

MACRO INTERNATIONAL LIMITED

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

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

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of **MACRO INTERNATIONAL LIMITED** will be held on Wednesday, the 30th September, 2015 at 11.30 A.M. at the Registered Office of the Company at 'Plaza Kalpana' Ground Floor, 24/147, Birhana Road, Kanpur–208001 (U.P.) to transact the following business:

1. To consider and adopt the audited Financial Statements of the Company for the Financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Parwati Parasrampuriah (DIN:00359065) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration and to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

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

SPECIAL BUSINESS

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

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

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

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

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

Registered Office:

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

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

(SUDHIR KUMAR PARASRAMPURIA)
Managing Director
DIN: 00358982

Dated: 14.08.2015

NOTES:

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

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

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting are given in this Notice under Note No. 15.
3. Corporate Members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days during the business hours upto the date of the Meeting.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 24th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrar and Transfer Agents, Beetal Financial & Computer Services Private Limited (hereinafter referred to as "RTA").
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their Shareholding in the Company. The nomination form can be obtained from the Company / RTA.

12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to RTA for consolidation into a single folio.
13. The Shareholders who wish to make nomination may send their application in prescribed Form No. SH-13 [under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014 which can be obtained from the Company / RTA.
14. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
15. Information and other instructions relating to remote e-voting are as under:
 - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - (ii) The poll shall be conducted at the Meeting and Members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting.
 - (iii) The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - (iv) The Company has engaged the Services of Central Depository Services Ltd ("CDSL") as the Agency to provide e-voting facility.
 - (v) The Board of Directors of the Company has appointed Shri S.K. Gupta , (FCS-2589), Practicing Company Secretary as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
 - (vi) Voting rights shall be reckoned on the Paid-up value of Shares registered in the name of the Member / Beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 23rd September, 2015.
 - (vii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e. 23rd September, 2015 only shall be entitled to avail the facility of remote e-voting.

(viii) Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding Shares as on the cut-off date i.e. 23rd September, 2015, may obtain the User ID and Password from the RTA of the Company.

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

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

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

(x) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of CDSL: <https://www.cdslindia.com>. The results shall simultaneously be communicated to the Stock Exchange.

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

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

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

(b) Click on the "shareholders" tab.

(c) Now Enter your User ID

- For CDSL: 16 digits beneficiary ID;

- For NSDL: 8 Character DP ID followed by 8 Digits Client ID;

- Members holding shares in Physical Form should enter Folio Number registered with the Company.

(d) Next enter the Image Verification as displayed and Click on Login.

(e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN*	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence Number in the “PAN” field. • In case the sequence No. number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with Sequence No.001 then enter RA000001 in the “PAN” field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio respectively in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio respectively.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id /folio number in the Dividend Bank details field.</p>

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

(h) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (j) Click on the EVSN for the relevant <Company Name > on which you chose to vote.
- (k) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (m) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (p) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (q) Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should e-mail a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a Compliance user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (r) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (r) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

- (s) Since the Company is required to provide Members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- (xiii) The voting rights of Shareholders shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on 23rd September, 2015.
- (xiv) The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizers' Report shall be placed on the website of CDSL and communicated to the BSE Ltd. within the prescribed period.

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT:

ANNEXURE TO NOTICE

Particulars	Ms. Parwati Parasrampuria (DIN: 00359065)	Shri Gautam Lhila (DIN:06956667)
Date of Birth	20/09/1954	09/07/1976
Qualifications	M.A.	B.Com.
Experience	30 Years	20 Years
Date of Appointment on the Board	03/08/1993	31/12/2014
Expertise in specific functional area	N.A.	N.A.
Chairman/ Director of other Companies	1. Amber Mercantiles Ltd Managing Director 2.Magnanimous Trade & Finance Ltd Managing Director 3.Radha Roller Floor Mills Private Limited Director 4.Beopar Sahayak Private Limited Director	1.Magnanimous Trade & Finance Ltd Director
Chairman/ Member of Committee of the Board of other Companies of which he is a Director	-	-

Shareholding of Director in the Company	19,310 shares	10,000 shares
Relationship with other Director(s)	Sudhir Kumar Parasrampur (Husband)	
No. of Meetings of the Board attended during the year	6	6

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

ITEM NO. 4

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

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

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

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

ITEM NO. 5

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

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

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

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

Registered Office:

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

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

(SUDHIR KUMAR PARASRAMPURIA)

Managing Director
DIN: 00358982

Dated: 14.08.2015

MACRO INTERNATIONAL LIMITED

[CIN: L74120UP1993PLC015605]

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

ATTENDANCE SLIP

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

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

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER: _____

I hereby record my presence at the 22nd Annual General Meeting of 'Macro International Limited' held on Wednesday, the 30th September, 2015 at 11.30 A.M. at the Registered office of the Company at "Plaza Kalpana", Ground Floor, 24/147, Birhana Road, Kanpur– 208001 (U.P.).

Signature of the Shareholder(s) / Proxy

PROXY FORM

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

MACRO INTERNATIONAL LIMITED

[CIN: L74120UP1993PLC015605]

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

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

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

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

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Wednesday, the 30th September, 2015 at 11.30 A.M. at the Registered Office of the Company at "Plaza Kalpana", Ground Floor, 24/147, Birhana Road, Kanpur– 208001 (U.P.)" and at any adjournment thereof in respect of resolutions as indicated below:

Sl.No.	RESOLUTION FOR ORDINARY BUSINESS	For*	Against*
1.	Adoption of Audited Balance Sheet as at 31 st March, 2015 and the Statement of Profit and Loss for the year ended on that date together with the reports of Directors and Auditors.		
2.	Re-appointment of Smt. Parwati Parasrampuriah (DIN: 00359065) as a Director, who retires by rotation.		
3.	Re-appointment of M/s Chaudhary Pandiya & Co. Chartered Accountants, as Auditors and fix their remuneration.		
	RESOLUTION FOR SPECIAL BUSINESS		
4.	Ordinary Resolution for Appointment of Shri Gautam Lhila (DIN:06956667) as an Independent Director for a term of 5 (five) consecutive years.		
5.	Special Resolution for adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.		

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

Affix Re.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.