

MACRO INTERNATIONAL LIMITED

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

NOTICE

NOTICE is hereby given that the **Twenty First** Annual General Meeting of the Members of **MACRO INTERNATIONAL LIMITED** will be held on Tuesday, the 30th September, 2014 at 10.00 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 receive, consider and adopt the audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Parwati Parsrampuria (DIN: 00359065) who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Auditors and 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** M/s. Chaudhary Pandiya & Co. Chartered Accountants (Registration No. 70747) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To appoint Shri Manoj Kumar Poddar (DIN: 02540514) as an Independent Director and in this regard to consider and , if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Manoj Kumar Poddar (DIN: 02540514), a Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to the conclusion of the Twenty Sixth Annual General Meeting of the Company to be held in the calendar year 2019.”
5. To appoint Shri Shiv Saran Agrawal (DIN:00359372) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Shiv Saran Agrawal (DIN:00359372), a Director whose period of office is liable to determination by retirement of Directors by rotation who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to the conclusion of the Twenty Sixth Annual General Meeting of the Company to be held in the calendar year 2019."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company and subject to such other approvals as may be required from appropriate authorities, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which expression shall include its duly authorized Committee or any individual Director) to create security whether by way of charge, mortgage or otherwise on any movable and / or immovable properties of the Company, both present and future including the whole or substantially the whole of the undertaking(s) of the Company in favour of Banks and / or Financial Institutions and / or Corporate Bodies and or any other entity(ies) for securing the Loans or other Borrowings and Financial Assistance of any nature obtained or to be obtained by the Company or by any other Company as a collateral security up to an amount not exceeding Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) together with interest, cost, charges, expenses and any other money payable by the Company and / or the other Company to the said Banks and / or Financial Institutions and / or Corporate Bodies and / or other entities."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute all necessary documents, writings, papers etc. and to do all acts, deeds, matters and things as may be considered necessary for the purpose of giving effect to the above resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors to borrow any sum or sums of money from time to time notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the Paid-up Capital of the Company and its free reserves not set apart for any specific purpose, so however, that the total amount upto which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed a sum of Rs. 25,00,00,000/- (Rupees Twenty Five Crores only)."

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all other requisite approvals, sanctions, permissions, if required from any authority and subject to such conditions as may be prescribed by any of the concerned Authorities, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which expression shall include its duly authorized Committee or any individual Director):

- a) to invest / acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more Bodies Corporate, whether in India or outside, which may or may not be Subsidiary of the Company;
- b) to make / give from time to time any loan or loans to any Body or Bodies Corporate, whether in India or outside, which may or may not be Subsidiary of the Company or any other person, body or entity;
- c) to give from time to time any guarantee(s) and / or provide any security, in connection with any loan(s) made, by any other person(s) to, or to any other person(s) by, any Body Corporate, whether in India or outside, which may or may not be Subsidiary of the Company;

notwithstanding the fact that such loan / guarantee / investment to be so given, provided or made together with the loans / guarantees / investments already given, provided or made may exceed sixty percent of the aggregate of the Paid-up Share Capital and free reserves of the Company or hundred percent of its free reserves, whichever is more.

“RESOLVED FURTHER THAT in addition to the above, the Board of Directors of the Company be and is hereby authorized to make further investments, give loans and provide security to other Bodies Corporate provided that the aggregate of the investments made loans given and security provided shall not at any time exceed Rs. 25,00,00,000/- (Rupees Twenty Five Crores only)”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the actual sum or sums to be loaned to and / or guaranteed or invested in the Equity Share Capital or Preference Share Capital of the said Bodies Corporate out of the above limit and to determine the time and manner of making such loans and / or providing guarantees or making such investments and generally to deal with and decide all or any matter arising out of or incidental to the same and to do all such acts, deeds, matters and things for giving effect to this resolution including any change(s), amendment(s) or modification(s) as it may in its absolute discretion deem fit and proper”.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limit upto which such investments in securities / loans / guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer / dispose of the investments so made, from time to time, and generally to deal with and decide all or any matter arising out of or incidental to the same and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to making such investments, loans and / or providing guarantee or security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

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

“RESOLVED THAT pursuant to provisions of Sections 196,197and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Sections 269, 198, 309 and 311 read with Schedule XIII of the Companies Act, 1956) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the Company be and is hereby accorded to the re-appointment of Shri Sudhir Kumar Parasrampurua (DIN:00358982) as Managing Director of the Company for a period of five years with effect from 7th January, 2014 on the following terms and conditions:-

- a) **SALARY:**
Rs. 15000/- (Rupees Fifteen Thousand only) per month (from 7th January, 2014 to 31st March, 2014)
Rs.50,000/- (Rupees Fifty Thousand only) per month (from 1st April, 2014 – 6th January, 2019)
- b) **PERQUISITES:**
- I. The Managing Director shall be entitled to the perquisites like furnished accommodation or House Rent Allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water, reimbursement of medical expenses, leave travel concession for self and family including dependents, club fees, premium towards personal accident insurance and mediclaim and all other payments in the nature of perquisites and allowances as agreed by the Board of Directors from time to time, subject however that the aggregate monetary value of the perquisites in any year shall not exceed Rs.6,00,000/- per annum without restriction to any sub limit on individual perquisite.

EXPLANATION

“Family” here means the spouse, dependent children and dependent parents of the Managing Director.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income-Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

Use of Company's Car for official purpose, Mobile and Basic Telephone at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Apart from the reimbursement of medical expenses as stated in Para I above, in case of medical expenses of exceptional nature incurred on the treatment of the Managing Director and his family, the Board of Directors shall have the discretion to reimburse the actual expenses incurred by him including on travel, notwithstanding that the total perquisites may exceed the limit of Rs. 6,00,000/- (Rupees Six Lacs only) in any financial year, however, subject to necessary approvals.

- II. Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- III. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income-Tax Act, 1961.

IV. The Managing Director shall be entitled to reimbursement of entertainment and other expenses incurred by him in connection with the business of the Company.

The aggregate of the Salary, Commission, Perquisites and allowances, contribution towards Provident Fund and Superannuation Fund in respect of the Managing Director shall always be subject to the overall ceiling laid down in Section 197 of the Companies Act, 2013 read with Schedule V to the said Act.”

“**RESOLVED FURTHER THAT** the Company may alter, vary, modify the terms and conditions of appointment in terms of the provisions of Section 197 read with Schedule V to the said Act from time to time during the tenure of his appointment as Managing Director of the Company including salary, commission and perquisites payable to him, provided however that the total remuneration payable to him shall not at any time exceed the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** where in any financial year the Company during the currency of tenure of Managing Director the Company has no profits or its profits are inadequate, the Company may pay to Shri Sudhir Kumar Parasarmpuria, Managing Director, remuneration by way of Salary and Perquisites as specified above as minimum remuneration, subject however to the provisions of the Companies Act, 2013 and such other approvals as may be required.”

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

Registered Office:
'Plaza Kalpana' Ground Floor,
24/147, Birhana Road,
Kanpur – 208001

By Order of the Board
For MACRO INTERNATIONAL LIMITED

(SUDHIR KUMAR PARASRAMPURIA)
Managing Director
DIN-00358982

Date: 13th August, 2014

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HER SELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxy in order to be effective must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

2. A Person can act as Proxy on behalf of Members not exceeding fifty in number 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 proxy for any other person or shareholder.

3. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect of Special Businesses under Item Nos. 4 to 9 as set out above is annexed hereto.

4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

5. Members / Proxies are requested to bring their attendance slip duly filled in along with copy of their 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. All the 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, except Saturdays, during business hours up to the date of the Annual General Meeting.

8. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 24th September, 2014 to Tuesday, 30th September, 2014 (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 /RTA.

10. 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 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.
12. The Shareholders who wish to make nomination may send their application in prescribed Form No. SH-13 [under section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014 which can be obtained from the Company or its RTA.
13. Members desirous of obtaining any information / clarifications, intending to raise any query concerning the annual accounts or operations of the Company, are requested to forward the same at least seven days prior to the date of meeting to the Company at the Registered office of the Company, so that the same may be attended appropriately.
14. In terms of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is providing its members the facility to exercise their right to vote at the meeting by electronic means on any or all of the businesses specified in the accompanying Notice. The necessary arrangements have been made by the Company with Central Depository Services Ltd ("CDSL") to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the General Meeting.
- The procedure and instructions for voting through electronic means are as follows:-
- Open your web browser during the voting period and log on to the evoting website www.evotingindia.com.
 - Now click on "Shareholders" to cast your votes.
 - Now select the Electronic Voting Sequence Number ("EVSN") along with "MACRO INTERNATIONAL LIMITED" from the drop down menu and click on "SUBMIT".
 - Shareholders maintaining their holding in Demat form Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID). Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on "Login".
 - If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below:-

vi. Fill up the following details in the appropriate boxes:

For Members holding Shares in Demat and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no. in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's after the folio number. E.g. If your name is Ramesh Kumar with folio number 1234 then enter RA12340000 in the PAN field. Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 120587000001234 then default value of PAN is 'RA00001234.'
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in ddm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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 number of shares held by you as on 4th July, 2014 in the Dividend Bank details field.

Please enter any one of the details in order to login.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the relevant EVSN on which you choose to vote.
- xi. 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.
- xii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- xvii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xviii. The voting period begins on Wednesday, 24th September, 2014 (9.00 A.M.IST) and ends on Friday, 26th September, 2014 (5.00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12th September, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com. You may also contact at Tel. No. 022-66069031.
- xx. The Company has appointed Shri S.K. Gupta, Practicing Company Secretary (Managing Partner, M/s. S.K. Gupta & Co., Company Secretaries, Kanpur) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- xxi. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- xxii. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company will order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice.

For abundant clarity, please note that the Members who have exercised their right to vote by electronic means shall not be entitled to vote by way of poll at the Meeting. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

- 15. In terms of Clause 49 of the Listing Agreement information on Director seeking appointment / re-appointment at this Annual General Meeting is as under:

Name of Director	Smt. Parwati Parasrampuria	Shri Shiv Saran Agrawal	Shri Manoj Kumar Poddar
Date of Birth	20 th September, 1954	25 th February, 1960	18 th March, 1959
Age	60 Years	54 Years	55 Y
Date of Appointment	3 rd August, 1993	31 st January, 2003	17 th June, 2009
Qualifications	M.A.	M. COM	B. COM
Expertise in specific functional areas	-	-	-
Directorship held in other Public Companies (excluding Foreign Companies)	1. Amber Mercantiles Limited 2. Magnanimous Trade & Finance Limited	NIL	NIL
Memberships / Chairmanships of Committees across Public Companies.	N.A.	N.A.	N.A.

ANNEXURE TO NOTICE

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

ITEM NOs. 4 and 5

As per the provisions of Section 149(5) of the Companies Act, 2013, the Company is required to appoint Independent Directors on the Board within a period of one year from the date of commencement of the said Section and Rules made there under and such Independent Directors shall hold office for a period not exceeding five years at a time and their office shall not be subject to retirement by rotation at the Annual General Meeting. The Company had appointed Shri Manoj Kumar Poddar and Shri Shiv Saran Agrawal as Non-Executive Independent Directors in terms of clause 49 of the Listing Agreement with the Stock Exchanges and they are liable to retire by rotation at the Annual General Meeting. The Board of Directors at its Meeting held on 13th August, 2014 recommended re-appointment of the above said Directors as Non-Executive Independent Directors within the meaning of section 149 and 152 of the new Companies Act, 2013 read with Schedule IV thereto and Rules made there under for a term of five consecutive years with effect from the date of this Annual General Meeting until the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019. The Company has received declarations from Shri Manoj Kumar Poddar and Shri Shiv Saran Agrawal that they meet the criteria of independence as prescribed under section 149 (6) of the Companies Act, 2013 and also under clause 49 of the Listing Agreement with the stock exchanges. They have further confirmed that they are not disqualified from being appointed as Directors under section 164 of the said Act. The Board of Directors is of the opinion that Shri Manoj Kumar Poddar and Shri Shiv Saran Agrawal are persons of integrity and possess relevant expertise and experience and are eligible and fulfill the conditions specified by the Companies Act, 2013 for holding position as Independent Directors of the Company. The Board considers that their association as Directors will be beneficial to and in the interest of the Company. The brief resume of the said Directors, the nature of their expertise in specific functional areas, names of Companies in which they have held directorships, committee memberships/ chairmanships, their shareholding etc. are separately annexed hereto. The Board recommends the resolutions for your approval.

Except these Directors being appointees, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolutions set out at item Nos. 4 and 5.

ITEM NO. 6

Section 180(1) (a) of the Companies Act, 2013 requires that the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, except with the consent of the members accorded by way of a special resolution. With a view to empower the Board of Directors of the Company to raise additional resources to match the Business plans and for the purpose to provide such securities by creation of charge and/ or mortgage on the movable and/ or immovable assets and undertaking(s) of the Company, it is proposed to have enabling approval from the Members for the creation of

security on the assets of the Company up to an amount not exceeding Rs. 25,00,00,000/- (Rupees Twenty Five Crores only). It is, therefore, necessary for the members to pass a Special Resolution under Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set out at item no. 6 of the Notice, to enable the Board of Directors to create, mortgage or charge on its movable or immovable properties.

The Board commends the proposed resolution for acceptance by the Members.

None of the Directors / Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in the said resolution except to the extent of their shareholding in the Company

ITEM NO. 7

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting borrow moneys, apart from the temporary loans obtained from the Company's Bankers in the ordinary course of Business in excess of the Paid-up Share Capital and Free Reserves of the Company that is to say reserves not set apart for any specific purpose.

Keeping in view the existing and future plans of the Company, it has been considered desirable to have enabling approval from the Members for Borrowings up to an amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores only) at any point of time. The Board commends the proposed resolution for acceptance by the Members.

None of the Directors / Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in the said resolution except to the extent of their shareholding in the Company.

ITEM NO. 8

As per the provisions of Section 186 of the Companies Act, 2013 the Board of Directors of a Company may with the approval of Shareholders of the lending or investing Company accorded by Special Resolution make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of sixty per cent of the aggregate of the Paid-up Capital and free reserves or hundred per cent of its free reserves, whichever is more. The Company in the course of its business may make any loans, investments or give guarantees or provide any securities to other Bodies Corporate including its Subsidiaries, Associates and Joint Venture Companies, other persons and entities which may exceed the prescribed ceiling of sixty per cent of the aggregate of the Paid-up Capital and free reserves or hundred per cent of its free reserves, whichever is more. With a view to empower the Board of Directors of the Company to make such loans, investments or give guarantees or provide securities from time to time, it is proposed to have enabling approval from the Members up to an aggregate amount not exceeding Rs. 25,00,00,000/- (Rupees Twenty Five Crores only).

The Board commends the proposed resolution for acceptance by the Members.

None of the Directors / Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in the said resolution except to the extent of their shareholding in the Company and the Companies in connection therewith any such Loans, Investments may be made or guarantee or security may be provided in which they or their relatives are interested as Directors or shareholders.

ITEMNO.9

Shri Sudhir Kumar Parasrampurua was appointed as the Managing Director of the Company for a period of five years with effect from 7th January, 2009 with the approval of members at the Annual General meeting held on 30th September, 2009 and his term expired on 6th January, 2014. The Board of Directors of the Company at its meeting held on 4th January, 2014 re-appointed Shri Sudhir Kumar Parasrampurua as Managing Director of the Company for a period of five years with effect from 7th January, 2014 on the terms and conditions which are in line with the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (corresponding to Sections 198, 309 and 311 read with Schedule XIII of the Companies Act, 1956) which have been approved by the Remuneration Committee of the Board. Pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto, the appointment and remuneration (including Minimum Remuneration) of Shri Sudhir Kumar Parasrampurua as the Managing Director of the Company requires the approval of Shareholders by way of Special Resolution and the Special Resolution placed in the Notice is intended to seek members approval for the purpose. The Board of Directors of the Company recommends the resolution for approval.

Except Shri Sudhir Kumar Parasrampurua himself and Smt. Parvati Parasrampurua, being related to him, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolution.

Registered Office:
'Plaza Kalpana' Ground Floor,
24/147, Birhana Road,
Kanpur – 208001

By Order of the Board
For MACRO INTERNATIONAL LIMITED

Date: 13th August, 2014

(SUDHIR KUMAR PARASRAMPURIA)
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) 2379344 Email: miel1@rediffmail.com

ATTENDANCE SLIP

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

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

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER: _____

I hereby record my presence at the 24th Annual General Meeting of 'Macro International Limited' held on Tuesday, the 26th 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

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 24th Annual General Meeting of the Company, to be held on Tuesday, the 26th 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.	ORDINARY BUSINESS	For*	Against*
1.	Ordinary Resolution for adoption of Audited Financial Statement for the Financial year ended 31 st 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

Affix Re.1
Revenue
Stamp

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

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

Note :

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