

## 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 Parasrampurua (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**

Dated: 14.08.2017

(SUDHIR KUMAR PARASRAMPURIA)  
Managing Director  
DIN: 00358982

**NOTES:**

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

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

2. The 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**

<b>Particulars</b>	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 Parasrampurua (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**

Daed: 14.08.2017

(SUDHIR KUMAR PARASRAMPURIA)  
Managing Director  
DIN: 00358982