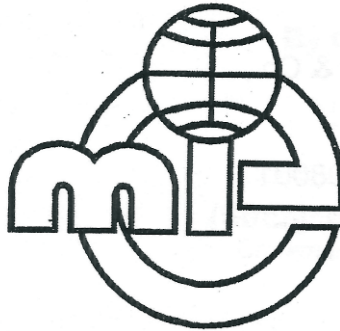


MACRO INTERNATIONAL LIMITED



Annual Report

2014 - 2015

BOARD OF DIRECTORS

Shri Sudhir Kumar Parasrampuriah
Chairman and Managing Director

Smt. Parwati Parasrampuriah
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,
BIRHANAROAD,
KANPUR - 208 001

MACRO INTERNATIONAL LIMITED

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

Tel: (0512) 2332481 Fax: (0512) 3042569 - Email: miel1@rediffmail.com

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of **MACRO INTERNATIONAL LIMITED** will be held on Wednesday, the 30th September, 2015 at 11.30 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 Statements of the Company for the Financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Parwati Parasrampuriah (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.”

SPECIAL BUSINESS

4. To appoint Shri Gautam Lhila as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Gautam Lhila (DIN:06956667) a Director of the Company, in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from 31st December, 2014 and not liable to retire by rotation.”

5. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Dated: 14.08.2015

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. 15.
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. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. 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.
7. 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.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 24th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with 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").
10. 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.
11. 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.

12. 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.
13. 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.
14. 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.
15. 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 the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, 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) The Board of Directors of the Company has appointed Shri S.K. Gupta , (FCS-2589), Practicing Company Secretary as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
 - (vi) 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. 23rd September, 2015.
 - (vii) 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. 23rd September, 2015 only shall be entitled to avail the facility of remote e-voting.

(viii) 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. 23rd September, 2015, may obtain the User ID and Password from the RTA of the Company.

(ix) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Saturday, 26th September, 2015, 9.00 A.M. IST
End of remote e-voting	Tuesday, 29th September, 2015, 5.00 P.M. IST

During this period, Shareholders of the Company holding Shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL after voting period ends.

(x) 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 consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated 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.

(xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30th September, 2015.

(xii) Instructions and other information relating to remote e-voting:

(a) The e-voting facility can be availed by typing the link www.evotingindia.com in the internet browser.

(b) Click on the "shareholders" tab.

(c) 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.

(d) 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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio respectively.</p> <p>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.</p>

(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.

- (i) 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 23rd September, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- (xiii) The voting rights of Shareholders shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on 23rd September, 2015.
- (xiv) 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.

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT:

ANNEXURE TO NOTICE

Particulars	Ms. Parwati Parasrampuria (DIN: 00359065)	Shri Gautam Lhila (DIN:06956667)
Date of Birth	20/09/1954	09/07/1976
Qualifications	M.A.	B.Com.
Experience	30 Years	20 Years
Date of Appointment on the Board	03/08/1993	31/12/2014
Expertise in specific functional area	N.A.	N.A.
Chairman/ Director of other Companies	1. Amber Mercantiles Ltd Managing Director 2.Magnanimous Trade & Finance Ltd Managing Director 3.Radha Roller Floor Mills Private Limited Director 4.Beopar Sahayak Private Limited Director	1.Magnanimous Trade & Finance Ltd 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	10,000 shares
Relationship with other Director(s)	Sudhir Kumar Parasrampur (Husband)	
No. of Meetings of the Board attended during the year	6	6

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4

Shri Gautam Lhila was appointed as an Independent Director by the Board of Directors at its Meeting held on 31st December, 2014 subject to the approval of the Shareholders of the Company. In terms of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Schedule IV to the Act, Shri Gautam Lhila (DIN:06956667) is proposed to be appointed as an Independent Director for 5 (Five) consecutive years with effect from 31st December, 2014 as mentioned in the resolution. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Shri Gautam Lhila for the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013. In the opinion of the Board, Shri Gautam Lhila fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management.

The Board considers that his appointment would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

The Board recommends the resolution for approval by the Shareholders of the Company.

Except Shri Gautam Lhila, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 5

The existing Articles of Association ("AOA") are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific Sections of the Companies Act, 1956. With the coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletions as they are no longer in conformity with the Companies Act, 2013. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by Shares.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Shareholders of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

A copy of new set of Articles of Association along with the existing Articles of Association of the Company and other relevant documents are available for inspection of the Members at the Registered office of the during business hours on all working days up to the date of the Meeting or a copy thereof may be obtained from the Registered office 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**

(SUDHIR KUMAR PARASRAMPURIA)

Managing Director
DIN: 00358982

Dated: 14.08.2015

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 Second Annual Report along with Audited Financial Statement of the Company for the year ended 31st March, 2015.

FINANCIAL RESULTS

The summarized financial position of the Company for the Financial Year ended 31st March, 2015 as compared to previous year is as under:

PARTICULARS	Amount (Rs. in Lacs)	
	2014-2015	2013-2014
Total Income	33.13	34.02
Profit / (Loss) before Interest and Depreciation	6.12	12.67
Less: Finance Cost	--	--
Less: Depreciation	<u>1.09</u>	<u>0.92</u>
Profit/ (Loss) before Exceptional and Extraordinary items and Tax	5.03	11.75
Less: Current Tax	1.90	2.65
Add: Deferred Tax	<u>15.30</u>	<u>0.07</u>
Profit after Tax	18.43	9.17
Add: Balance Brought Forward from the Previous Year	<u>90.73</u>	<u>81.56</u>
Surplus/ (Deficit) carried to Balance Sheet	<u>109.16</u>	<u>90.73</u>

DIVIDEND

With a view to conserve resources for general corporate purposes and working capital requirements, your Director's 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. 34.02 Lakhs to Rs. 33.13 Lakhs. Net Profit for the year stood at Rs. 18.43 Lacs as against Rs. 9.17 Lakhs in the Previous Year. Your Directors are making all efforts to improve performance of the Company.

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.
- ☐ During the year under review Shri Shiv Saran Agarwal, resigned from the position of Independent Directorship with effect from 31st December, 2014. The Board places on record its deep appreciation for the valuable contribution made by him during his tenure as Independent Director of the Company.
- ☐ The Board has appointed Shri Gautam Lhila as an Independent Director to fill the vacancy caused by the resignation of Shri Shiv Saran Agarwal, subject to the approval of the Shareholders at the ensuing Annual General Meeting.

SUBSIDIARY COMPANY / ASSOCIATE / JOINT VENTURE COMPANY

The Company has no Subsidiary , Associate or Joint Venture Company during the year under review.

STATUTORY AUDITORS

It is proposed to 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 2014-15. The Secretarial Audit

MACRO INTERNATIONAL LIMITED

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Report for the Financial Year ended 31st March, 2015 is annexed herewith as Annexure-A to this Report. As regards observation in Secretarial Audit Report with respect to filing of Form MGT 14 for registration of resolutions for approval of Annual Accounts and Quarterly Results, the same has been completed. Further, 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, if the operations and financial conditions improve in future, it will make necessary appointment of Company Secretary and Chief Financial Officer.

MEETINGS OF THE BOARD

The Board of Directors duly met 6 (Six) times respectively on 13th May, 2014, 26th May, 2014, 13th August, 2014, 14th November, 2014, 31st December, 2014 and 14th February, 2015 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 2014-15 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.

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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. Such transactions form part of the notes to the Financial Statements provided in this Annual Report.

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 Statements 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 Smt. Parwati 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-C** .

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STATUTORY INFORMATION

A. PARTICULARS OF EMPLOYEES

As there are no commercial operations in the Company, none of the employees of the Company was in receipt of remuneration in excess of the limits prescribed under sub-rule (2) of Rule 5 of the 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 is not being 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 being inapplicable are not required to be given. 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, 2015 that :-

- a) in the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- b) 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.
- c) 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.
- 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.

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- 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 Statements. 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: 14.08.2015

(SUDHIR KUMAR PARASRAMPURIA)

Chairman & Managing Director

DIN: 00358982

MAHENDRA KHANDELWAL & COMPANY

COMPANY SECRETARIES

ADDRESS:-202, Prism Tower, Infront of PHQ (Jaipur) Behind Nehru Place,
Tonk Road, JAIPUR

Phone No. 0141-4112199, 09828046652

E-Mail:mahendra927@gmail.com

SECRETARIAL AUDIT REPORT

Form No. MR-3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

*[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** (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, 2015 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 **MACRO INTERNATIONAL LIMITED** for the financial year ended on 31st March, 2015 according to the provisions of:

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

FINANCIAL AND OTHER LAWS:-

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

CAPITAL MARKET RELATED LAWS/RULES/REGULATIONS:-

1. Securities Contracts (Regulation) Act, 1956 and rules made there under
2. Depositories Act, 1996
3. SEBI Regulations and Guidelines
4. SEBI (Substantial Acquisition of Shares and takeovers Regulations, 2011)
5. SEBI (Prohibition of Insider Trading) Regulations, 1992
6. SEBI (Issue of Capital and Disclosure requirements Regulations, 2009)
7. SEBI (Registrar to an Issue and share Transfer Agents regulations, 1993)
8. Listing Agreement.
9. SEBI (Buy-Back of Securities) regulations, 1998

LAWS APPLICABLE TO INFORMATION TECHNOLOGY COMPANIES

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

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
(Not notified hence Not Applicable to the Company during Audit Process)
- ii. The Listing Agreements entered into by the Company to get itself listed with BSE Limited

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. Form MGT-14 related to financial year 2013-2014 for approval of annual accounts was not filed yet.
2. Form MGT-14 related to financial year 2014-2015 for unaudited quarterly results relating to quarter ending 30.06.2014 was not filed.
3. Company Secretary and Chief Financial Officer not appointed.

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: 14.08.2015

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.

Annexure A

To,

The Members,

MACRO INTERNATIONAL LIMITED

'PLAZA KALPANA', GROUND FLOOR,

24/147, BIRHANA ROAD,

KANPUR, UTTAR PRADESH (208001)

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we 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. Our 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 our 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: 14.08.2015

Form No. MGT-9**ANNEXURE - B****EXTRACT OF ANNUAL RETURN**as on the financial year ended on **31.03.2015**

[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 / No:	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:-

S. No.	Name and Description of main products / services	NIC Code of the Product / service	% to Total Turnover of the Company
	REAL ESTATE DEVELOPMENT, FINANCING AND INVESTMENT	N.A.	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING / SUBSIDIARY/ ASSOCIATE	% of Shares held	Applicable Section
	NIL	N.A.	N.A.	N.A.	N.A.

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	628940	Nil	628940	15.82%	628940	Nil	628940	15.82%	Nil
b) Central Government	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Governments	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Body Corporates	2165210	Nil	2165210	54.48%	2165210	Nil	2165210	54.48%	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any other.....	186400	Nil	186400	4.70%	186400	Nil	186400	4.70%	Nil
(i) Trust									
Sub-Total (A) (1)	2980550	Nil	2980550	75.00%	2980550	Nil	2980550	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 Corporates	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)	2980550	Nil	2980550	75.00%	2980550	Nil	2980550	75.00%	Nil

B. Public Shareholding

1. Institutions									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / F I	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Central Government	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Government	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) FIs	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 (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2. Non-Institutions									
a) Bodies Corporates									
(i) Indian	2200	37200	39400	0.99%	2200	37200	39400	0.99%	Nil
(ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	199750	483220	682970	17.19%	199750	483220	682970	17.19%	Nil
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	259150	12000	271150	6.82%	259150	12000	271150	6.82%	Nil
c) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(2):-	461100	532420	993520	25%	461100	532420	993520	25%	Nil
Total Public Shareholding (B)= (B)(1)+ (B)(2)	461100	532420	993520	25%	461100	532420	993520	25%	Nil
C. Shares held by Custodian For GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	3441650	532420	3974070	100%	3441650	532420	3974070	100%	Nil

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding during the Year
		No. of 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 PARASRAMPURIA	19310	0.49%	Nil	19310	0.49%	Nil	Nil
2	SMT. ARTI PARASRAMPURIA	29592	0.74%	Nil	29592	0.74%	Nil	Nil
3	SHRI SUDHIR KUMAR PARASRAMPURIA (TRUSTEE) SHRI SHASHANK PARASRAMPURIA (TRUSTEE)	84100	2.12%	Nil	84100	2.12%	Nil	Nil
4	SMT. PARWATI PARASRAMPURIA (TRUSTEE) SMT. ARTI PARASRAMPURIA (TRUSTEE)	102300	2.57%	Nil	102300	2.57%	Nil	Nil
5	SHRI SHASHANK PARASRAMPURIA	134720	3.39%	Nil	134720	3.39%	Nil	Nil
6	SHRI SUDHIR KUMAR PARASRAMPURIA	221323	5.57%	Nil	221323	5.57%	Nil	Nil
7	SMT. CHADRAKALA PARASRAMPURIA	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 Promoters' Shareholding (please specify, if there is no change)**

S. 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):**

S. No.	For each of the top 10 shareholders	Shareholdings as on 31.03.2014		Shareholding as on 31.03.2015	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	TUSHAR KISHAN BHAI DOSHI	55000	1.38%	55000	1.38%
2	JANAK PARASRAMPURIA	28100	0.71%	28100	0.71%
3	JYOTSHNA HARISH BHAI THAKKAR	22000	0.55%	22000	0.55%
4	MANJU YASHWANT BIHARI KAGJI	21000	0.53%	21000	0.53%
5	SHIVANG YASHWANT BIHARI KAGJI	21000	0.53%	21000	0.53%
6	SANTOSH SITARAM GOENKA	20500	0.52%	20500	0.52%
7	SHRUTI YASHWANT BIHARI KAGJI	20350	0.51%	20350	0.51%
8	SUNITA SANTOSH GOENKA	20000	0.50%	20000	0.50%
9	ARUN KUMAR GOEL	16300	0.41%	16300	0.41%
10	ANIL KUMAR GADODIA	12000	0.30%	12000	0.30%

(v) **Shareholding of Directors and Key Managerial Personnel:**

S. No.	Shareholding of each Director and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
				No. of Shares	% of total Shares	No. of Shares	% of total Shares
A. Directors:							
1	SUDHIR KUMAR PARASRAMPURIA (Managing Director)						
	At the beginning of the Year	01.04.2014		221323	5.57%	221323	5.57%
	Changes during the Year			—	0.00%	—	0.00%
	At the end of the Year	31.03.2015		221323	5.57%	221323	5.57%
2	PARWATI PARASRAMPURIA (Director)						
	At the beginning of the Year	01.04.2014		19310	0.49%	19310	0.49%
	Changes during the Year			—	0.00%	—	0.00%
	At the end of the Year	31.03.2015		19310	0.49%	19310	0.49%
3	GAUTAM LHILA (Non-Executive, Independent Director)						
	At the beginning of the Year	01.04.2014		10000	0.25%	10000	0.25%

	Changes during the Year			–	0.00%	–	0.00%
	At the end of the Year	31.03.2015		10000	0.25%	10000	0.25%
4	MANOJ KUMAR PODDAR (Non-Executive, Independent Director)						
	At the beginning of the Year	01.04.2014		100	0.0025%	100	0.0025%
	Changes during the Year			–	0.00%	–	0.00%
	At the end of the Year	31.03.2015		100	0.0025%	100	0.0025%
B. Key Managerial Personnel:							
	Nil						

V. 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				
	Principal Amount				
(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:

S. No.	Particulars of Remuneration	Name of MD / WTD/ Manager	Total Amount
		Mr. Sudhir Kumar Parasrampuria, Managing Director	
1	Gross salary:	Rs. 6,00,000/-	Rs. 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 under section 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	NIL	NIL
	Total (A)	Rs. 6,00,000/-	6,00,000
	Ceiling as per the Act	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:

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors					
	• Fee for attending Board / Committee meetings	Nil	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors					
	• Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil
	• Commission	Nil	Nil	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B)=(1) + (2)	Nil	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	Nil				

C. Remuneration To Key Managerial Personnel Other Than MD / Manager / WTD

S. 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	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	- 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)
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

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:-

- a) 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.

- b) 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.
- c) 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.

Chaudhary Pandiya & Co.

Chartered Accountants
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 financial statements of Macro International Ltd. (Formerly known as Macro (International)Exports Ltd.) ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the preparation of these 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 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 the 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 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 thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) 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.

513, Plaza Kalpana, 24/147-B, Birhana Road Kanpur-208001

Tel.: 2348095

E-Mail: chaudharypandiya_co@hotmail.com

An audit involves performing procedures to obtain audit evidence about the amounts and 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 controls 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 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015,
- b) in the case of Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the 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, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in 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 purpose 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.
 - c. The Balance Sheet, 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 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 written representations received from the Directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f. 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), 2014, in our opinion and to the best of our information and according to the explanations given to us;

The Company does not have any litigation with any authority or any body else.

- i. In our opinion and as per the information and explanations provides to us, the Company has not entered into any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses, and
- ii. There is no amount required to be transferred to the Investor Education and Protection Fund by the Company.

For Chaudhary Pandiya & co.
Chartered Accountants
FRN 001903C

Place: Kanpur
Dated: 30-05-2015

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

ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

The annexure referred to in our independent Auditor'S Report to the members of the Company on the standalone financial statements for the year ended 31st march,2015, we report that :

1. In Respect of its Fixed Assets :

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to us all fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.

2. In Respect of its inventories:

As per the books of account and according to the information and explanation given to us by the Management , there is no inventory in the company as no commercial activity was being carried out during the year therefore reporting in sub clause (a) (b) (c) of clause 2 of the order is not applicable.

- 3. (a) According to the information and explanations given to us the Company has granted Unsecured loan to One other party u/s 189 of the Companies Act,2013.
- (b) In our opinion and according to the information and explanations given to us the partly is regular in payment of principal and interest according to the terms and conditions of the loan given.
- (c) In our opinion and according to the information and explanations given to us there are no overdues on account of loan granted by the company.
- 4. In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system.
- 5. In our opinion and according to information and explanation given to us, the Company has not accepted any deposits from the public.
- 6. Since the company has not done any production or processing during the year thus the provisions of Section 148 (1) of the Act is not applicable.

7. In Respect Of Statutory Dues :

- (a) According to the records of the company and information & explanation given to us, the Company is regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income-Tax, Sales-Tax, Wealth-Tax, Custom Duty, Excise Duty, Service Tax, VAT and Cess and other statutory dues applicable to it with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Income Tax, Wealth Tax, Sales Tax, VAT, Customs Duty, Excise Duty, Service Tax, and Cess were outstanding, at the year end for a period of more than six months from the date they became payable.

- (b) According to the records of the Company and information and explanation given to us, there are no material dues outstanding of sales Tax, Income Tax, Custom Duty, Wealth Tax, Excise Duty, Cess, and Service Tax as applicable which have not been deposited on account of any dispute.
- (C) According to the record of the company and information and explanation provided to us, there is no amount to be transferred in the Investor Education & Protection fund during the year in accordance with the relevant provisions of the Companies Act, 1956.
8. The company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses in the current year covered by the audit and in the immediately preceding financial year.
9. Based on our audit procedures and on the information and explanations given by the management, the Company does not have any borrowings from financial institutions, banks or by way of debentures.
10. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
11. The Company has not taken any term loans during the year.
12. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For Chaudhary Pandiya & Co.
Chartered Accountants
FRN 001903C

Place: Kanpur
Dated: 30-05-2015

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

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

BALANCE SHEET AS AT 31st MARCH, 2015

PARTICULARS	Note No.	As at 31.03.2015 Amount (Rs.)	As at 31.03.2014 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	11,334,706.55	10,997,962.48
(2) Non Current Liabilities			
(a) Deferred Tax Liabilities	3	1,513,313.00	1,536,550.00
(b) Other Long Term Liabilities	4	10,000.00	10,000.00
(c) Long Term Provisions	5	309,397.00	246,515.00
(3) Current Liabilities			
Short Term Provisions	6	132,522.94	78,132.47
TOTAL		53,196,059.49	52,765,279.95
II. ASSETS			
(1) Non current Assets			
(a) Fixed Assets	7		
(i) Gross Block		1,410,205.75	1,370,405.75
(ii) Less : Depreciation		<u>726,371.37</u>	<u>617,481.08</u>
Net Block		683,834.38	752,924.67
(b) Non Current Investments	8	-	-
(2) Current Assets			
Cash & Bank Balances	9	60,979.11	114,347.28
Short- term loans & advances	10	52,245,121.00	50,383,151.00
Other current assets	11	206,125.00	1,514,857.00
TOTAL		53,196,059.49	52,765,279.95

The NOTES form an integral part of these financial statements

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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 : 30-05-2015

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

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED AS ON 31st MARCH, 2015

PARTICULARS	Note No.	As at 31.03.2015 Amount (Rs.)	As at 31.03.2014 Amount (Rs.)
I. Sales		-	-
II. Other Income	Note No. 12	3,313,309.00	3,402,766.49
III. Total Revenue		3,313,309.00	3,402,766.49
III. Expenses			
A. Increase/ Decrease in stock	Note No. 13	-	-
B. Employees benefits expenses	Note No. 14	819,686.00	725,082.14
C. Depreciation		108,890.29	91,941.72
D. Other Expenses	Note No. 15	1,280,900.64	1,230,966.80
E. MD'S Remuneration		600,000.00	180,000.00
Total expenses		2,809,476.93	2,227,990.66
IV. Profit before exceptional and extraordinary items and tax (II - III)		503,832.07	1,174,775.83
V. Exceptional items		-	-
Loss on sale of Fixed Assets		-	-
Profit on sale of Fixed Assets		-	-
VI. Profit / (Loss) before Tax		503,832.07	1,174,775.83
IX. Tax expenses			
(a) Current Tax		190,325.00	264,590.00
(b) Earlier Year Tax		-	-
(c) Deferred Tax		23,237.00	7,703.00
X. Profit / Loss for the year		336,744.07	917,888.83
Earning per equity share			
(a) Basic		0.08	0.23
(b) Diluted		0.08	0.23
weighted average number of shares outstanding		3974070	3974070

The notes form the 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 : 30-05-2015

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

NOTES TO THE FINANCIAL STATEMENTS

S.No.	PARTICULARS	Note No.	As at 31.03.15 Amount (Rs.)	As at 31.03.14 Amount (Rs.)
Note No. '1' - SHARE CAPITAL				
1	Authorised Share Capital (5000000 Equity Shares of Rs.10/- each)		<u>50,000,000.00</u>	<u>50,000,000.00</u>
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		<u>155,420.00</u>	<u>155,420.00</u>
	TOTAL		<u>39,896,120.00</u>	<u>39,896,120.00</u>

- 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 31-03-15	% of holding	No. of sharesheld as at 31-03-14	% of holding
Chandrakala Parasrampurua	223995	5.64	223995	5.64
Shashank Parasrampurua	---	---	---	---
Sudhir Kumar Parasrampurua	221323	5.57	221323	5.57
Amber Mercantiles Ltd.	477310	12.01	477310	12.01
Magnanimous Trade & Finance Ltd.	1611000	40.54	1611000	40.54

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 subject to approval of the Shareholders in the ensuing Annual General Meeting.

Note No. '2' - RESERVE & SURPLUS

Capital reserve as per Last Balance Sheet	1,924,558.61	1,924,558.61
Profit & Loss Account as per Last Balance Sheet	9,073,403.87	8155515.04
Add : Profit for the year	<u>336,744.07</u>	<u>917888.83</u>
TOTAL	<u>11,334,706.55</u>	<u>10,997,962.48</u>

NOTE NO. '3' - DEFERRED TAX LIABILITY (NET)

Opening Balance	<u>1,536,550.00</u>	<u>1544253.00</u>
Less: Deferred Tax Asset on account of :-		
Depreciation of Rs. 12317.00	(3,806.00)	2494.00
Gratuity of Rs. 62882.00	<u>19,431.00</u>	<u>10,197.00</u>
	<u>23,237.00</u>	<u>7,703.00</u>
Deferred Tax Asset	<u>23,237.00</u>	<u>7,703.00</u>
Deferred Tax Laibility Net	<u>1,513,313.00</u>	<u>1,536,550.00</u>

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

NOTES TO THE FINANCIAL STATEMENTS

S.No.	PARTICULARS	Note No.	As at 31.03.15 Amount (Rs.)	As at 31.03.14 Amount (Rs.)
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Note No. '4' - OTHER LONG TERM LIABILITIES

1	Security Deposits		10,000.00	10,000.00
			<u>10,000.00</u>	<u>10,000.00</u>

Note No. '5' - LONG TERM PROVISION

1	Gratuity Payable		309,397.00	246,515.00
			<u>309,397.00</u>	<u>246,515.00</u>

Note No. '6' - SHORT TERM PROVISIONS

1	Expenses Payable (2013-14)		9,500.00	41,166.47
2	Expenses Payable (Current)		31,475.94	-
3	TDS Payable		41,663.00	-
4	Beetal Finance & Computer Services Pvt. Ltd.		1,159.00	5,056.00
5	Mahendra Khandelwal & Co.		-	10,000.00
6	Fusion Creation		13,500.00	-
7	Chaudhary Pandiya & Co.		35,225.00	21,910.00
	TOTAL		<u>132,522.94</u>	<u>78,132.47</u>

Note No. '8' - NON CURRENT INVESTMENTS

a	Reliance Equity Fund		-	2,656,000.00
b	Kotak Opportunities		-	2,156,453.20
	TOTAL		<u>-</u>	<u>4,812,453.20</u>

Note No. '9' - CASH AND BANK BALANCES

CASH & CASH EQUIVALENTS :

Cash in hand	54,949.87	35,350.32
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Bank Balances :

In Current account	6,029.24	78,996.96
TOTAL	<u>60,979.11</u>	<u>114,347.28</u>

Cash & Cash equivalents includes deposits maintained by the Company with Banks, which can be withdrawn by the company at any point of time without prior notice or penalty on the principal.

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

NOTES TO THE FINANCIAL STATEMENTS

S.No.	PARTICULARS	Note No.	As at 31.03.15 Amount (Rs.)	As at 31.03.14 Amount (Rs.)
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Note No. '10' - SHORT TERM LOANS & ADVANCES

(a) Loans & Advances to Related Parties (Refer Note No.16)

Considered Good

1	BDPPC Trust		40,433,242.00	38,557,551.00
2	Parasrampuria Gems international School		11,755,808.00	11,769,529.00

(b) Other Loans & Advances

Unsecured Considered Good

1	Gautam Lhila		56,071.00	56,071.00
	TOTAL		52,245,121.00	50,383,151.00

Note No. '11' - OTHER CURRENT ASSETS

1	Security Deposit (09352519444)		-	3,000.00
2	Security Deposit (electric-801)		19,700.00	19,700.00
3	Security Deposit		12,296.00	12,296.00
4	Advance Income Tax (2007-08)		-	149,637.00
5	Advance Income Tax (TDS -2010-11)	Rs.167589.00	-	165,542.00
	Less: Mat Payable	<u>Rs. 2047.00</u>		
6	Advance Income Tax (2011-12)	Rs. 72822.00	-	-
	Less: Mat Payable	<u>Rs. 12849.00</u>		
7	Advance Income Tax (2012-13)		-	-
8	Advance Income Tax (2013-14)	Rs. 4932946.00	-	1,092,581.00
	Less: Income Tax Payable	<u>Rs. 3840365.00</u>		
9	Advance Income Tax (2014-15)	Rs. 286327.00		
	Less: Income Tax Payable	<u>Rs. 264590.00</u>	-	21,737.00
10	Advance Income Tax (2015-16)	Rs. 301886.00	111,561.00	
	Less: Income Tax Payable	<u>Rs. 190325.00</u>		
11	Prepaid Expenses		23,825.00	11,621.00
12	Shyam Dham Residential Welfare Samiti		37,743.00	37,743.00
13	N.S.C. (Security Deposits)		1,000.00	1,000.00
	TOTAL		206,125.00	1,514,857.00

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

SCHEDULE FORMING PART OF PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MAR,2015

S.No.	PARTICULARS	Note No.	As at 31.03.15 Amount (Rs.)	As at 31.03.14 Amount (Rs.)
<u>Note No. 12 OTHER INCOME</u>				
1	Interest on Loan		3,018,856.00	2,863,269.00
2	Interest on Income Tax Refund		294,453.00	62,680.00
3	Dividend		-	476,817.49
			<u>3,313,309.00</u>	<u>3,402,766.49</u>
<u>Note No. 13 INCREASE / DECREASE IN STOCK</u>				
	Opening Stock in Trade		-	-
	Closing Stock in Trade		-	-
			<u>-</u>	<u>-</u>
<u>Note No. 14 EMPLOYEE BENEFITS EXPENSE (Refer Note 17)</u>				
1	Salaries & Wages		676,000.00	612,000.00
2	Staff Welfare		24,484.00	29,082.14
3	Bonus		56,320.00	51,000.00
4	Gratuity		62,882.00	33,000.00
			<u>819,686.00</u>	<u>725,082.14</u>
<u>Note No. 15 OTHER EXPENSES</u>				
1	Travelling Expenses		143,058.36	164,979.00
2	Printing & Stationery		26,041.00	26,488.00
3	Telephone including Cell phone expenses		11,286.14	10,019.30
4	Electricity Expenses		164,554.00	148,761.00
5	Insurance Charges		10,888.00	12,462.00
6	Subscription & Membership Fee		15,707.88	12,941.00
7	Business Promotion		-	80,630.50
8	Conveyance Charges		15,218.00	16,608.00
9	Courier Charges		23,216.00	10,149.00
10	Repairing & Maintenance		4,085.00	4,000.00
11	Vehicle Running & Maintenance Expenses		235,240.00	174,169.00
12	Details of payment to auditors :-			
	Audit Fee		21,910.00	21,910.00
	Other Services		24,720.00	13,484.00

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

SCHEDULE FORMING PART OF PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MAR,2015

S.No.	PARTICULARS	Note No.	As at 31.03.15 Amount (Rs.)	As at 31.03.14 Amount (Rs.)
13	AMC		10,000.00	-
14	Advertisement		101,030.00	43,402.00
15	Office Expenses		9,395.00	6,736.00
16	Professional Charges		114,500.00	34,972.00
17	Bank Charges		393.26	-
18	Listing Fee		60,865.00	25,842.00
19	Listing Fee (BSE Ltd.)		112,360.00	20,225.00
20	CDSL Fee		6,741.00	6,741.00
21	U.P.Stock Exchange fee		9,750.00	9,750.00
22	Expenses relating to previous year		-	84,417.00
23	Cable Charges		12,708.00	15,000.00
24	Software updation exp.		13,441.00	-
25	Misc.Expenses		1,844.00	5,565.00
26	Rates & Taxes		10,050.00	26,202.00
27	Office Maintenance		30,000.00	24,000.00
28	Postage expenses		57.00	17,941.00
29	RTA Charges		25,842.00	20,224.00
30	Rent		66,000.00	72,000.00
31	Listing fee penalty		-	121,349.00
			<u>1,280,900.64</u>	<u>1,230,966.80</u>

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

CASH FLOW STATEMENT FOR THE YEAR 2014-2015

	2014-2015		2013-2014	
	AMOUNT(Rs.)	AMOUNT(Rs.)	AMOUNT(Rs.)	AMOUNT(Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES :-				
Net Profit before tax as per Statement of Profit & Loss	.00	503,301		1,174,776.00
Adjusted for : Net Prior period Adjustment	36,900.00		84,417.00	
Depreciation	108,890.00		91,942.00	
Dividend Income	-		(476,818.00)	
Interest Income	(3,313,309.00)	(3,167,519.00)	(2,925,949.00)	(3,226,408.00)
Operating Profit before working capital changes.		(2,664,218.00)		(2,051,632.00)
Adjustment for :-				
Trade & other receivables	(553,363.00)		(5,793,643.00)	
Trade & other payables	(1,412,028.00)	(1,965,391.00)	(26,361.00)	(5,820,004.00)
Cash Generated from operations		(4,629,609.00)		(7,871,636.00)
Net prior year Adjustments	(36,900.00)		(84,417.00)	
Taxes paid (Net)	(190,200.00)		(264,590.00)	
Deferred Tax adjutment	1,529,832.00	1,302,732.00	7,703.00	(341,304.00)
Net cash/(used in) Operating Activities		(3,326,877.00)		(7,871,636.00)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of fixed assets		(39,800.00)		-
Sale of Investments		-		4,812,453.00
Dividend Income		-		476,818.00
Interest Income		3,313,309.00		2,925,949.00
Net Cash from Investing activities		3,273,509.00		8,215,220.00
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		-		-
Net (Decrease)/Increase in Cash & Cash Equivalent (A+B+C)		(53,368.00)		2,280.00
Opening Balance of Cash & Cash Equivalents		114,347.00		112,067.00
Closing Balance of Cash & Cash Equivalents		60,979.00		114,347.00

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 Parasrampur
(Chairman & Managing Director)

Place : Kanpur
Date : 30-05-2015

MACRO INTERNATIONAL LTD.
(Formerly known as Macro (International)Exports Ltd.)
DEPRECIATION ON FIXED ASSETS AS ON 31.03.15

Note - 7

S. No.	PARTICULARS	COST AS AT 31.03.14	ADDITIONS	SALE /ADJ.	TOTAL COST AT 31.03.15	DEPREC		NET BLOCK		AS 31.03.14
						UPTO 31.03.14	DURING THE YEAR	TOTAL UPTO 31.03.15	AS AT 31.03.15	
1	INVERTOR	15300.00	0.00	0.00	15300.00	2785.54	1049.06	3834.60	11465.40	12514.46
2	VEHICLE	783609.00	0.00	0.00	783609.00	293896.33	73857.75	12367754.07	415854.93	48
3	COMPUTER	218400.00	39800.00	0.00	258200.00	218399.00	5251.39	223650.39	34549.61	1.00
4	CELL PHONE									
a)		37896.75	0.00	0.00	37896.75	30145.14	5856.77	36001.91	1894.84	7751.61
b)		3000.00	0.00	0.00	3000.00	1425.00	285.00	1710.00	1290.00	1575
c)		5204.00	0.00	0.00	5204.00	2182.61	443.40	2626.01	2577.99	3021.39
d)		22500.00	0.00	0.00	22500.00	5803.70	1623.54	7427.24	15072.76	16696.3
e)		9725.00	0.00	0.00	9725.00	2323.61	693.59	3017.20	6707.80	7401.39
f)		1059.00	0.00	0.00	1059.00	185.10	72.45	257.55	801.45	873.9
g)		32400.00	0.00	0.00	32400.00	4882.63	2188.05	7070.68	25329.32	27517.37
5	AIR CONDITIONER									
a)		26000.00	0.00	0.00	26000.00	12271.56	2484.88	14756.44	11243.56	13728.44
b)		60000.00	0.00	0.00	60000.00	17196.84	4441.80	21638.64	38361.36	42803.16
c)		15182.00	0.00	0.00	15182.00	4186.55	1115.85	5302.40	9879.60	10995.45
6	AIR COOLER	108480.00	0.00	0.00	108480.00	14103.14	7261.86	21364.60	87115.40	94376.
7	PBX	17500.00	0.00	0.00	17500.00	4525.19	1263.03	5788.22	11711.78	12974.81
8	REFRIGERATOR	14150.00	0.00	0.00	14150.00	3169.14	1002.28	4171.42	9978.58	10980.86
	TOTAL RS.	1370405.75	39800.00	0.00	1410205.75	617481.708	17108898.3238	72852924.67		

PREVIOUS YEAR	1370405.75	0	0	1370405.75	525539.36	91941.729	617481.08	752924.67	844866
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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,2015)

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,1956 .

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.

14. 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. 1,80,000.00
c) 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. 18,000.00
(In which Sudhir Kumar Parasrampur, M.D. & Smt. Parwati Parasrampur, Director are Directors)		
d) (i) Advance of Rs. 3,85,57,551.00 given to Bhuramal Durgi Devi Parasrampur Public Charitable Trust (Associate concern) in the earlier years and received back Rs.2,05,000.00 during the year & Interest Rs. 23,11,879.00 earned on the same closing balance of advances is Rs.4,04,33,242.00 only.		
(ii) Advance of Rs. 1,36,69,529.00 including opening balance Rs. 1,17,69,529.00 given to Parasrampur Gems International School a unit of Bhuramal Durgi Devi Parasrampur Public Charitable Trust (Associate concern) and received back Rs. 25,50,000.00 during the year & earned interest Rs. 7,06,977.00 on the same closing balance of advances is Rs. 1,17,55,808.00 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.

15. 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.62,882/-. The total provision of gratuity amounts to Rs. 3,09,397.00. 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.
16. 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 2015.
17. The company do not have any dues of micro, small and medium enterprises as on 31ST March 2015 as per provision of the Section 16 of the micro, small and medium enterprises Act.2006.

18. EARNING PER SHARE :

	2014-15	2013-14
(a) Net profit after tax available to equity shareholders (Rs.in lacs)	18.43	9.18
(b) Weighted average number of equity shareholders of Rs.10/- each	3974070	3974070
(c) Basic/Diluted Earning per share	0.46	0.23

19. 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.

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

Place: Kanpur
Dated: 30-05-2015

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

MACRO INTERNATIONAL LIMITED

[CIN: L74120UP1993PLC015605]

Registered Office: 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur– 208001 (U.P.)
Tel : (0141) 2373676 Fax: (0141) 2379344 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 22nd Annual General Meeting of 'Macro International Limited' held on Wednesday, the 30th September, 2015 at 11.30 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

[CIN: L74120UP1993PLC015605]

Registered Office: 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur– 208001 (U.P.)
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 22nd Annual General Meeting of the Company, to be held on Wednesday, the 30th September, 2015 at 11.30 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.	RESOLUTION FOR ORDINARY BUSINESS	For*	Against*
1.	Adoption of Audited Balance Sheet as at 31 st March, 2015 and the Statement of Profit and Loss for the year ended on that date together with the reports of Directors and Auditors.		
2.	Re-appointment of Smt. Parwati Parasrampur (DIN: 00359065) as a Director, who retires by rotation.		
3.	Re-appointment of M/s Chaudhary Pandiya & Co. Chartered Accountants, as Auditors and fix their remuneration.		
	RESOLUTION FOR SPECIAL BUSINESS		
4.	Ordinary Resolution for Appointment of Shri Gautam Lhila (DIN:06956667) as an Independent Director for a term of 5 (five) consecutive years.		
5.	Special Resolution for adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.		

Signed this.....day of.....2015

Affix Re. l
Revenue
Stamp

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 :

- *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.
- 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.
- A Proxy need not be a Shareholder of the Company.
- 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.

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