

MACRO INTERNATIONAL LIMITED

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

[CIN: L74120UP1993PLC015605]

Tel: (0141) 2373164, 2373364; Email: miel1@rediffmail.com

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of MACRO INTERNATIONAL LIMITED will be held on Thursday, the 26th September, 2019 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 31st March, 2019 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 ratify the appointment of 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 Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. Om P. Agarwal & Associates, Chartered Accountants (Firm Registration No. 006948C), as Auditors of the Company made at the Twenty Fourth Annual General Meeting held on 26th September, 2017 for a period of five years, be and is ratified for the period from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and that the Auditors be paid such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Audit Committee."

SPECIAL BUSINESS

4. To re-appoint Shri Sudhir Kumar Parasrampurua (DIN: 00358982) as the Managing Director of the Company 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 provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

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(including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 (6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded for the re-appointment of Shri Sudhir Kumar Parasrampurua (DIN:00358982) as Managing Director of the Company for a period of three years with effect from 7th January, 2019 on the following terms and conditions as approved by the Board of Directors of the company on the recommendations of the Nomination and Remuneration Committee:-

a) SALARY : Rs.50,000/- (Rupees Fifty Thousand only) per month

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 Lakhs only) in any financial year, however, subject to necessary approvals.

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- 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 Parasrampurua, 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 are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To Re-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 a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and

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Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, Shri Manoj Kumar Poddar (DIN: 02540514) who was appointed as an Independent Director at the Twenty First Annual General Meeting of the Company held on 30th September, 2014, to hold office for a period of 5(five) consecutive years and who is eligible for re-appointment and submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from the date of this Annual General meeting."

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

6. To Re-appoint Shri Gautam Lhila (DIN: 06956667) 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 a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, Shri Gautam Lhila (DIN: 06956667) who was appointed as an Independent Director of the Company at the Twenty (five) consecutive years w.e.f. 31st December, 2014 and holds office upto 31st December, 2019 and is eligible for re-appointment and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years from 31st December, 2019."

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

7. To grant approval for entering into contracts / arrangement with related parties and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

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"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts / arrangement(s) with the related parties provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company, inter-alia on the terms and conditions as mentioned hereunder:

Sl. No.	Name of Related Party	Nature of Interest	Nature of Transaction
1.	Sudhir Kumar Parasrampur H.U.F.	Managing Director of the Company is Karta of HUF	Lease of Property
2	Amber Mercantiles Limited	Common Directors	Lease of Property

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution matters incidental, consequential and connected therewith and all acts and deeds in connection therewith be and are hereby confirmed and ratified."

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Dated: 12.08.2019

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

(**RAKESH PANWAR**)
COMPANY SECRETARY
ACS: 39235

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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 (50) 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. 16.
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. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. 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.
6. 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.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 20th September, 2019 to Thursday, 26th September, 2019 (both days inclusive).

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8. 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")
9. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, the Company is required to obtain the copy of PAN Card and Bank details from all the Shareholders holding shares in physical form. Members are requested to get their details updated by sending the below-mentioned documents along-with a duly signed request letter to RTA:
 - a) Self-attested copy of PAN Card of all the holders;
 - b) Original cancelled cheque leaf with name of member printed on it (if name is not printed, a copy of Bank Passbook/ Statement bearing name, duly attested by the Bank) and;
 - c) Self-attested copy of address proof (viz. aadhaar, voter-id, passport, driving license, any utility bill not older than 3 months).
10. SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 has come out with SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 (effective date of implementation is 5th December, 2018), wherein it has mandated that the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulations, Members are requested to get their shares dematerialised at the earliest to avoid any inconvenience.
11. 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.
12. 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.

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13. 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.
14. 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.
15. 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.
16. 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, 2019
 - (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, 2019 only shall be entitled to avail the facility of remote e-voting.

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

Commencement of remote e-voting	Monday, 23rd September, 2019, 10.00 A.M. IST
End of remote e-voting	Wednesday, 25th September, 2019, 05.00 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. 19th September, 2019, 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, 2019.
- (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 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 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.
- (l) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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

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- (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, 2019 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, 2019.
- (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.
17. 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:-

Additional Information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Mrs. Parwati Parasrampurua	Shri Sudhir Kumar Parasrampurua	Shri Manoj Kumar Poddar	Shri Gautam Lhila
DIN	00359065	00358982	02540514	06956667
Date of Birth	20.09.1954	11.09.1953	18.03.1959	09.07.1976
Qualifications	M.A.	B.Com	B.Com	B.Com
Experience	34 Years	40 years
Date of Appointment on the Board	03.08.1993	03.08.1993	17.06.2009	31.12.2014
Expertise in specific functional area	Business Management	Business Management	Business Management	Business Management
Chairman / Director of other Companies	1. Amber Mercantiles Limited (Managing Director) 2. Magnanimous Trade & Finance Limited (Managing Director)	1. Amber Mercantiles Limited (Director) 2. Magnanimous Trade & Finance Limited (Director)	1. Amber Mercantiles Limited (Director) 2. Beopar Sahayak Private Limited (Director)	1. Magnanimous Trade & Finance Limited (Director)

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	3.Radha Roller Floor Mills Private Limited (Director)	3.Radha Roller Floor Mills Private Limited (Director)		
	4.Beopar Sahayak Private Limited (Director)	4.Beopar Sahayak Private Limited (Director)		
Chairman/ Member of Committee of the Board of other Companies of which he/ she is a Director	--	1. Magnanimous Trade & Finance Limited- Member of Audit committee and Nomination and Remuneration committee	--	1. Magnanimous Trade & Finance Limited- Chairman of Audit committee and Nomination and Remuneration committee
Shareholding of Director in the Company	1,38,161 Equity Shares	2,21,323 Equity Shares	100 Equity Shares	528 Equity Shares
Relationship with other Director(s)	Shri Sudhir Kumar Parasrampurua - Husband	Mrs. Parwati Parasrampurua -Wife	--	--
No. of Meetings of the Board attended during the year	6 (Six)	6 (Six)	6 (Six)	6 (Six)

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ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Shri Sudhir Kumar Parasrampurua, was appointed as the Managing Director of the Company for a period of five years with effect from 7th January, 2014 and his tenure expired on 6th January, 2019. Considering the experience and valuable contribution made by him, the Board of Directors of the Company at its meeting held on 29th December, 2018 has approved the re-appointment of Shri Sudhir Kumar Parasrampurua, as Managing Director of the Company for a further period of 3 (Three) years w.e.f. 7th January, 2019, subject to the approval of Members at the General Meeting. The terms and conditions of their re-appointment are in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and have been approved by the Board of Directors of the Company.

Considering the invaluable contribution of Shri Sudhir Kumar Parasrampurua, as Managing Director the Board is of the opinion that his re-appointment as Managing Director of the Company would be in the best interest of the Company.

Shri Sudhir Kumar Parasrampurua, as Managing Director is not disqualified from being re-appointed as a Managing Director in terms of Section 164 of the Act and is eligible for re-appointment.

The Board upon the recommendations of the Nomination and Remuneration Committee, re-appointed Shri Sudhir Kumar Parasrampurua, as Managing Director for a further period of 3 (Three) years with effect from 7th January, 2019 on the terms and conditions which are in line with the provisions of Section 196 and 197 and Schedule V of the Companies Act, 2013 read with Rule 7(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors of the Company except Smt. Parwati Parasrampurua being related to her and Shri Sudhir Kumar Parasrampurua, himself may be considered as concerned or interested in the resolution.

The Board recommends the proposed resolution placed at Item No. 4 of the Notice for approval by the Members at the ensuing Annual General Meeting.

STATEMENT PURSUANT TO CLAUSE (B) OF SECTION II OF PART II OF SCHEDULE V READ WITH RULE 7 (2) (iv) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014

MACRO INTERNATIONAL LIMITED

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[CIN: L74120UP1993PLC015605]

Tel: (0141) 2373164, 2373364; Email: miel1@rediffmail.com

ANNEXURE TO NOTICE

I. GENERAL INFORMATION

- (i) **Nature of Industry:** In view of the suspension of main business activity, the company is deriving its income from interest and allied activities.
- (ii) **Date of commencement of Commercial Production:** The company is not engaged in any manufacturing activities.
- (iii) **Financial Performance based on given indicators**

	F.Y 2018-2019 (In Rs.)	F.Y 2017-2018 (In Rs.)	F.Y. 2016-2017 (In Rs.)
Other Income	30,04,395.00	29,90,709.00	30,51,530.00
Net Profit□ (Loss)	(8,21,168.24)	(66,018)	51,820.88

- (iv) Foreign investments or collaboration, if any : NIL.

II. INFORMATION ABOUT THE APPOINTEE :

(i)	Background details	Shri Sudhir Kumar Parasrampurua, founder has more than 40 years business experience to his credit.
(ii)	Past remuneration	Basic Salary Rs. 50,000= p.m.□ Perquisite-Not to exceed Rs. 6,00,000= p.a.
(iii)	Recognition or rewards	N.A.

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(iv)	Job Profile and his suitability	The Managerial experience makes him most suitable for the position of Managing Director to exercise powers day to day management of affairs of the Company.
(v)	Remuneration proposed	Rs. 50,000 p.m. (Perquisite Not to exceed Rs. 6,00,000 p.a.
(vi)	Comparative remuneration profile of the Industry	Remuneration is commensurate and benchmarked with similar size of Company and the prevailing Industry trends.
(vii)	Pecuniary relationship directly or indirectly with the Company:-	Besides the remuneration proposed herein, Shri Sudhir Kumar Parasrampurua, Managing Director does not have, directly or indirectly any material pecuniary relationship with the Company or any key managerial personnel.

III. Other information

(I) Reasons for Loss or inadequate Profits:

The Company has incurred a Net Loss of Rs. 8.21 Lakhs mainly on account of suspension of main business activity for the financial year ended 31st March, 2019 and the remuneration presently being paid is within the ceiling limits laid down under Section 197 of the Companies Act, 2013 read with Schedule V thereto. The proposed remuneration is in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 read with Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(ii) Steps taken or proposed to be taken for improvement:

The Company is exploring the possibilities of entering into viable business activities and will take effective steps at opportune time.

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(iii) Expected increase in productivity and Profits in measurable terms: The Company expects to improve its performance in times ahead.

(iv) DISCLOSURES:

The Shareholders of the Company are duly informed of the remuneration package of the Managerial personnel.

Except Smt. Parwati Parasrampuria, Director of the Company being relative and interested in the resolution concerning the appointment of Shri Sudhir Kumar Parasrampuria as Managing Director of the Company, no other Director or Key Managerial Personnel or their relatives are interested financially or otherwise in the resolutions.

The Resolution alongwith the accompanying Explanatory Statement may be treated as memorandum of terms of appointment within the meaning of Section 190 of the Companies Act, 2013.

ITEM NO. 5 & 6:

As per Section 149(10) of the Companies Act, 2013 an Independent Director shall hold office for a term exceeding five (5) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Company for another term of upto 5 (five) consecutive years on the Board of a Company.

The Members of the Company had at the 21st Annual General Meeting held on 30th September, 2014 approved the appointment of Shri Manoj Kumar Poddar (DIN: 02540514) as an Independent Director of the Company for a period of 5 years with effect from the date of Annual General Meeting of the Company. Shri Gautam Lhila (DIN: 06956667) was appointed as the independent Director for a period of 5 years w.e.f. 31.12.2014.

Based on their performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Listing Regulations, Shri Manoj Kumar Poddar (DIN: 02540514) and Shri Gautam Lhila (DIN: 06956667) are eligible for re-appointment as an Independent Directors of the Company and have offered themselves for re-appointment. The Board of Directors recommends their re-appointment as Independent Directors for a second term of five years as mentioned in the special resolution. The Company has received notice from the Members under Section 160 of the Companies Act, 2013 proposing

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the candidature of Shri Manoj Kumar Poddar (DIN: 02540514) and Shri Gautam Lhila (DIN: 06956667) for the office of Director of the Company. The Company has also received a declaration of independence from them.

In the opinion of the Board, Independent Directors fulfill the criteria of independence specified under Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for re-appointment as Independent Directors of the Company. As per the disclosure received neither of them are disqualified from being re-appointed as Director in terms of Section 164 of the Act. A copy of the draft Letter of Appointment for Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day. The Board considers that association of the Independent Directors would be of immense benefit to the Company.

The Board recommends the Special Resolutions set out at Item Nos. 5 and 6 of the Notice for approval by the Shareholders.

Except Shri Manoj Kumar Poddar and Shri Gautam Lhila, being appointees, none of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolutions set out at Item Nos. 5 and 6 of the Notice.

ITEM NO. 7

The Company in the ordinary course of its business and on arm's length basis enters in to transactions for supply of services with related parties. Even though approval of the Shareholders would not be required under the provisions of the Companies Act, 2013 for transactions which are in the ordinary course of the Company's business and are at arm's length, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all existing material related party contracts or arrangements require approval of the Shareholders in the General Meeting. It has, therefore, been considered necessary to obtain enabling approval from shareholders for entering in to such transactions as detailed in the special resolution proposed at item No 7 of the Notice. The value of the transactions relating to leasing of property proposed which would be entered on arm's length basis, is based on the Company's estimated transaction value for the next five financial year. Your Directors recommend the resolution as at Item no. 7 for your approval.

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Except Sudhir Kumar Parasrampuria, Managing Director and Smt Parwati Parasrampuria, Director none of the other Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise.

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By Order of the Board
For MACRO INTERNATIONAL LIMITED

(**RAKESH PANWAR**)
COMPANY SECRETARY
ACS: 39235

Dated: 12.08.2019

ROUTE MAP

