampuria (DIN: 00359065) as Director who retires by rotation. | | |
| 3. | Ordinary Resolution for Appointment of M/s. Chaudhary Pandiya & Co., Chartered Accountants, as Auditors of the Company for the Financial year 2016-17 and to fix their remuneration. | | |

Signed this.....day of.....2016

Signature of First Shareholder Signature of Second Shareholder Signature of Third Shareholder

Signature of First Proxy Holder Signature of Second Proxy Holder Signature of Third Proxy Holder

Note :

1. *Please put a 'X' in the Box in the appropriate column. If you leave 'For' or 'Against' column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate.
2. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. A Proxy need not be a Shareholder of the Company.
4. A person can act as a proxy on behalf of shareholders not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A shareholder holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Affix Re.1
Revenue
Stamp