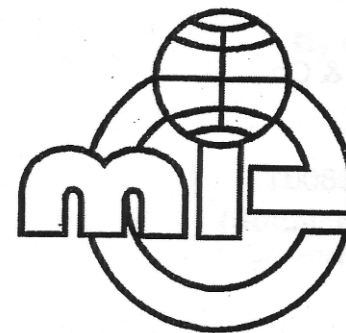


If undelivered please return to :  
**BEETAL FINANCIAL & COMPUTER SERVICES PVT. LTD.**  
3rd Floor, Beetal House, 99 Madangir, Behind Local Shopping Centre, New Delhi - 110 062

# MACRO INTERNATIONAL LIMITED



*Annual Report*

**2016 - 2017**

## **BOARD OF DIRECTORS**

Shri Sudhir Kumar Parasrampur  
*Chairman and Managing Director*

Smt. Parwati Parasrampur  
*Director*

Gautam Lhila  
*Director*

Shri Manoj Kumar Poddar  
*Director*

## **STATUTORY AUDITOR**

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

## **BANKERS**

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

## **REGISTERED OFFICE :**

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

## **MACRO INTERNATIONAL LIMITED**

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

Tel: (0141) 2373676; Fax: (0141) 2373364; Email: miel1@rediffmail.com

## **NOTICE**

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of **MACRO INTERNATIONAL LIMITED** will be held on Tuesday, the 26<sup>th</sup> September, 2017 at 11.00 A.M. at the Registered Office of the Company at 'Plaza Kalpana' Ground Floor, 24/147, Birhana Road, Kanpur–208001 (U.P.) to transact the following business:

1. To consider and adopt the audited Financial Statement of the Company for the Financial year ended 31<sup>st</sup> March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Parwati Parasrampur (DIN: 00359065) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s. Om P. Agarwal & Associates, Chartered Accountants (Firm Registration No 006948C), as the Statutory Auditors of the Company and to fix their remuneration 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Om P. Agarwal & Associates, Chartered Accountants (Firm Registration No 006948C) be and are hereby appointed as Statutory Auditors of the Company, in place of the retiring Statutory Auditors M/s. Chaudhary Pandiya & Co., Chartered Accountants (ICAI Registration No.70747), to hold office for a term of five years from the conclusion of the Twenty Fourth Annual General Meeting until the conclusion of the Twenty Ninth Annual General Meeting of the Company, subject to ratification of the appointment by the Members at every Annual General Meeting held after this Twenty Fourth Annual General Meeting, on such remuneration as may be fixed by the Board of Directors of the Company.”

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

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

(SUDHIR KUMAR PARASRAMPURIA)  
Managing Director  
DIN: 00358982

Dated: 14.08.2017

**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 Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect of Business under Item No. 3 as set out above is annexed hereto.
3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting are given in this Notice under Note No. 14.
4. 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.
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 Wednesday, 20th September, 2017 to Tuesday, 26th September, 2017 (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 Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
  - (ii) The poll shall be conducted at the Meeting and Members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting.

- (iii) The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iv) The Company has engaged the Services of Central Depository Services Ltd (“CDSL”) as the Agency to provide e-voting facility.
- (v) Voting rights shall be reckoned on the Paid-up value of Shares registered in the name of the Member / Beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 19th September, 2017.
- (vi) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e. 19th September, 2017 only shall be entitled to avail the facility of remote e-voting
- (vii) Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding Shares as on the cut-off date i.e. 19th September, 2017 may obtain the User ID and Password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or at [miel1@rediffmail.com](mailto:miel1@rediffmail.com).

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

Commencement of remote e-voting	<b>Saturday, 23<sup>rd</sup> September, 2017, 10.00 A.M. IST</b>
End of remote e-voting	<b>Monday, 25<sup>th</sup> September, 2017, 05.00 P.M. IST</b>

During this period, Shareholders of the Company holding Shares either in physical form or in dematerialized form, as on the cut-off date i.e. 19th September, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL after voting period ends.

- (ix) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a scrutinizer's report and submit the same to the Chairman. The results declared along with the scrutinizer's report shall be placed on the website of CDSL: <https://www.cdslindia.com>. The results shall simultaneously be communicated to the Stock Exchange.
- (x) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 26th September, 2017.
- (xi) Instructions and other information relating to remote e-voting:
  - (a) The e-voting facility can be availed by typing the link [www.cdslindia.com](http://www.cdslindia.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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• 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.</li> <li>• 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.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio respectively in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio respectively. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id /folio number in the Dividend Bank details field.

- (g) After entering these details appropriately , click on “SUBMIT” tab.



- (h) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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](mailto: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](mailto: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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 19th September, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- (xii) The voting rights of Shareholders shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on 19th September, 2017.
- (xiii) The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizers' Report shall be placed on the website of CDSL and communicated to the BSE Ltd. within the prescribed period.
16. As required under Listing Regulations and Secretarial Standards on General Meetings (SS-2), the relevant details in respect of Director seeking re-appointment under Item No. 2 of this Notice is given below:-

**BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT**

Particulars	Mrs. Parwati Parasrampuria
<b>DIN</b>	00359065
<b>Date of Birth</b>	20.09.1954
<b>Qualifications</b>	M.A.
<b>Experience</b>	32 Years
<b>Date of Appointment on the Board</b>	03.08.1993
<b>Expertise in specific functional area</b>	N.A.

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

#### ANNEXURE TO NOTICE

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

##### Item No. 3

This Statement is provided though strictly not required as per Section 102 of the Act.

As per the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with rules made thereunder, no Listed Company can appoint or re-appoint an Audit firm as Auditor for more than two terms of five consecutive years. Further, as per Section 139 of the Act, a period of three years has been provided to comply with this requirement. In view of the same, the term of the existing Statutory Auditors, M/s. Chaudhary Pandiya & Co., Chartered Accountants is upto the conclusion of this Annual General Meeting (AGM).

The Board of Directors has based on the recommendation of the Audit Committee, at its meeting held on 14th August, 2017, proposed the appointment of M/s. Om P. Agarwal & Associates, Chartered Accountants (Firm Registration No 006948C), as the Statutory Auditors of the Company for a period of five years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty Ninth Annual General Meeting of the Company to be held in the Calendar year 2022, subject to ratification of their appointment at every Annual General Meeting, if so required under the Act.

M/s. Om P. Agarwal & Associates, Chartered Accountants (Firm Registration No 006948C), have consented to their appointment as Statutory Auditors and have confirmed the eligibility that their appointment, if made, will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the ordinary resolution as set out in Item No. 3 of this Notice for your approval.

#### Registered Office:

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

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

(SUDHIR KUMAR PARASRAMPURIA)  
Managing Director  
DIN: 00358982

Daed: 14.08.2017

## MACRO INTERNATIONAL LIMITED

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

[CIN: L74120UP1993PLC015605]

Tel: (0141) 2373676; Fax: (0141) 237364 Email: miel1@rediffmail.com

### DIRECTORS' REPORT

To,  
The Members of  
**MACRO INTERNATIONAL LIMITED**

Your Directors have pleasure in presenting herewith the Twenty Fourth Annual Report along with Audited Financial Statement of the Company for the year ended 31st March, 2017.

### FINANCIAL RESULTS

The summarized financial position of the Company for the Financial Year ended 31st March, 2017 as compared to previous year is as under :

PARTICULARS	Amount (Rs. in Lacs)	
	2016-2017	2015-2016
Total Income	<u>30.51</u>	<u>30.86</u>
Profit / (Loss) before Interest and Depreciation	<u>2.54</u>	2.90
Less: Finance Cost	--	--
Less: Depreciation	<u>1.47</u>	<u>1.02</u>
Profit/ (Loss) before Exceptional and Extraordinary items and Tax	<u>1.07</u>	1.88
Tax Expenses		
(a) Current Tax	<u>0.48</u>	1.18
(b) Deferred Tax	<u>0.07</u>	<u>0.12</u>
Profit after Tax	<u>0.52</u>	0.82
Add: Balance Brought Forward from the Previous Year	<u>109.98</u>	<u>109.16</u>
Surplus/ (Deficit) carried to Balance Sheet	<u>110.50</u>	<u>109.98</u>

### DIVIDEND

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

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### OPERATIONS

During the year under review Total Income of the Company marginally declined from Rs. 30.86 Lacs to Rs. 30.51 Lacs. The Net Profit for the current year stood at Rs. 0.52 Lacs as against Rs. 0.82 Lacs in the previous year.

### DIRECTORS

In accordance with the provisions of the Companies Act, 2013 read with Articles of Association of the Company, Smt. Parwati Parasrampur, Director [DIN: 00359065] of the Company retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

There has been no changes in the Board of Directors of the Company during the year under review.

### DECLARATION FROM INDEPENDENT DIRECTORS

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

### SUBSIDIARY COMPANY / ASSOCIATE / JOINT VENTURE COMPANY

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

### STATUTORY AUDITORS

The term of the present Auditors of the Company, M/s. Chaudhary Pandiya & Co., Chartered Accountants (ICAI Registration No.70747) expires at the conclusion of the ensuing Annual General Meeting. The Board of Directors of the Company have on the basis of recommendation of the Audit Committee, at its meeting held on 14th August, 2017, proposed the appointment of M/s. Om P. Agarwal & Associates, Chartered Accountants (Firm Registration No 006948C), as the Statutory Auditors of the Company for a period of five years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty Ninth Annual General Meeting of the Company. M/s. Om P. Agarwal & Associates have confirmed the eligibility and willingness to accept the appointment

The observations made by the Auditors in their Report read with notes to the Accounts are self explanatory and do not call for any further explanation.

## MACRO INTERNATIONAL LIMITED

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### SECRETARIAL AUDITOR

The Board has appointed M/s. MKGP & Associates Practising Company Secretaries to conduct Secretarial Audit for the Financial year 2016-17. The Secretarial Audit Report for the Financial Year ended 31st March, 2017 is annexed herewith as Annexure-'A' to this Report. As regards observation in Secretarial Audit Report relating to appointment of Company secretary and Chief Financial Officer, it may be stated that in view of the suspension of normal business operations, the Company could not afford to employ a Whole time Company Secretary and Chief Financial Officer. However, it will make necessary appointment of Company Secretary and Chief Financial Officer, as and when operations and financial condition of the Company improves in future. As regards filing of Form ADT 1, the Company is in the process of making necessary compliance.

### MEETINGS OF THE BOARD

The Board of Directors duly met 4 (Four) times respectively on 30th May, 2016, 11th August, 2016, 12th November, 2016 and 8th February, 2017 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**

## MACRO INTERNATIONAL LIMITED

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No material changes and commitments affecting the financial position of the Company occurred from the end of the Financial year 2016-17 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.

### CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the Financial year with related parties were in the ordinary course of business and on arm's length basis. The details of material contracts / arrangements / transactions at arm's length basis for the year ended 31st March, 2017 is annexed hereto and form part of this Report as **Annexure 'C'**.

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

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

### RISK MANAGEMENT

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

### DISCLOSURES

#### **Audit Committee**

The Audit Committee comprises of Independent Directors namely Shri Gautam Lhila (Chairman), Shri Manoj Kumar Poddar and Shri Sudhir Kumar Parasrampur 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.

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### Remuneration and Nomination Policy

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

### STATUTORY INFORMATION

#### A. PARTICULARS OF EMPLOYEES

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

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

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

#### C. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, the Directors of the Company state in respect of the year ended 31st March, 2017 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.

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Tel: (0141) 2373676; Fax: (0141) 237364 Email: miel1@rediffmail.com

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

### DEPOSITS

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

### INTERNAL FINANCIAL CONTROLS

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

### ACKNOWLEDGEMENTS

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

For and on behalf of the Board

Place: Kanpur  
Date: 14.08.2017

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



# MKGP & Associates

COMPANY SECRETARIES

ADDRESS: - 202, Prism Tower, Infront of PHQ Gate No.2,  
Lalkothi, Behind Nehru Place, Tonk Road, Jaipur-302015  
Phone No. 0141-4112199, 09828046652  
E-Mail: [mahendra927@gmail.com](mailto:mahendra927@gmail.com)

## SECRETARIAL AUDIT REPORT

### Form No. MR-3

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017

[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)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **Macro International Limited (L74120UP1993PLC015605)** Secretarial audit was conducted in the manner that provided us a reasonable basis for evaluating the corporate conduct/ statutory compliance and expressing our opinion thereon.

Based on our verification of the Company's books, papers, 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, We hereby report that in our opinion; the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017 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.

We have examined the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contract (Regulation) Act, 1956 and Rules made there under;

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- III. The Depositories Act, 1996 and Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the Company during Audit Process)**;
- V. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.;
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998;
- VI. As identified by the management, following laws are specifically applicable to the Company:
  - a. Reserve Bank of India Act, 1934
  - b. Guidelines on Fair practices code for NBFC
  - c. Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998
  - d. Prudential Norms (Reserve Bank) Directions, 2007
  - e. Non-Banking Financial (Non- Deposit Accepting or Holding) Companies
  - f. Negotiable Instruments Act 1881
  - g. NBFC Auditors Directions, 2008
  - h. Guidelines, directions and instructions issued by RBI through notifications and Circulars

### 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

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## **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

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E-Mail: [mahendra927@gmail.com](mailto:mahendra927@gmail.com)

## **Laws Applicable to Hotel Industries**

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

## **Financial and Other Laws:-**

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

## MKGP & Associates

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E-Mail: [mahendra927@gmail.com](mailto:mahendra927@gmail.com)

### Laws Applicable to Information Technology

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

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

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

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. No Whole Time Company Secretary and Chief Financial Officer in the company during the F.Y.2016-17 on MCA Portal.
2. Form ADT-1 relating to appointment of Statutory Auditor for F.Y. 2016-17 was not filed by the company.
3. Regulation 30 Disclosure of events or information.-The Company had not published outcome of Board meeting within 30 minutes of the following meetings :-

#### **DATE OF BOARD MEETING**

11-08- 2016

12-11- 2016

08-02- 2017

I further report that

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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.

b) 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.

c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes

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## MKGP & Associates

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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.

I further report that during the audit period the Company has passed no special resolutions which are having major bearing on the Company's affairs in pursuant of the above referred laws, rules, regulations, guidelines, standards.

**For M/s MKGP & Associates  
Company Secretaries**

**Place: Jaipur  
Date : 14.08.2017**

**Mahendra Prakash Khandelwal**

**(Partner)  
Membership no.6266  
C.P.No-4459**

**(This report is to be read with my letter of even date which is annexed as Annexure - I which forms an integral part of this report.)**

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# MKGP & Associates

COMPANY SECRETARIES

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## 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 f flaws, 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 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 M/s MKGP & Associates  
Company Secretaries**

**Place: Jaipur  
Date : 14.08.2017**

**Mahendra Prakash Khandelwal  
(Partner)  
Membership no.6266  
C.P.No-4459**

## ANNEXURE-B

### Form No. MGT-9

#### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2017

*[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:	<b>MACRO INTERNATIONAL LIMITED</b>
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: <a href="mailto:miel1@rediffmail.com">miel1@rediffmail.com</a> / <a href="mailto:co@miel.co.in">co@miel.co.in</a>
vi)	Whether Listed Company:	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any:	Beetal Financial And Computer Services Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, New Delhi-110062 Tel : 011-29961281, Fax : 011-29961284 Email ID : <a href="mailto:beetalrta@gmail.com">beetalrta@gmail.com</a>

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	6,28,940	NIL	6,28,940	15.83	5,93,469	NIL	5,93,469	14.94	-0.89
b) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp.	21,65,210	NIL	21,65,210	54.48	19,58,526	NIL	19,58,526	49.28	-5.20
e) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any Other....									
(i) Trust	1,86,400	NIL	1,86,400	4.69	1,86,400	NIL	1,86,400	4.69	NIL
<b>Sub-total (A) (1):-</b>	<b>29,80,550</b>	<b>NIL</b>	<b>29,80,550</b>	<b>75.00</b>	<b>27,38,395</b>	<b>NIL</b>	<b>27,38,395</b>	<b>68.91</b>	<b>-6.09</b>
<b>(2) Foreign</b>									
a) NRIs -	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Individuals									
b) Other – Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any Other...	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub-total (A) (2):-</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>29,80,550</b>	<b>NIL</b>	<b>29,80,550</b>	<b>75.00</b>	<b>27,38,395</b>	<b>NIL</b>	<b>27,38,395</b>	<b>68.91</b>	<b>-6.09</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL



Companies									
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
<b>Sub-total (B)(1): -</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>2. Non- Institutions</b>									
a) Bodies Corp.									
i) Indian	2200	37200	39400	0.99	86635	37200	123835	3.12	+2.13
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	197650	477620	675270	16.99	288413	459320	747733	18.82	+1.83
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	266850	12000	278850	7.02	352107	12000	364107	9.16	+2.14
c) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub-total</b>	<b>466700</b>	<b>526820</b>	<b>993520</b>	<b>25.00</b>	<b>727155</b>	<b>508520</b>	<b>1235675</b>	<b>31.09</b>	<b>+6.09</b>

(B)(2): -									
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>466700</b>	<b>526820</b>	<b>993520</b>	<b>25.00</b>	<b>727155</b>	<b>508520</b>	<b>1235675</b>	<b>31.09</b>	<b>+6.09</b>
<b>C. Shares held by Custodian For GDRs &amp; ADRs</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Grand Total (A+B+C)</b>	<b>3447250</b>	<b>526820</b>	<b>3974070</b>	<b>100</b>	<b>3465550</b>	<b>508520</b>	<b>3974070</b>	<b>100</b>	<b>NIL</b>

(ii) Shareholding of Promoters

Sl. No.	Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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	16551	0.42	Nil	-0.33
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	124720	3.14	Nil	-0.25
6.	Shri Sudhir Kumar Parasrampuria	221323	5.57	Nil	221323	5.57	Nil	Nil
7.	Smt. Chadrakala Parasrampuria	223995	5.64	Nil	211565	5.32	Nil	-0.32
8.	Beopar Sahayak Private Limited	76900	1.93	Nil	76900	1.93	Nil	Nil

9.	Amber Mercantiles Limited	477310	12.01	Nil	454822	11.44	Nil	-0.57
10.	Magnanimous Trade & Finance Ltd.	1611000	40.54	Nil	1426804	35.90	Nil	-4.64
	TOTAL	2980550	75.00	Nil	2738395	68.91	Nil	-6.09

(iii) Shareholding of Promoters (If there is no change, please specify, if there is no change)

Sl. No.	Name of the Promoter / Promoter Group	Shareholding at the beginning of the year		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Mr. Shashank Parasrampuria	134720	3.39	14.10.2016	-10000	Transfer of Shares	124720	3.14	124720	3.14
2.	Mrs. Chandrakala Parasrampuria	223995	5.64	14.10.2016	-12430	Transfer of Shares	211565	5.32	211565	5.32
3.	Ms. Arti Parasrampuria	29592	0.74	07.10.2016 14.10.2016	-4041 -9000	Transfer of Shares Transfer of Shares	25551 165551	0.64 0.42	16551	0.42
4.	Amber Mercantiles Limited	477310	12.01	30.09.2016 07.10.2016 18.11.2016	-3978 -10000 -8510	Transfer of Shares Transfer of Shares Transfer of Shares	473332 463332 454822	11.91 11.66 11.44	454822	11.44
5.	Magnanimous Trade and Finance Limited	1611000	40.54	23.09.2016 30.09.2016 18.11.2016 25.11.2016	-9980 -15551 -37800 -53099	Transfer of Shares Transfer of Shares Transfer of Shares Transfer of	1601020 1585469 1547669 1494570	40.29 39.90 38.94 37.61	1426804	35.90

				09.12.2016	-2600	Shares Transfer of Shares	1491970	37.54		
				23.12.2016	-25000	Transfer of Shares	1466970	36.91		
				17.02.2017	-3400	Transfer of Shares	1463570	36.83		
				17.03.2017	-21000	Transfer of Shares	1442570	36.30		
				31.03.2017	-15766	Transfer of Shares	1426804	35.90		

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

Sl. No.	For each of the top 10 shareholders	Shareholdings as on 31.03.2016		Shareholding as on 31.03.2017	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Shri Tushar Kisanlal Doshi	55000	1.38	55000	1.38
2.	Shri Harit Ratna	0	0	47262	1.19
3.	Shri Avinash Chandra Gupta	0	0	33100	0.83
4.	Shri Janak Parasrampur	28100	0.71	28100	0.71
5.	Shri Jyotshna Harish Bhai Thakker	22000	0.55	22000	0.55
6.	Makesworth Projects & Developers Private Limited	0	0	21000	0.53
7.	Shri Surya Mohan Jha	0	0	21000	0.53
8.	Shri Santosh Sitaram Goenka	20500	0.52	20500	0.52
9.	Smt. Shruti Yashwant Bihari Kagji	20350	0.51	20350	0.51
10.	Smt. Sunita Santosh Goenka	20000	0.50	20000	0.50

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

S. No.	Shareholding of each Director and Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
				No. of Shares	% of total shares	No. of Shares	% of total shares
A: Directors:							
1.	Shri Sudir Kumar Parasrampuria , Managing Director						
	At the beginning of the Year	01.04.2016	----	221323	5.57	221323	5.57
	Changes during the Year	NIL		NIL	NIL	NIL	NIL
	At the end of the Year	31.03.2017		221323	5.57	221323	5.57
2	Smt. ParwatiParasrampuria, Director						
	At the beginning of the Year	01.04.2016	----	19,310	0.48	19,310	0.48
	Changes during the Year	NIL		NIL	NIL	NIL	NIL
	At the end of the Year	31.03.2017		19,310	0.48	19,310	0.48
3.	Shri Gautam Lhila Director						
	At the beginning of the Year	01.04.2016		10,000	0.25	10,000	0.25
	Changes during the Year	NIL		NIL	NIL	NIL	NIL
	At the end of the Year	31.03.2017		10,000	0.25	10,000	0.25
4.	Shri Manoj Kumar Poddar Director						
	At the beginning of the Year	01.04.2016		100	0.0025	100	0.0025
	Changes during the Year	NIL		NIL	NIL	NIL	NIL
	At the end of the Year	31.03.2017		100	0.0025	100	0.0025
B: Key Managerial Personnel:							
NIL							

V. INDEBTEDNESS

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Wholtime Directors and/or Manager

Sl. no.	Particulars of Remuneration	Name of MD/MTD/Manager	Total Amount
		Shri Sudhir KumarParasrampuria (Managing Director)	
1.	Gross salary	6,00,000	6,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - 0% 0.5% 1% 2% 3% 4% 5% 6% 7% 8% 9% 10% 11% 12% 13% 14% 15% 16% 17% 18% 19% 20% 21% 22% 23% 24% 25% 26% 27% 28% 29% 30% 31% 32% 33% 34% 35% 36% 37% 38% 39% 40% 41% 42% 43% 44% 45% 46% 47% 48% 49% 50% 51% 52% 53% 54% 55% 56% 57% 58% 59% 60% 61% 62% 63% 64% 65% 66% 67% 68% 69% 70% 71% 72% 73% 74% 75% 76% 77% 78% 79% 80% 81% 82% 83% 84% 85% 86% 87% 88% 89% 90% 91% 92% 93% 94% 95% 96% 97% 98% 99% 100%	NIL	NIL
5.	Others, please specify		
	• Contribution to PF	NIL	NIL
	• Gas, Electricity and Water	NIL	NIL
	<b>Total (A)</b>	<b>6,00,000</b>	<b>6,00,000</b>
	<b>Ceiling Limit</b>	The remuneration is being paid in accordance with the ceiling limits laid down under Part II of SectionII of Schedule V and other applicable provisions of the Companies Act, 2013.	

**B.Remuneration to other Directors:**

Sl. no	Particulars of Remuneration	Name of Directors	Total Amount
	1. Independent Directors		
	• Fee for attending board / committee meetings	NIL	NIL
	• Commission	NIL	NIL
	• Others, please specify	NIL	NIL
	<b>Total (1)</b>	<b>NIL</b>	<b>NIL</b>
	2. Other NonExecutiveDirectors		
	• Fee for attending board / committee meetings	NIL	NIL
	• Commission	NIL	NIL
	• Others, please specify	NIL	NIL
	Total (2)	NIL	NIL
	Total (B)=(1+2)	NIL	NIL
	Total Managerial Remuneration	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL

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

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



VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

For and on behalf of the Board

Place:Kanpur  
Date: 14.08.2017

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

MACRO INTERNATIONAL LIMITED

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

[CIN: L74120UP1993PLC015605]

Tel: (0141) 2373676; Fax: (0141) 2373364 Email: [miel1@rediffmail.com](mailto:miel1@rediffmail.com)

ANNEXURE-'C'

Form No. AOC-2

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

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

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

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

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

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Amber Mercantiles Limited  (Common Directors)	Lease of Property	2016-2017	Rs.12,000/-	30.05.2016	NIL
Sudhir Kumar Parasrampuriah H.U.F.  (Karta is the Managing Director in the Company)	Lease of Property	2016-2017	Rs. 54,000/-	30.05.2016	NIL

For and on behalf of the Board

Place: Kanpur  
Date: 14.08.2017

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

**ANNEXURE –'D'**

**NOMINATION & REMUNERATION POLICY**

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

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

**1. DEFINITIONS**

**Board** means Board of Directors of the Company.

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

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

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

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

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

**2. TERMS OF REFERENCE / ROLE OF COMMITTEE**

The Terms of Reference of the Committee shall be:-

- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and to carry out evaluation of every Director's performance.
- To ensure that the level and composition of remuneration is reasonable and is sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- To ensure that relationship of remuneration to performance in respect of Directors, Key Managerial Personnel and employees of Senior Management is clear and meets appropriate performance benchmarks; and
- 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:
- 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 standalone financial statements of MACRO INTERNATIONAL LTD("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014(as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities;

selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

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

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**Chaudhary Pandiya & Co.**  
Chartered Accountants

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

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

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

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

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**Chaudhary Pandiya & Co.**  
Chartered Accountants

- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31stMarch,2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31stMarch,2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. The company has provided requisite disclosures in the standalone financial statements as to holding as well as dealing in Specified Bank Notes during the period from November 8,2016 to December 30,2016.Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the Management. Refer Note 21.

For Chaudhary Pandiya & Co.  
Chartered Accountants  
FRN 001903C

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

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**Annexure - B to the Auditors' Report**

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

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

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

**Management's Responsibility for Internal Financial Controls**

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

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

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

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

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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



**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India for our audit opinion on the Company's internal financial controls system over financial reporting.

For Chaudhary Pandiya & Co.  
Chartered Accountants  
FRN 001903C

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

Place: Kanpur  
Dated: 30-05-2017

**ANNEXURE 'A' TO THE AUDITORS' REPORT**

The annexure referred to in Independent Auditors Report to the members of the Company on the financial statements for the year ended 31st March, 2017. we report that;

- (I) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The fixed assets of the Company have been physically verified by the management at reasonable intervals during the year; No material discrepancies were noticed on such verification;
- (c) According to the information and explanation given to us and on the basis of the examination of the records of the company, there is no immovable property held in the name of the company. Therefore paragraph 3(i)(c) of the order is not applicable.
- (ii) The Company does not have inventory as there was no commercial activity being carried by the Company during the year. Therefore paragraph 3(ii) of the order is not applicable.
- (iii) According to the information and explanation given to us, the company has not granted any loans secured or unsecured to Companies, Firms, Limited Liability Partnership other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore paragraph 3(iii) of the order is not applicable.
- (iv) According to the information and explanation given to us and on the basis of examination of the records of the Company, the Company has neither given loans nor made any investment, therefore provisions of section 185 and 186 are not applicable. Accordingly paragraph 3(iv) of the order is not applicable to the Company.
- (v) According to the information and explanation given to us and on the basis of the examination of the records of the Company; The Company has not accepted any deposits from public. Therefore, paragraph 3(v) of the order is not applicable.
- (vi) The Company is not required to maintain any cost records that have been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Therefore, paragraph 3(vi) of the order is not applicable.
- (vii) (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has been regular in depositing its undisputed statutory dues including income tax, cess and other material statutory dues with the appropriate authority. As explained to us, there are no undisputed statutory dues as mentioned above in arrears as at 31st March 2017 for a period of more than six months from the date they became payable.

**Chaudhary Pandiya & Co.**  
Chartered Accountants

- (b) According to the information and explanation given to us there are no material dues on account of income tax, cess that has not been deposited with the appropriate authority on account of any dispute.
- (viii) According to the information and explanation given to us and on the basis of our examination of records of the Company, the Company does not have any loans or borrowing from any financial institutions, bank, Government or dues to debenture holders during the year. Therefore paragraph 3(viii) of the order is not applicable.
- (ix) According to the information and explanation given to us and on the basis of our examination of records of the Company, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Therefore paragraph 3(ix) of the order is not applicable.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (xi) According to the information and explanation given to us and on the basis of our examination, the company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion and according to the information and explanation given to us, the company is not a nidhi company. Therefore, paragraph 3(xii) of the order is not applicable.
- (xiii) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there are no transactions with the related party during the year, therefore provision of sections 177 & 188 of the act are not applicable to the Company. However as per the recommendation of applicable accounting standards the transactions have been properly disclosed in the financial statement.
- (xiv) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore paragraph 3(xiv) of the order is not applicable.

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513, Plaza Kalpana, 24/147-B, Birhana Road Kanpur-208001  
Tel.: 2348095 \* E-Mail: [chaudharypandiya\\_co@hotmail.com](mailto:chaudharypandiya_co@hotmail.com)

---

**Chaudhary Pandiya & Co.**  
Chartered Accountants

- (xv) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not entered into any non-cash transactions with the directors or persons connected with him as specified under section 192 of the Act. Therefore, paragraph 3(xv) of the order is not applicable
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, paragraph 3(xvi) of the order is not applicable

For Chaudhary Pandiya & co.  
Chartered Accountants  
FRN 001903C

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

Place: Kanpur  
Dated: 30-05-2017

---

513, Plaza Kalpana, 24/147-B, Birhana Road Kanpur-208001  
Tel.: 2348095 \* E-Mail: [chaudharypandiya\\_co@hotmail.com](mailto:chaudharypandiya_co@hotmail.com)

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**MACRO INTERNATIONAL LIMITED**

( Formerly known as Macro (International) Exports Ltd.

**BALANCE SHEET AS AT 31st, MARCH., 2017**

PARTICULARS	Note No.	As at 31.03.2017 Amount (Rs.)	As at 31.03.2016 Amount (Rs.)
I. EQUITY AND LIABILITIES			
( 1 ) Shareholders' Fund			
( a ) Share Capital	1	39,896,120.00	39,896,120.00
( b ) Reserves & Surplus	2	12,974,303.49	12,922,482.61
( 2 ) Non Current Liabilities			
( a ) Deferred Tax Liabilities	3	2,243.00	-
( b ) Other Long Term Liabilities	4	10,000.00	10,000.00
( c ) Long Term Provisions	5	435,664.00	371,049.00
( 3 ) Current Liabilities			
( a ) Short Term Provisions	6	783,937.30	250,066.90
TOTAL		<b>54,102,267.79</b>	<b>53,449,718.51</b>
II. ASSETS			
( 1 ) Non current Assets			
( a ) Fixed Assets	7		
( i ) Gross Block		1,586,958.75	2,001,253.31
( ii ) Less : Depreciation		<u>561,304.15</u>	<u>828,193.58</u>
Net Block		1,025,654.60	1,173,059.73
( b ) Deferred Tax Assets	3	-	5,050.00
( 2 ) Other Non Current Assets	8	34,924.44	32,996.00
( 3 ) Current Assets			
( ii ) Cash & cash equivalents	9	97,416.45	78,640.78
( iii ) Short- term loans & advances	10	51,903,683.00	51,744,661.00
( iv ) Other current assets	11	1,040,589.30	415,311.00
TOTAL		<b>54,102,267.79</b>	<b>53,449,718.51</b>

The NOTES form an integral part of these financial statements

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

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

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

S.K.Parasrampur  
(Managing Director)

Parwati Parasrampur  
(Director)

PLACE : Kanpur  
DATE : 30-05-2017

**MACRO INTERNATIONAL LIMITED**

( Formerly known as Macro (International) Exports Ltd.

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED AS ON 31st MARCH, 2017**

PARTICULARS	Note No.	As at 31.03.2017 Amount (Rs.)	As at 31.03.2016 Amount (Rs.)
I. Sales		-	-
II. Other Income	Note No. 12	<u>3,051,530.00</u>	<u>3,086,104.00</u>
III. Total Revenue		<u>3,051,530.00</u>	<u>3,086,104.00</u>
III. Expenses			
A. Employees benefits expenses	Note No. 13	889,973.25	832,264.66
B. Depreciation		147,405.13	101,822.21
C. Other Expenses	Note No. 14	1,307,367.74	1,363,998.07
D. MD'S Remuneration		<u>600,000.00</u>	<u>600,000.00</u>
Total expenses		<u>2,944,746.12</u>	<u>2,898,084.94</u>
IV. Profit before exceptional and extraordinary items and tax ( II - III )		<u>106,783.88</u>	<u>188,019.06</u>
V. Exceptional items		-	-
VI. Profit / (Loss) before Tax		106,783.88	188,019.06
IX. Tax expenses			
( a ) Current Tax		47,670.00	118,200.00
( b ) Deferred Tax		7,293.00	11,768.00
X. Profit / Loss for the year		<u>51,820.88</u>	<u>81,587.06</u>
Earning per equity share			
(a) Basic		0.01	0.02
(b) Diluted		<u>0.01</u>	<u>0.02</u>
weighted averege number of shares outstanding		<u>3974070</u>	<u>3974070</u>

The notes form the integral part of these finacial statements

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

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

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

S.K.Parasrampur  
(Managing Director)

Parwati Parasrampur  
(Director)

PLACE : Kanpur  
DATE : 30-05-2017

MACRO INTERNATIONAL LIMITED				
(Formerly known as Macro (International) Exports Ltd.				
NOTES TO THE FINANCIAL STATEMENTS				
S.No.	PARTICULARS	Note No.	As at 31.03.2017 Amount (Rs.)	As at 31.03.2016 Amount (Rs.)
<b>Note No. '1' - SHARE CAPITAL</b>				
1	Authorised Share Capital (5000000 Equity Shares of Rs.10/- each)		50,000,000.00	50,000,000.00
2	Issued Subscribed and paidup Shares Capital (3974070 Equity Share of Rs.10/- each fully paid)		39,740,700.00	39,740,700.00
3	Add : Amount paidup on forfeited shares/less call in arrear		155,420.00	155,420.00
	TOTAL		39,896,120.00	39,896,120.00
4	Details of Shares held by Shareholders holding more than 5% of the aggregate shaers in the company.			
	Name of the Shareholder	No. of sharesheld as at 31-03-17	% of holding	No. of sharesheld as at 31-03-16
	Chandrakala Parasrampur	211565	5.32	223995
	Sudhir Kumar Parasrampur	221323	5.57	221323
	Amber Mercantiles Ltd.	454822	11.44	477310
	Magnanimous Trade & Finance Ltd.	1410804	35.50	1611000
5	<b>Rights, Preferences and Restrictions attached to equity shares :</b>			
	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.			
	<b>Note No. '2' - RESERVE &amp; SURPLUS</b>			
	a. Capital Reserve		1,924,558.61	1,924,558.61
	b. Surplus-opening balance		10,997,924.00	10916336.94
	Add / (Less) : Net Profit / Net (Loss) during the year		51,820.88	81587.06
	TOTAL		12,974,303.49	12,922,482.61
	<b>Note No. '3' - Deferred Tax Liability ( NET )</b>			
	Opening Balance of Deferred Tax Liability		(5,050.00)	6,718.00
	Add : On account of fixed assets		21,543.00	14,000.00
	Less : On account of Gratuity		19,300.00	19,050.00
	Deferred Tax Asset		7,293.00	11,768.00
	Deferred Tax Laibility		2,243.00	(5,050.00)

MACRO INTERNATIONAL LIMITED				
(Formerly known as Macro (International) Exports Ltd.				
NOTES TO THE FINANCIAL STATEMENTS				
S.No.	PARTICULARS	Note No.	As at 31.03.2017 Amount (Rs.)	As at 31.03.2016 Amount (Rs.)
<b>Note No. '4' - Other Long Term Liabilities</b>				
1	Security Deposits		10,000.00	10,000.00
			10,000.00	10,000.00
<b>Note No. '5' - Long Term Provision</b>				
	Gratuity Payable		435,664.00	371,049.00
			435,664.00	371,049.00
<b>Note No. '6' - Short term provisions</b>				
1	Expenses Payable		6,466.00	17,904.90
2	TDS Payable		64,000.00	67,951.00
3	Beetal Finance & Computer Services Pvt. Ltd.		985.00	3,345.00
4	Provision for Income Tax		47,670.00	118,200.00
5	Chaudhary Pandiya & Co.		48,300.00	42,666.00
7	Sudhir Kumar Parasrampur		616,516.30	42,666.00
	TOTAL		783,937.30	250,066.90

MACRO INTERNATIONAL LIMITED

(Formerly known as Macro (International) Exports Ltd.

DEPRECIATION ON FIXED ASSETS AS ON 31.03.17

Note - 7

S. No.	PARTICULARS	COST AS AT 01.04.16	ADD.	ADJUST- MENT IN P/L A/c.	SALE /ADJ.	TOTAL COST AS AT 31.03.17	DEPRECIATION		TOTAL UPTO 31.03.17	Net Block		
							UPTO 31.03.16	ADJUSTMENT DURING THE YEAR		AS AT 31.03.17	AS AT 31.03.16	
1	INVERTOR	15300.00	0.00	0.00	0.00	15300.00	4883.66	0.00	5932.74	9367.26	10416.34	
2	VEHICLE	1317568.56	0.00	414294.56	0.00	903274.00	432632.56	414294.56	125601.76	777672.24	884936.00	
3	COMPUTER	258200.00	0.00	0.00	0.00	258200.00	236253.72	0.00	248857.05	9342.95	21946.28	
4	CELL PHONE											
a)		37896.75	0.00	0.00	0.00	37896.75	36001.91	0.00	36001.91	1894.84	1894.84	
b)		3000.00	0.00	0.00	0.00	3000.00	1995.00	0.00	2280.00	720.00	1005.00	
c)		5204.00	0.00	0.00	0.00	5204.00	3069.41	0.00	3512.81	1691.19	2134.59	
d)		22500.00	0.00	0.00	0.00	22500.00	9050.78	0.00	10674.34	11825.66	13449.22	
e)		9725.00	0.00	0.00	0.00	9725.00	3710.79	0.00	4404.39	5320.61	6014.21	
f)		1059.00	0.00	0.00	0.00	1059.00	330.00	0.00	402.44	656.56	729.00	
g)		32400.00	0.00	0.00	0.00	32400.00	9258.73	0.00	11446.73	20953.27	23141.27	
h)		57088.00	0.00	0.00	0.00	57088.00	416.00	0.00	4029.68	53058.32	56672.00	
5	AIR CONDITIONER											
a)		26000.00	0.00	0.00	0.00	26000.00	17241.32	0.00	19726.20	6273.80	8758.68	
b)		60000.00	0.00	0.00	0.00	60000.00	26080.44	0.00	30522.24	29477.76	33919.56	
c)		15182.00	0.00	0.00	0.00	15182.00	6418.25	0.00	7534.09	7647.91	8763.75	
6	AIR COOLER	108480.00	0.00	0.00	0.00	108480.00	28626.06	0.00	35887.54	72592.46	79853.94	
7	PBX	17500.00	0.00	0.00	0.00	17500.00	7051.25	0.00	8314.25	9185.75	10448.75	
8	REFRIGERATOR	14150.00	0.00	0.00	0.00	14150.00	5173.70	0.00	6175.98	7974.02	8976.30	
	TOTAL RS.	2001253.31	0.00	414294.56	0.00	1586958.75	828193.58	414294.56	561304.15	1025654.60	1173059.73	
PREVIOUS YEAR		1410205.75	960362	139314.44	230000	2001253.31	726371.37	0	101822.21	828193.58	1173059.73	683834.38

MACRO INTERNATIONAL LIMITED

(Formerly known as Macro (International) Exports Ltd.

NOTES TO THE FINANCIAL STATEMENTS

S.No.	PARTICULARS	Note No.	As at 31.03.2017 Amount (Rs.)	As at 31.03.2016 Amount (Rs.)
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Note No. '8' - Other Non Current Assets

Security Deposit	34924.44	32996.00
	34924.44	32996.00

Note No. '9' - Cash & cash equivalents

a. Cash in hand	69,805.87	78,619.87
b. Balance with scheduled bank in Current Accounts	27,610.58	20.91
TOTAL	97,416.45	78,640.78

Note No. '10' - Short term loans & advances

Loans & Advances to related parties

Considered Good

1	BDPPC Trust	44,692,942.00	42,622,619.00
2	Parasrampuria Gems international School	5,983,247.00	9,122,042.00
3	Drashtideep diagnostic & rearch Pvt. Ltd.	927,099.00	-
4	Subhash N. Kanodia	300,395.00	-
		51,903,683.00	51,744,661.00

Note No. '11' - Other Current Assets

1	Advance Income Tax (2016-17)	-	306,179.00
2	Advance Income Tax (2017-18)	301,837.00	-
3	Prepaid Expenses	34,493.00	21,389.00
4	Medical Exp. Receivable	616,516.30	-
5	Shyam Dham Residential Welfare Samiti	37,743.00	37,743.00
5	CEO Nagar Nigam, Jaipur	50,000.00	50,000.00
	TOTAL	1,040,589.30	415,311.00

MACRO INTERNATIONAL LIMITED				
(Formerly known as Macro (International) Exports Ltd.				
SCHEDULE FORMING PART OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH,2017				
S.No.	PARTICULARS	Note No.	As at 31.03.2017 Amount (Rs.)	As at 31.03.2016 Amount (Rs.)
<b>Note No. 12 Other Income</b>				
1	Interest on Loan		3,045,859.00	3,061,790.00
2	Interest on Income Tax Refund		5,671.00	5,064.00
3	Exp.of earlier year written back		-	19,250.00
			<u>3,051,530.00</u>	<u>3,086,104.00</u>
<b>Note No. 13 Employees Benefits Expenses ( Refer Note 16)</b>				
1	Salaries & Wages		739,500.00	682,400.00
2	Staff Welfare		23,858.25	31,345.66
3	Bonus		62,000.00	56,867.00
4	Gratuity		64,615.00	61,652.00
			<u>889,973.25</u>	<u>832,264.66</u>
<b>Note No. 14 Other Expenses</b>				
1	Travelling Expenses		147,540.00	65,721.00
2	Printing & Stationery		17,013.00	17,845.50
3	Telephone including Cell phone exp.		12,735.13	22,212.11
4	Electricity Expenses		162,203.00	171,742.00
5	Insurance Charges		22,604.00	16,956.00
6	Subscription & Membership Fee		10,663.00	13,846.00
7	Conveyance Charges		7,394.00	10,217.00
8	Courier Charges		29,861.00	32,472.00
9	Repairing & Maintenance		4,710.00	6,909.00
10	Vehecle Running & Maintenance Expenses		127,289.61	145,734.00
11	Details of payment to auditors :-			
	Audit Fee		23,000.00	22,328.00
	Other Sevicees		25,300.00	25,190.00
12	AMC Charges		12,181.00	12,000.00
13	Advertisement		78,138.00	89,229.00
14	Donation		30,000.00	-
15	Professional Charges		151,500.00	149,500.00
16	Listing Fee		266,164.00	241,855.09
18	Cable Charges		15,000.00	13,292.00
19	Software upadation expenses		14,643.00	2,700.00
20	Misc.Exp.		5,145.00	3,066.00
21	Rates & Taxes		15,600.00	22,800.00
22	Office Maintenance		36,000.00	36,000.00
24	RTA Charges		26,454.00	36,847.00
25	Rent		66,000.00	66,000.00
26	Loss on sale of fixed assets (Car)		-	139,314.44
27	Bank charges		230.00	221.93
			<u>1,307,367.74</u>	<u>1,363,998.07</u>

MACRO INTERNATIONAL LIMITED  
(Formerly known as Macro (International)Exports Ltd.)  
CASH FLOW STATEMENT FOR THE YEAR 2016-2017

	2016-2017		2015-2016	
	AMOUNT(Rs.)	AMOUNT(Rs.)	AMOUNT(Rs.)	AMOUNT(Rs.)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :-</b>				
Net Profit before tax as per Statement of Profit & Loss				188,019.00
Adjusted for : Net Prior period Adjustment				(19,250.00)
Depreciation	147,405.00			101,822.00
Loss on Sale Of Fixed Assets	-			139,314.00
Interest Income	(3,051,530.00)	(2,904,125.00)		(3,066,854.00)
Operating Profit before working capital changes.		(2,797,341.00)		(2,656,949.00)
Adjustment for :-				
Trade & other receivables				253,353.00
Trade & other payables				171,947.00
Cash Generated from operations	(786,228.00)	(180,450.00)		425,300.00
Net prior year Adjustments	605,778.00	(2,977,791.00)		(2,231,649.00)
Taxes paid (Net)	-			19,250.00
Deferred Tax adjutment	(47,670.00)			(118,200.00)
Net cash/( used in ) Operating Activities	(7,293.00)	(54,963.00)		11,768.00
		<u>(3,032,754.00)</u>		<u>(2,318,831.00)</u>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of fixed assets	-			(960,362.00)
Sale of Fixed Assets	-			230,000.00
Interest Income	3,051,530.00			3,066,854.00
Net Cash from Investing activities		<u>3,051,530.00</u>		<u>2,336,492.00</u>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from Long Term Borrowings				-
Repayment from Long Term Borrowings	-			-
Short Long Term Borrowings	-			-
Net cash from ( used in ) Financing Activities		<u>-</u>		<u>-</u>
<b>Net (Decrease)/Increase in Cash &amp; Cash Equivalent (A+B+C)</b>				
Opening Balance of Cash & Cash Equivalents		18,776.00		17,661.00
Closing Balance of Cash & Cash Equivalents		<u>78,640.00</u>		<u>60,979.00</u>
		<u>97,416.00</u>		<u>78,640.00</u>

1- Figures in brackets represent cash out flows.  
2- The above Cash Flow statement has been prepared under the " Indirect Method " set out in Accounting Standard (AS)-3 on Cash Flow statement issued by the Institute of Chartered Accountants of India.  
3- Previous year comparatives have been reclassified to conform 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

Place : Kanpur

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

Sudhir Kumar Parasrampuria

(Chairman & Managing Director)

For and on behalf of the Board of Director



## MACRO INTERNATIONAL LIMITED

(Formerly known as Macro (International) Exports Ltd.)

### SIGNIFICANT ACCOUNTING POLICIES

(Annexed to and forming part of the financial Statements for the year ended 31st March,2017)

#### A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS :

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

#### B. USE OF ESTIMATES :

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

#### C. FIXED ASSETS :

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

#### D. DEPRECIATION:

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

#### E. INVENTORIES :

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

#### F. INVESTMENTS :

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

#### G. REVENUE RECOGNITION:

Interest on loans are recorded on accrual basis. In the opinion of the Management of the Company all the current assets and the loan and advances are approximately of the value stated if realized in the ordinary course of business. The provision for all known liabilities are adequate and are not in excess of the amount considered reasonably necessary. Sundry Debtors, Creditors and loans and advances are shown as appearing in the accounts, and are subject to confirmation.

#### H. INCOME TAXES :

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

#### 15. RELATED PARTY TRANSACTION :-

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

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

		<u>CURRENT YEAR</u>	<u>PREVIOUS YEAR</u>
a)	Remuneration to M.D.	Rs. 6,00,000.00	Rs. 6,00,000.00
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. 12,000.00
	(In which Sudhir Kumar Parasrampur H.U.F. & Smt. Parwati Parasrampur H.U.F. are Directors )		
d)	(i) Advance of Rs. 4,26,22,619.00 given to Bhuramal Durgi Devi Parasrampur Public Charitable Trust ( Associate concern ) in the earlier years & received back Rs.2,25,000/- during the year & Interest of Rs. 25,50,359.00 earned on the same closing balance of advances is Rs.4,46,92,942.00 only.		
	(ii) Advance of Rs. 100000.00 including opening balance Rs. 91,22,042.00 given to Parasrampur Gems International School a unit of Bhuramal Durgi Devi Parasrampur Public Charitable Trust ( Associate concern ) and received back Rs. 36,60,000.00 during the year & earned interest Rs. 4,68,006.00 on the same closing balance of advances is Rs. 59,83,247.00 only.		
	(Mr. Sudhir Kumar Parasrampur H.U.F. (M.D.) his wife Mrs. Parwati Parasrampur H.U.F. (Director) & Smt. Chandra Kala Parasrampur H.U.F. mother of M.D. are trustees of the trust.		

#### 16. EMPLOYEE BENEFIT (ACCOUNTING STANDARD 15)

- a) The company has not provided leave encashment as the employees are not entitled for that due to availment of leaves & there is no dues in this account.
- b) The provision of gratuity is being made as 15 days salary of completed years of service of employees. The gratuity provided during the year is Rs.64,615/-. The total provision of gratuity amounts to Rs. 4,35,664.00. The management does not see any need of actuarial valuation of the same as the number of employees are very few.
- c) The company has not provided the provident Fund & ESI as the company is not covered under E.P.F. & ESI Act.

17. Payment against suppliers from small scale and ancillary under taking are made in accordance with agreed credit terms and to the extent as ascertained from available information, there was no amount overdue as on 31<sup>st</sup> March 2017.

18. The company do not have any dues of micro, small and medium enterprises as on 31<sup>ST</sup> March 2017 as per provision of the Section 16 of the micro, small and medium enterprises Act.2006.

The adjustment in the cost of vehicle in fixed assets simultaneously adjustment in depreciation is due to adjustment in cost of the assets which has not been in earlier years as per schedule II of the company Act, 2013. These adjustment do not effect the value of assets.

19. **EARNING PER SHARE** :

	<u>2016-17</u>	<u>2015-16</u>
(a) Net profit after tax available to equity shareholders (Rs.in lacs)	0.52	0.82
(b) Weighted average number of equity shareholders of Rs.10/- each	3974070	3974070
(c) Basic/Diluted Earning per share	0.01	0.02

20. **IMPAIRMENT OF ASSETS:**

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

21. **Details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016 as per MCA Notification No. G.S.R. 307(E) dated March 30, 2017.**

	<b>SBNs</b>	<b>Other denomination notes</b>	<b>Total</b>
Closing Cash in Hand as on 08.11.2016	172000/-	57.87	172057.87
(+) Permitted Receipts	Nil	300000.00	300000.00
(-) Permitted Payments	Nil	228818.00	228818.00
(-) Amount deposited in Banks	172000/-	Nil	172000.00
Closing Cash in Hand as on 31.12.2016	Nil	71239.87	71239.87

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

23. 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- 2017

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

**MACRO INTERNATIONAL LIMITED**  
Registered Office: 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur– 208001 (U.P.)  
[CIN: L74120UP1993PLC015605]  
Tel: (0141) 2373676; Fax: (0141) 2379344 Email: [miel1@rediffmail.com](mailto: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 24<sup>th</sup> Annual General Meeting of 'Macro International Limited' held on Tuesday, the 26<sup>th</sup> September, 2017 at 11.00 A.M. at the Registered Office of the Company at 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur – 208001 (U.P.).”

\_\_\_\_\_  
Signature of the Shareholder(s) / Proxy

**PROXY FORM**

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

**MACRO INTERNATIONAL LIMITED**  
Registered Office: 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur– 208001 (U.P.)  
[CIN: L74120UP1993PLC015605]  
Tel: (0141) 2373676; Fax: (0141) 2379344 Email: [miel1@rediffmail.com](mailto: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 24<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, the 26<sup>th</sup> September, 2017 at 11.00 A.M. at the Registered Office of the Company at 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur – 208001 (U.P.) and at any adjournment thereof in respect of resolutions as indicated below:

Sl.No.	<b>ORDINARY BUSINESS</b>	For*	Against*
1.	Ordinary Resolution for adoption of Audited Financial Statement for the Financial year ended 31 <sup>st</sup> March, 2017 together with the Reports of Directors and Auditors thereon.		
2.	Ordinary Resolution for Re-appointment of Smt. Parwati Parasrampuria (DIN: 00359065) as Director who retires by rotation.		
3.	Ordinary Resolution for Appointment of M/s. Om P. Agarwal & Associates, Chartered Accountants, as Auditors of the Company from the conclusion of Twenty Fourth Annual General Meeting until the conclusion of Twenty Ninth Annual General Meeting of the Company subject to ratification of appointment by the members at every Annual General meeting held after this Annual General Meeting.		

Signed this.....day of.....2017

\_\_\_\_\_  
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.

Affix Re.l  
Revenue  
Stamp