



September 04, 2020

To
The General Manager
Department of Corporate Affairs
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Scrip code: 500159

Sub: Submission of Annual Report for Financial Year 2019-20

Dear Sir,

Pursuant to Regulation 34 of SEBI (Listing and Obligations Disclosure Requirements) Regulations, 2015, please find enclosed herewith the 28th Annual Report of the Company for the Financial Year 2019-20 alongwith Directors' Report, Financial Statements (standalone and consolidated) and Notice to shareholders for the forthcoming Annual General Meeting of the Company to be held on September 29, 2020 at 11:30 a.m. (IST) through Video Conference ("VC")/ Other Audio Visual Means ("OAVM") facility. The same is also available on the Company's website at www.metrogloballimited.com.

We hereby request you to take the above information on your record.

Thanking you,

For, MetroGlobal Limited

Nitin S. Shah

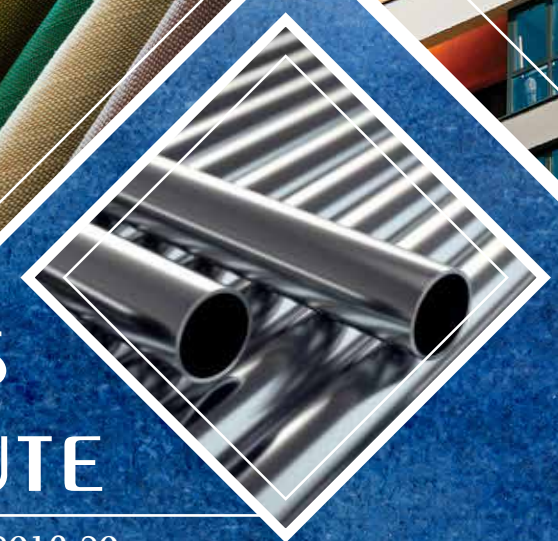
Company Secretary & Compliance Office
ACS- 7088





METROGlobal Limited

(CIN No.: L21010MH1992PLC069527)



**RESILIENT
RELENTLESS
RESOLUTE**

ANNUAL REPORT 2019-20

WHAT'S INSIDE

Corporate Overview 01-13

Chairman's Communiqué	2
Management Discussion & Analysis	4
Corporate Information	13

Statutory Reports 14-15

Director's Report	14
Annexures to the Director's Report	21
Annexure A	21
Annexure B	22
Annexure C	23
Annexure D	41
Annexure E	48
Annexure F	49
Annexure G	54
Annexure H	55

Financial Statements 56-133

Standalone Financial Section	56
Independent Auditor's Report	56
Balance Sheet	65
Statement of Profit and Loss	66
Cash Flow Statement	67
Notes	69
Consolidated Financial Section	95
Independent Auditor's Report	95
Balance Sheet	103
Statement of Profit and Loss	104
Cash Flow Statement	105
Notes	107
Notice	134

Please find our online version at
<https://www.metrogloballimited.com/annual-reports/>

Or simply scan to download



Investor information

BSE Code	: 500159
CIN	: L21010MH1992PLC069527
AGM Date	: September 29, 2020
AGM Time	: 11:30 am
AGM Mode	: Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

Disclaimer:

This document contains statements about expected future events, which are forward-looking. By their nature, forward-looking statements require the Company to make certain assumptions and are subject to inherent risks and uncertainties. Accordingly, these assumptions, may not prove to be accurate. Readers are advised that the actual future results, and events may differ from those expressed in the forward-looking statements.

RESILIENT. RELENTLESS. RESOLUTE.

RESILIENT in our **PURPOSE.**

RELENTLESS in our **APPROACH.**

RESOLUTE in our **FOCUS.**

We, at MetroGlobal Limited, are driven by sheer compassion to create more value for our stakeholders. And, to achieve this purpose, we have only grown resilient to every challenge that has come our way. Every obstruction has pushed us harder to get closer to the goal, adding to our expertise and experience. As a result, today our robust business model is constantly evolving, backed by our relentless approach of looking for newer opportunities. This is perfectly complemented by our exceptional financial acumen. Our strong resolve and grit render the never-give-up attitude that helps us focus and navigate through troubled waters, emerging victorious and stronger each time.



CHAIRMAN'S COMMUNIQUÉ



Dear Stakeholders,

It gives me immense pleasure presenting the MetroGlobal Limited Annual Report for the year 2019-20. Last year was marked by extreme economic challenges, right from countries grappling with economic crisis, the continuing US-China trade-war to volatile crude oil prices. It was a year full of challenges and unseen hurdles. These were further aggravated, almost beyond measure, by the unprecedented COVID-19 pandemic towards the year end. Life, as we knew it, changed, and today the global economy is projected to witness its worst year since the Great Depression of the 1930s. But even amidst such unusual circumstances, our Company continued playing its strengths and posted a stable financial performance. This feat was much in line with our vision to create sustainable value for our stakeholders. But even more than that, it is a testament to our Company's resilience in moving ahead with compassion and the courage to continue. It validates our relentlessness for exploring opportunities in pursuit of creating the maximum value for our stakeholders. It is the evidence of our firm resolve that helps us align our goals to excellence.

With the first half of the CY 2020 being completely dominated by the pandemic and the resultant lockdowns, the broader factors still indicate the continuation of macroeconomic troubles in 2020-21 as well.

China's crackdown on polluting industries and safety incidents in chemical parks impacted supplies of critical inputs, and MNCs have been seen redrawing their supply strategies since. In this scenario, India scaled higher to become the fifth largest economy in the world, while continuing to aspire to emerge as a US\$ 5 trillion economy and become the third largest economy in the world by CY 2024. However, all national and global growth estimates are anticipated and likely to be revised in view of the pandemic.



Resilience is building your today, for changing your tomorrow and relentlessness is the resolve needed for this transition.”



Performance Review

Our Company's total income for 2019-20 stood at Rs. 24,674.69 Lacs, recording a dip of 26.46% compared to the corresponding period in the previous year. Profit before Tax for 2019-20 was recorded at Rs. 1,194 Lacs, compared to Rs. 1,641 Lacs in the previous year. The Profit after Tax witnessed a subsequent dip on accordance, to have stood at Rs. 960 Lacs in 2019-20, as compared to Rs. 1,266 Lacs in 2018-19.

The dip in turnover can be attributed to the recessionary trend prevailing worldwide and the subsequent impact on our country. The declaration of COVID-19 as a pandemic by the World Health Organisation (WHO) in the last quarter of financial year, caused a severe social and economic turbulence. Keeping in mind, the lower demand emanating from our clients' end, as they grapple with labour, supply chain and working capital issues, we have consciously taken a step back and curtailed our imports from the short-term perspective. Owing to uncertainties and volatilities in trade and currencies emanating from foreign trade, we have now started sourcing material locally as well, for the distribution to ensure supply and cost competitiveness. This is a bit of a divergence from the heavy imports that we traditionally relied upon. We have further utilised this 'lean' period effectively to bring about some infrastructural changes and more importantly, re-assess and re-orient our strategies going forward.

Adequate actions are being undertaken to ensure safety, health and well-being of our employees and their respective families, along with an option of working from home.

While doing our bit to remain safe and healthy, let us hope and pray that India emerges as a strong nation post this unforeseen and unfortunate pandemic. We all have a role to play and I am confident that we all will rise to the occasion to help re-build scarred society and economy pretty soon.

Going Ahead

Our Company's Management has taken cognisance of the impact of certain challenges, either continuing or growing further due to the pandemic in 2020-21, on its activities. This is likely to have a significant impact on our operations and profitability going forward. Yet, taking cue from an ages-old adage, we see our glass as half full and are optimistic about the future that beckons us. As one of the key tenets of our business, we seek opportunities even in adversities and are well equipped with the financial ammos and experience to find good sustainable businesses with an added advantage of lower costs compared to our peers. We will also keep eyeing opportunities to identify greenfield projects or acquire existing projects in the field of manufacturing. While the near-term business environment may not be highly conducive, we certainly feel there are opportunities from the medium and long-term horizons. And our resolute, backed by our resilience and relentlessness to make our stakeholders benefit in the best way possible, adds hope to our determination. This is what keeps us going and we are sure we will ride this wave of uncertainty with confidence, only to emerge stronger and more competent.

The Board, through its engagement with the management will guide our Company in recalibrating its growth strategy to address challenges and to make use of the new opportunities. On behalf of the Board, we seek support from each and every stakeholder to bring prosperity to one and all.

Before I conclude, I wish to thank all my Board Members, regulatory authorities, our management and employees and the entire stakeholder fraternity for their guidance and support.

Regards,

Gautam M. Jain

Chairman

MANAGEMENT DISCUSSION & ANALYSIS

Know Us Better

METROGlobal LIMITED: A COMPANY DETERMINED TO CREATE AND DELIVER MAXIMAL VALUE FOR ITS STAKEHOLDERS.

The core objective of our business has always been towards driving value-addition through diversification. Our strong resolve and relentless appetite for growth is reflected in our journey.

From being a pioneer - one of the largest manufacturers and exporters of Textile Dyes and Dye Intermediates (as erstwhile Metrochem Industries Limited), and a paper product manufacturer (as erstwhile Global Boards Limited) to trading and real estate engagements – the journey of MetroGlobal Limited has been nothing less than interesting.

After having commenced their journey more than 4 decades ago, Metrochem's Promoters, have gained rich experience in the chemicals' space. Having established itself as a top exporter, one of the main businesses was divested to a Fortune 500 MNC in 2009. Subsequently, in 2011, Metrochem Industries Limited amalgamated with Global Boards Limited, through a reverse merger.

In 2011, using the proceeds from the divestment, we started our journey in the trading space. The Company's name and identity may have changed, but what has not changed, is the strong values that we have ingrained and carried forward. A culture of creating value and maximising it for the benefit of all our stakeholders. Ably supported by an expertise in the chemicals' space, right manufacturing background right financial acumen (reflecting through an exemplary track record through the various initiatives that we have undertaken) and our distribution strengths, we have come a long way to match our business purpose.

At MetroGlobal, we have always created value for our stakeholders through integrity and ethical behaviour, delivering the highest quality through compliance and best practices, believing in mutual respect and team work – all of which are the core tenets of our value system.



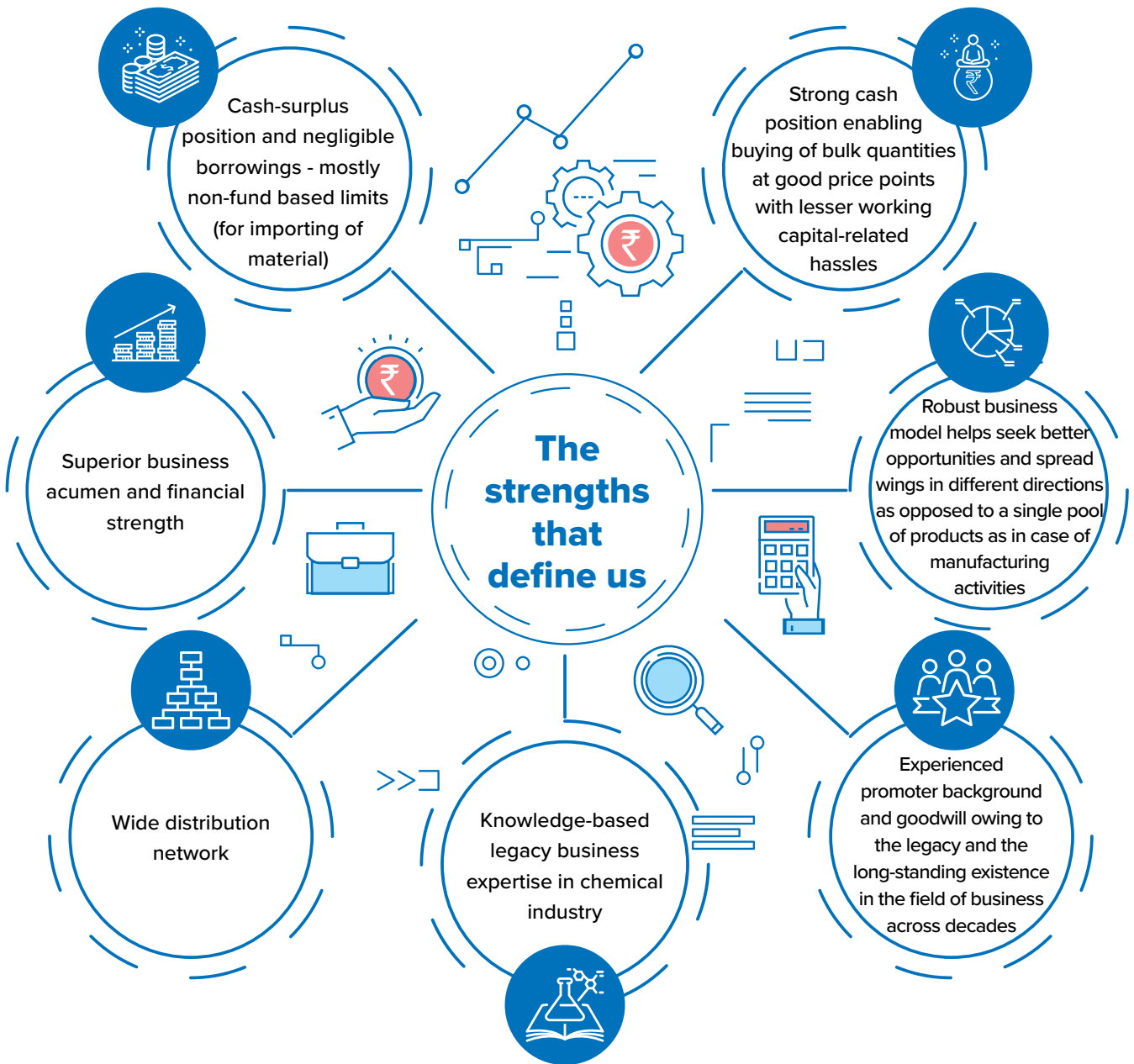
Vision

It envisions establishment and enhancement of business leadership by serving customers worldwide with quality products and services.



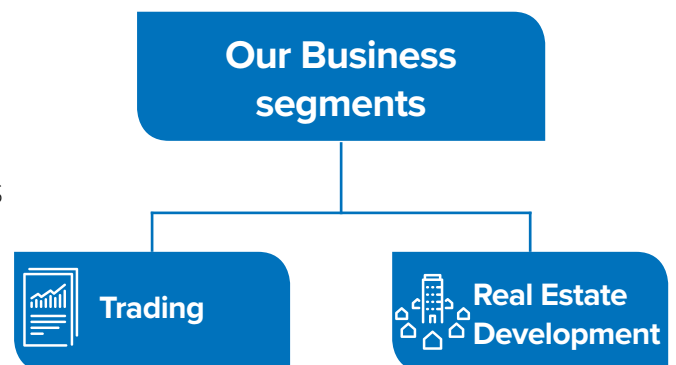
Mission

MetroGlobal assumes responsibility for environmental protection, innovation, result-orientation and improved quality of life for its shareholders.



Headquartered in the city of Ahmedabad, we have two broad business segments -

Trading of Chemicals, Textiles, Minerals and Ores, Metals, Precious Metals, Plastics, and **Realty and Infrastructure Development**.



Trading

By definition, a trading Company generally refers to a B2B company, having interests in a particular category of goods or multiple categories of goods, with a strong logistics support. The trading companies understand customer service and mindset better than the manufacturing companies, along with benefits of strong distribution strength, better financial back-ups and increased support & flexibility for the customers by fulfilling their smaller order requirements.

We have been constantly exploring trading and financing opportunities to utilise our strong financial and distribution robustness. Using our long-standing relationships with multiple factories, we import quantities in bulk from various countries and even domestically, for it to be locally distributed to multiple customers with smaller requirements.

Our trading portfolio encompasses the following product categories:

Chemicals:



We trade across a variety of chemicals, including basic, specialty, dyes and dye intermediates, solvents and bulk chemicals. Our business model incorporates importing

these chemicals in bulk from various countries and locally distributing it to multiple customers with smaller requirements. Thereby, effectively putting our financial strengths and distribution capabilities to good use.

Textiles:



We trade in grey fabric along with other specialty fabrics that undergo processing. In this segment, the procurement of raw materials and distribution is carried out to mill owners domestically.

Minerals and Ores:



Chrome Ore is one of the key products that we import from South Africa and the US for local distribution in India.

Metals:



We deal in both, ferrous as well as non-ferrous metals. Being an opportunity-seeking player, we supply a high quantity of metals to processing as well as scrap units for them to process it into different

value-added products for it to be sold to the end-user industries.

Precious Metals:



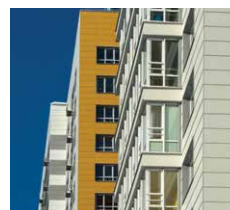
We deal in various businesses and transactions pertaining to purchase and sale of precious metals including silver and gold, none of which are speculative in nature.

Plastics:



As a Company, we have been importing plastic granules from the Middle East and have also been procuring some amounts domestically. However, there was no trading carried out on this in the previous year.

Real Estate Development



With our trading activities bringing in steady cash flows, and after having developed a good clientele in the trading space, we decided to diversify into the field of Real Estate in 2011.

We commenced the business with development of real estate projects through partnerships with good developers involved in prime-time residential projects within the city of Ahmedabad only. Gradually, we started moving to other projects including commercial and industrial properties across the state of Gujarat. Most of our projects are executed under the SPV route, which offers the advantage of flexibility in structuring.

Currently, our projects are being executed through the SPV route at the following locations, are under various stages of implementation:

1. DK Metro Procon Private Limited

- Development of an Industrial Estate at a prime location in Chattral
- Selling industrial plots and sheds, godowns, offices and shops

2. Dual Metals Private Limited

- Developing a commercial building in Ahmedabad, 'Kalpvruksh'

3. Myspace Infracon LLP

- Selling plots to other industries in the industrial belt of Ankleshwar, through a partnership model

4. Ganesh Infrastructure, Keshavji Developers and PMZ Developers

- Multiple projects developed across 200,000 square meters of land in Ankleshwar
- Mini-townships covering residential buildings, row houses, commercial complexes and shopping malls.

Business Drivers

We will continue identifying cross-sectoral opportunities for trading and finance. Alongside, we have also been pursuing greenfield projects or acquisition of existing projects in the field of manufacturing.

We strongly believe, the months to come, despite the current COVID-19 pandemic-related issues, will bring along ample opportunities. However, looking at the near-term prospects, we believe that the opportunity landscape will benefit companies like ours with a strong cash war chest. Several fundamentally strong businesses are facing problems on account of the current crisis. Acknowledging the prevalent situation, we are open to the possibilities of acquisition of good businesses, even which may have minor financial restructuring requirements.

Economic Overview

After experiencing a strong growth in CY 2017 and early CY 2018, the global economic activity slowed down notably in CY 2019. As per the IMF, the global GDP growth for CY 2019 was pegged at 2.9%, as against the initial projections of 3.3%. This contraction can be accredited to a number of factors that affected all the major economies. China witnessed a decline in growth, mainly due to regulatory tightening and the seemingly deadlock of the trade tensions with the United States. The conditions, however, started easing out once the US Federal Reserve was seen adopting

a more accommodative monetary policy stance. Markets started looking more buoyant and optimistic post the US-China trade deal to defuse their trade war at the end of the year. However, fresh tensions are becoming worrisome.

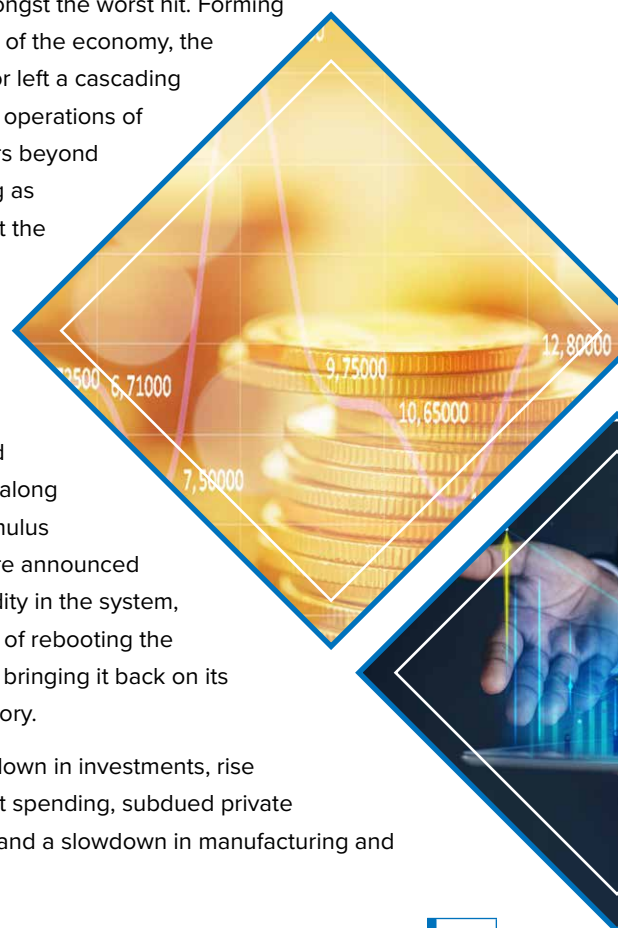
Taking into consideration, the broad-based impact of the COVID-19 pandemic, the IMF, which had earlier forecasted a moderate growth of 3.3% for the global economy in CY 2020, expressed a shrinkage possibility of 4.9% in a report released in June 2020 – leading to a global recession this year.

Production and trading activities were stalled, supply chain and markets were disrupted, people were getting retrenched and financial markets had turned volatile on account of the pandemic. Consequently, a broad-based negative impact is expected to prevail, majorly on account of lockdowns, business shutdowns, social-distancing, and travel restrictions.

The Indian economy was no exception. A series of lockdowns implemented by the Government to arrest the spread of the virus, brought economic activities to a standstill. The fallout forced the companies across industries to find unique ways of navigating through these uncertain times.

The manufacturing sector contributing ~20% to the Indian GDP, was amongst the worst hit. Forming the backbone of the economy, the logistics sector left a cascading impact on the operations of various sectors beyond manufacturing as well. To restart the economy, the Government eventually, uplifted lockdowns in a staggered manner. This, along with fiscal stimulus packages were announced to boost liquidity in the system, with the hope of rebooting the economy and bringing it back on its growth trajectory.

A sharp slowdown in investments, rise in government spending, subdued private consumption and a slowdown in manufacturing and



construction sectors in 2019-20, already led to a lower GDP growth rate of 4.2% in 2019-20. This was much lower than the 6.1% figure registered in 2018-19. The impact was even more pronounced because of the spread of the virus towards the end of the fiscal.

The slowdown continued in much part of Q1 2020-21 as well. As per an E&Y Report on Economy, published in July 2020, the industrial sector, as per Index of Industrial Production (IIP), contracted by 34.7% in May 2020, as compared to 57.6% contraction in April 2020.

According to the World Bank, the current pandemic has magnified pre-existing risks to India's outlook. The World Bank and Rating Agencies also significantly revised India's growth downwards, for 2020-21. The estimation corresponds the lowest figures India has seen in three decades since its economic liberalisation in the 1990s.

Industry Structure and Developments

Chemicals

In the weeks following India's lockdown, to contain the spread of COVID-19, the Chemical Sector witnessed considerable short-term volatility. However, it is well positioned to benefit in the near term, given the decline in prices of key feedstock, supply chain concerns triggered by environmental issues, trade protectionist measures and COVID-19-related manufacturing shifts from China.

With a size of US\$ 163 Billion, and a contribution of about 5.9% to the country's GDP, India's Chemical sector is the 6th largest in the world (Source: BDA Partners Report, May 2020). It has witnessed strong growth momentum over the last couple of years. Even before COVID-19, global chemical manufacturing operations had already started looking at India as a destination of choice for players wanting to diversify their sourcing avenues from China and other countries. This is only likely to continue, as more companies evaluate alternative supply chain solutions.

Textiles

India's Textile and Apparel industry is second highest employment generator after Agriculture and employs around 45 Million workers directly and another 60 Million indirectly across the country. It is the world's second largest textile producer after China.

The demand for textile products abroad and domestic sales have come to a grinding halt due to the panic created by

the COVID-19 outbreak. It has disturbed the demand-supply situation of the industry. Owing to the lockdown, majority of textile units were closed along with a huge migration of labour force. The businesses are currently facing issues on account of cancellation of export orders, currency fluctuations, liquidity crunch, deferred shipments, supply chain disturbances and other logistic issues, and inventory pile-ups leading to increase working capital, among others. Even after lockdown is gradually lifted, and things return to normalcy, the demand is likely to remain subdued for some time. This is largely owing to lower footfalls in malls and retail stores as public will avoid visiting crowded markets as mentioned in a rating note from CARE.

According to the recent survey by International Textile Manufacturers Federation (ITMF), there has been a decline of 8% of orders worldwide on an average and expected turnover this calendar year is expected to be down by nearly 10% over the 2019 figures. The industry may take much longer to recover after the lockdown.

Many global companies would shift buying from China to other countries including India. As food and clothing are the primary needs, it will continue to remain key household purchases, giving a ray of hope for the industry.

Metals

Ferrous

The demand for the ferrous metals segment is derived from the finished steel and infrastructure demands.

The domestic finished steel products industry had slowed down even before the COVID-19 pandemic came to the fore, on account of a flagging auto demand and shrinking government spends and some international headwinds. However, with some recovery in the last quarter of 2019-20, the beginning of 2020-21 is still expected to have had a subdued start. The demand erosion on account of the various lockdowns that were imposed,



are likely to play a role, even as the supply side is facing relatively lower disruptions at least from the short term standpoint. However, from the longer term horizon, the demand for these are likely to be on the higher side, as the economy opens up from the aftershock of the pandemic.

Non-Ferrous

Globally, the non-ferrous metal demand, especially for copper, zinc and aluminum is driven by construction and transportation sectors, which in turn are correlated with the health of underlying economies.

Macroeconomic uncertainties, global disruptions in mining activities and weaker global sentiments owing to the impeding trade-wars have slowed down the global consumption growth for non-ferrous metals during 2019-20. The industry has been further impacted by the ongoing COVID-19 outbreak too. Owing to the pandemic, as per an ICRA report, the consumption demand for different metals is expected to witness a contraction between 3 and 8% in 2020.

Although, there has been a short term blip, India is expected to derive higher demands from the segment on account of the country's massive infrastructural push that shall propel the construction and transport segments further.

Precious Metals

Precious metals are naturally occurring rare metallic chemical elements. They have high economic value. The global precious metal market is expected to grow at a significant pace, driven by increased sales of jewellery. Gold, Silver and Platinum drives the precious metal market globally, and India, Singapore and China are the major consumers of precious metals.

Unlike equity and debt markets, there has been a spark in flight to precious metals, with gold having rallied more than 35% YTD, as on August 07, 2020.

This was fuelled by the pandemic, lower real rates, a weak Dollar and geopolitical risks.

Gold generally tends to gain when interest rates are lower and economic and political uncertainties are higher.

The precious metals are likely to continue shining for the rest of 2020, unless the global economy starts its recovery path.

Real Estate

With restrictions on movement and business activities at different stages of the lockdown, all construction activities came to a screeching halt, creating handicaps in performing contractual obligations, with the industry facing a major setback.

The demand for construction projects had already fallen owing to poor business sentiments, lower operating surpluses, funds having been diverted towards COVID-19 management and credit and liquidity problems. A fall in construction output will have a multiplier effect owing to the strong backward linkages of the sector. This, along with lower economic activity across other sectors, will affect the construction owing to forward-linkages, creating a vicious cycle. Accordingly, an overall impact of COVID-19, on the construction sector in India has been estimated at Rs. 30,000 Crores per day, as revealed through an analysis by KPMG.

The analysis further stated that the pandemic is likely to reduce investments in construction-related projects between 13-30%, which is expected to impact the Gross Value Added and employment in this sector. The labour shortage is likely to lead to a rise in cost of skilled workers by about 20-25%, while that for semi-skilled and unskilled workers is pegged to increase by 10-15%.

Revised Standard Operating Procedures duly incorporating social distancing, PPE and hygiene would certainly drive up project cost in the short-term. Moreover, the current levels of uncertainty and consumer sentiments are likely to impact the sector hard.

Overall, at this point, in short to medium term, the future prospect is very uncertain in the entire real estate sector.

Opportunities and Threats

With the Government taking various initiatives to uplift the economy, we are hopeful of a revival leading to a positive customer sentiment. Irrespective of the prevalent economic environment, we will continue moving on our path of sustained growth through differentiated product offerings. Our focus towards creating maximum value for our stakeholders keeps driving us relentlessly to move ahead with a strong resolve.

However, we anticipate continuing to face challenges of business on account of increasing competition from domestic and cheap imported products, foreign exchange fluctuations, increasing input costs and other market risks.

On a separate note, being a trading entity, we have always been exploring opportunities. We are always looking out to supply to more customers who are unable

to get the competitive advantage of buying material in bulk quantities for a good pricing. With our inert financial, networking and distribution strengths, we will continue pursuing opportunities as they arise to import products and distribute it across India. We intend to capitalise and partner businesses that prove to be sustainable in the long run, even businesses that we have never catered before.

We regularly weigh different risks and undertake appropriate measures to mitigate them through our Risk Identification and Management mechanism. Moreover, the superior product quality, along with sustained performance, strong brand image, and innovation-led approach, ensures that our Company stays ahead of competition.

Financial and Operational Performance

Standalone:

- Standalone Income from Operations decreased by 25.84% to Rs. 24,632.83 Lacs in 2019-20 vs Rs. 33,217.81 Lacs in 2018-19, on account of the supply-side related constraints, demand-side related constraints from the sectors that we cater and the pandemic-led disruption in the last month of the fiscal, a traditionally busy period for us.

- Standalone EBIDTA stood at Rs. 1,443.43 Lacs for 2019-20 vs Rs. 1,888.48 Lacs in 2018-19, on account of conscious selective strategic exposure to different sectors.
- Standalone PAT for 2019-20 was recorded at Rs. 960.27 Lacs vs Rs. 1,265.78 Lacs in 2018-19, owing to lower topline and relatively higher expenses.

Consolidated:

- Consolidated Income from Operations decreased by 25.83% to Rs. 24,648.43 Lacs in 2019-20 vs Rs. 33,232.70 Lacs in 2018-19, on account of the supply-side related constraints, demand-side related constraints from the sectors that we cater and the pandemic-led disruption in the last month of the fiscal, a traditionally busy period for us.
- Consolidated EBIDTA stood at Rs. 1,287.42 Lacs for 2019-20 vs Rs. 1,887.50 Lacs in 2018-19, on account of conscious selective strategic exposure to different sectors.
- Consolidated PAT for 2019-20 was recorded at Rs. 797.78 Lacs vs Rs. 1,247.40 Lacs in 2018-19, owing to lower topline and relatively higher expenses.

Ratios

Details of Significant Changes in the Key Financial Ratios & Return on Net Worth

Pursuant to amendment made in Schedule V to the Listing Regulation, details of significant changes (i.e. change of 25% or more as compared to the immediate previous financial year) in Key Financial Ratios and changes in Return on Net Worth of the Company (on standalone basis) including explanations thereof are given below:

Particulars	FY ended March 31, 2020	FY ended March 31, 2019	Change between Current FY & Previous FY	Explanation
Debtor Turnover	25.04	8.29	202.10%	During the year, the Company has realised significant amount of money from its outstanding debtors.
Inventory Turnover	7.55	8.62	(12.40%)	Not Applicable
Interest Coverage Ratio	7.72	8.95	(13.68%)	Not Applicable
Current Ratio	19.48	3.88	401.43%	The Company has realised various non-current assets and the realised fund is deployed into current assets & bank deposits, which resulted into improved Current Ratio for the year.
Debt Equity Ratio	0.06	0.28	(80.10%)	The Company invested the realised money (from debtors and mutual funds) into income generating assets and also repaid Bank Overdrafts & Trade Payables, resulting into reduction of debt.
Operating Profit Margin	5.40%	6.09%	(69 bps)	Not Applicable
Net Profit Margin	3.90%	3.81%	9 bps	Not Applicable
Return on Net Worth	3.16%	3.89%	(73 bps)	Not Applicable

Risks and Risk Mitigation

The Company is exposed to both internal and external business risks. It has a risk management system in place, tailored to suit its specific business requirement. The Risk Management system enables early recognition and analysis, facilitating appropriate action at the right time. The Company's Senior Management regularly reviews its risk management processes for effectiveness.

The Company is subject to risks arising from interest rate fluctuation (cushioned using sound financial acumen), foreign exchange rate fluctuations (mitigated through hedges on our contracts), and market volatility (alleviated through our diversified business portfolio), among other risks.

Owing to the pandemic, the year gone by witnessed a lot of businesses restructuring themselves. A lot of companies, having become more conscious about their growth plans, were seen taking a step back. As a result, a lot of businesses reduced their imports and consumption on account of labour and production issues and other uncertainties. When the companies start procuring directly from other resources this is likely to constitute to a higher risk for us. Our ability to cater diversified businesses, helps us mitigate this risk.

Human Resources

The Company strongly believes that Human Resources (HR) are the principal drivers of change. They are the levers that take futuristic business to the next level of excellence and achievement.

In line with this, many programmes for employee rejuvenation and creating strong inter-personnel relation were organised during the year. These entailed team-building activities that were aimed at further strengthening the bonding across all divisions and locations of the Company. These programmes help employees significantly in leading a balanced work-life within the organisation. The HR function is committed to improve all its processes based on the result and feedback from internal employees. We continue believing that our manpower and their knowledge will remain our great asset.

Outlook

Government initiatives

Despite the slowdown, the country improved its ranking in the World Bank's 'Ease of Doing Business' index, leaping from a low 142nd position in CY 2014 to an impressive 63rd position in CY 2019. This upturn occurred on the back of reforms introduced by the Government of India, entailing corporate tax rate cuts and easing of manufacturing policies to boost the Make in India campaign.



The Government of India and RBI have been continuously working in tandem to revive the economy, with significant efforts being made to enhance rural incomes. Fiscal and monetary measures introduced are anticipated to decelerate this slowdown, likely to help the economy rebound.

Going forward, the Indian economy is expected to touch 7.4% GDP growth rate by 2021-22. A lot of foreign companies are also setting up their facilities in India on account of various Government initiatives.

Internal Control Systems and Adequacy

The Company has a strong internal control systems and best-in-class processes in place, commensurate with its size and scale of operations. There is a well-established Management Audit comprising professionally qualified accountants. They implement extensive audit throughout the year across all functions and areas. After carrying out the audit, they submit reports to the Management and Audit Committee about the compliances with internal control, and efficiency and effectiveness of operations and key processes risks.

Some key features of the Company's internal control system are:

- Adequate documentation of policies and guidelines
- Internal Audit processes
- Strong compliance management system
- Internal Audit executed in accordance with auditing standards to review design effectiveness of internal control systems and procedures to manage risks, monitoring control, compliance with relevant policies and procedures and recommend improvement in processes and procedures.

Cautionary Statements

Statements in this Report, those which relate to the Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. The Company's actual results and achievements may differ from those expressed or implied. Several factors that could significantly impact the Company's operations include economic conditions effecting demand, supply and price conditions in the domestic and overseas markets, changes in the Government regulations, tax laws & other statutes and other such incidental factors, over which the Company does not have any direct control. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.



CORPORATE INFORMATION

Board of Directors

Mr. Gautam M. Jain (DIN: 00160167)
Chairman & Managing Director

Mr. Rahul G. Jain (DIN: 01813781)
Executive Director

Mrs. Krati R. Jain (DIN: 07150442)
Non-Executive Woman Director

Mr. Sandeep S. Bhandari (DIN: 01379445)
Non-Executive & Independent Director

Mr. Nilesh R. Desai (DIN: 00414747)
Non-Executive & Independent Director

Mr. Prashant M. Kheskani (DIN: 02589654)
Non-Executive & Independent Director

Chief Financial Officer

Mr. Nitin S. Shah (upto June 30, 2020)

Mr. Rahul G. Jain (appointed w.e.f. July 01, 2020)

Company Secretary and Compliance Officer

Mr. Nitin S. Shah (ACS No: 7088)

Auditors

M/s. AMPAC & Associates
Chartered Accountants, Mumbai

Bankers

State Bank of India
HDFC Bank Limited
Kotak Mahindra Bank Limited

Registered Office

101, 1st Floor, 'Mangal Disha',
Near Guru Gangeshwar Temple,
6th Road, Khar (W), Mumbai-400052
Maharashtra (India)

Corporate Office

506-509, 'SHILP', C.G.Road,
Navrangpura, Ahmedabad - 380 009,
Gujarat (India)
Phone: +91-79-2646 8016, 2646 9150, 2640 3930

Registrar and Transfer Agent

M/s. Sharex Dynamics (India) Private Limited
C-101, 247 Park, LBS Marg,
Vikhroli (W), Mumbai-400083

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents, including the Annual Report, can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register the same, in respect of electronic holding with the Depository through their concerned Depository Participants.

DIRECTOR'S REPORT

Dear Shareholders,

Your Board of Directors is pleased to present the 28th Annual Report along with the audited financial statements of the Company for the year ended March 31, 2020.

FINANCIAL PERFORMANCE:

The summarised financial performance highlights for the year areas mentioned below:

(Rs. in Lacs)

Particulars	Consolidated Results		Standalone Results	
	2019-20	2018-19	2019-20	2018-19
Financial Results				
Total Revenue	24,690.62	33,569.79	24,674.69	33,554.22
Total Expenditure other than Financial Costs and Depreciation	23,231.27	31,154.53	23,231.25	31,154.53
Profit before Depreciation, Finance Costs and Tax	1,459.34	2,415.26	1,443.43	2,399.69
Finance Costs	179.35	209.43	177.63	206.46
Depreciation and Amortisation Expense	71.64	41.28	71.64	41.24
Profit/(Loss) for the year before Exceptional Items and Tax	1,208.35	2,164.55	1,194.16	2,151.99
Add/(Less) Exceptional Items	-	511.21	-	511.21
Profit/(Loss) for the Year before Taxation	1,208.35	1,653.34	1,194.16	1,640.78
Total Tax Expense	238.66	389.39	233.90	375.00
Profit for the Year	969.70	1,263.95	960.27	1,265.78
Add/(Less) Share in Jointly Controlled Entities & Associates	(171.92)	(16.55)	-	-
Net Profit/(Loss) after Jointly Controlled Entities & Associates (A)	797.78	1,247.40	960.27	1,265.78
Other Comprehensive Income for the Year	(757.82)	91.23	(757.82)	91.23
Total Comprehensive Income	39.96	1,338.63	202.45	1,357.01
Balance Brought Forward from Previous Year	(1,247.99)	(2,586.62)	(1,225.72)	(2,582.73)
Balance carried to Balance Sheet	(1,208.03)	(1,247.99)	(1,023.27)	(1,225.72)

- There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report.
- Previous year figures have been regrouped / re-arranged wherever necessary

PERFORMANCE HIGHLIGHTS

The audited consolidated financial statements of the Company as on March 31, 2020, prepared in accordance with the relevant applicable Ind AS and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and provisions of the Companies Act, 2013, forms part of this Annual Report.

The key aspects of the Company's (or 'MetroGlobal Limited') consolidated performance during the financial year 2019-20 is as follows:

Operational Highlights

The Company is in the business of Trading Chemicals, Textiles, Mineral and Ores, Metals, and Precious Metals as well as Realty Development. Stated as follows are some of the operational highlights for FY2019-20:

FINANCIAL HIGHLIGHTS:

Consolidated Financial Results:

The Company's total income on the consolidated basis for the year stood at Rs. 24,690.62 Lacs as compared to Rs. 33,569.79 Lacs in the previous FY 2018-19. On the Consolidated basis, Profit before Tax for the year was Rs. 1,036.43 Lacs as compared to Rs. 1,636.79 Lacs in the previous year. On the Consolidated basis Profit after Tax for the year was Rs. 797.78 Lacs as compared to Rs. 1,247.40 Lacs in the previous year.

DIRECTOR'S REPORT (CONTD.)

The turnover witnessed a down trend due to the recessionary trend prevailing worldwide and its impact on our country.

Standalone Financial Results:

The Company's total income on the Standalone basis for the year stood at Rs. 24,674.69 Lacs as compared to Rs. 33,554.22 Lacs in the previous FY 2018-19. On the Standalone basis Profit before Tax for the year was Rs. 1,194.16 Lacs as compared to Rs. 1,640.78 Lacs the previous year. On the Standalone basis, Profit after Tax for the year was Rs. 960.27 Lacs as compared to Rs. 1,265.78 Lacs in the preceding year.

The turnover reduced due to the recessionary trend prevailing worldwide and its impact in our country.

Organisational Initiatives in response to the COVID-19 Pandemic

The COVID-19 outbreak has had the world in shackles as its refractory spread caused a high death toll across the world, and now the ongoing crisis calls for the entire country to fight as one. In response to the prevalent global crisis, the Company immediately focused on ensuring the well-being of employees and their families, and has contributed to various social organisations including Jain International Trade Organisation (JITO), Rajasthan Seva Samiti, Gujarat Chambers of Commerce and Industry (GCCCI), among others. These social organisations have provided help to people in need with food and proper medication. As the COVID-19 pandemic has brought the world come to a standstill, the Company will continue to support fellow Indians during this tough time. The Company has always strived towards prodding the country's growth through its successful business endeavours.

Due to outbreak of COVID-19 across the world, the Company's management has made initial assessment of anticipating the adverse impact on business and financial risk with a belief that the impact is likely to be short term in nature. The management does not see any long term risk in the Company's ability to continue as an ongoing concern and settling its liabilities in accordance to the due dates.

Dividend

With a view to conserve the resources for future expansion and growth of the Company, the Board of Directors has not recommended any dividend on Equity Shares for the year under review.

Transfer to Reserves

The Board of Directors of the Company has decided not to transfer any amount to the Reserves for the year under review.

Buy Back of Shares

The paid-up Equity Share Capital as on March 31, 2020 was Rs. 123,343,750. The Company had offered to buy back up to 4,000,000 Equity shares, by letter of offer by tender bidding process, as per Board Meeting held on March 30, 2019. On June 6, 2019 the Company had bought back 3,992,367 Equity Shares at a price of Rs. 56 per Equity Share. Accordingly, the capital in the books of account of the Company has been reduced from Rs. 163,267,420 to Rs. 123,343,750.

Transfer to Investor Education and Protection Fund

The unclaimed dividend amount aggregating to Rs. 433,654 for the financial year ended on March 31, 2012 & Fractional Warrants on issue of the share amount of Rs. 83,349 was transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government, during the financial year ended March 31, 2020, pursuant to Section 124 of the Companies Act, 2013.

Fixed Deposits

During the year under review, the Company has not accepted any fixed deposits from public within the meaning of section 73 of the Companies Act 2013, and rules made there under.

Change in the Nature of Business, if any:

There is no change in the nature of business during the financial year 2019-20.

Material Changes and Commitments affecting the Financial Position of the Company

There have been no material changes and commitments affecting the financial position of the Company that have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

Particulars of Loans, Guarantees or Investments

During the year under review, the Company has provided loans, given guarantees, disbursed securities and made investments in compliance with Section 186 of the Companies Act, 2013.

Subsidiaries, Joint Ventures and Associate Companies

During the year under review, the Company has the following Subsidiaries, Joint Ventures and Associate Companies:-

DIRECTOR'S REPORT (CONTD.)

Subsidiary Company

1. Metrochem Capital Trust Limited

Joint Ventures:

1. Ganesh Infrastructure
2. PMZ Developers
3. Keshavji Developers
4. Myspace Infracon LLP
5. Metro Apptech LLP

Associates Companies:

1. Rian Chemicals Private Limited(**striked off*)
2. Dual Metals Private Limited
3. DK Metro Procon Private Limited

Directors & Key Managerial Personnel (KMP)

Mr. Nilesh R. Desai, Mr. Sandeep S. Bhandari & Mr. Prashant M. Kheskani have submitted the Declaration of Independence, as required pursuant to Section 149 of the Companies Act, 2013. They have also submitted the provisions of the Listing Regulations stating that they meet the criteria of independence as provided therein. The Board has also considered such declaration.

Re-appointment of Director

Mr. Gautam M. Jain, Executive Chairman and Managing Director of the Company, retires by rotation at the ensuing Annual General Meeting pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors), Rules 2014 and the Articles of Association of the Company and being eligible, has offered himself for a re-appointment as the Director.

As required by Regulation 36(3) of the SEBI (LODR) and provisions of the secretarial standards, a brief resume and other details of the above-mentioned Director getting appointed / re-appointed, is attached to the Notice of the ensuing Annual General Meeting.

None of the Directors that have been proposed for appointment / re-appointment at the ensuing Annual General Meeting are disqualified from being appointed /re-appointed as Directors under the provisions of the Companies Act, 2013, the SEBI-LODR or any other order, directions of MCA, SEBI or any other statutory authorities.

Key Managerial Personnel (KMP)

Mr. Nitin S. Shah has resigned from the post of Chief Financial Officer (CFO) of the Company w.e.f. July 01, 2020 and

Mr. Rahul G. Jain is appointed as the Chief Financial Officer w.e.f. July 1, 2020. The following are the Key Managerial Personnel of the Company as defined under Sections 2(51), 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- Mr. Gautam M. Jain, Chairman & Managing Director
- Mr. Rahul G. Jain, Executive Director & Chief Financial Officer
- Mr. Nitin S. Shah, Company Secretary & Compliance Officer

Certificate of Non-disqualification of Directors

In accordance with the SEBI (LODR) (Amendment) Regulations, 2018, a certificate has been received from Mr. Jignesh A. Shah, Practicing Company Secretary, that none of the Directors on the Board of the Company have been disqualified to act as Director. The same is annexed herewith as **Annexure A.**

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state the following:

- (a) In preparation of Annual Accounts for the financial year ended March 31, 2020, the applicable Accounting Standards have been followed along with proper explanation relating to material departures
- (b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2020 and the profit and loss of the Company for that Year
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
- (d) The Directors have prepared the annual accounts of the Company on a going concern basis
- (e) The Directors have laid down adequate internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively

DIRECTOR'S REPORT (CONTD.)

Number of Board Meetings

The Board of Directors met 4 (four) times during the year under review. The details of Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report which forms a part of this report.

Board Evaluation

The Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and Individual Directors, including the Chairman of the Board. Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (LODR) Regulations 2015, the Board has followed a structured evaluation process covering various aspects of the Board's functioning. This includes the composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues, etc. The Nomination and Remuneration Committee (NRC) reviewed the Performance of Individual Directors.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy, inter alia, for the nomination and appointment (including remuneration) of Directors, senior management and key managerial personnel of the Company. The details of Nomination and Remuneration Policy are available on the Company's website <https://www.metrogloballimited.com/policies/>

The Board of Directors of the Company follows the Nomination and Remuneration Policy and the Board Diversity Policy and other applicable policies of the Company to determine qualification, positive attributes, and independence of the Directors.

Directors are appointed /re-appointed with the approval of the Members for a term in accordance with the provisions of the law and the Articles of Association of the Company. The initial appointment of the CEO and the Managing Director is generally for a period of three years. All Directors, other than Independent Directors, are liable to retire by rotation, unless otherwise specifically stated in the Articles of Association or under any statute or terms of appointment. One third of the Directors who are liable to retire by rotation, retire at every Annual General Meeting and are eligible for re-appointment.

Additional details on the election process, appointment of Directors and the details of remuneration paid to Directors and Managerial Personnel form a part of the Corporate Governance Report.

Internal Financial Control Systems and their Adequacy

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Company has adequate internal financial control, which is constantly monitored by the Finance Department.

The Finance Department monitors and evaluates operating systems, accounting procedures and policies at all locations of the Company. Based on the report of Internal Auditors, the Audit Committee/ Board initiates corrective action in respective areas and thereby strengthen the controls. The scope, functioning, periodicity and methodology for conducting internal audit is as per the terms agreed by the Audit Committee in consultation with the Internal Auditor and as approved by the Board.

The Company, in all material respects, had an adequate internal financial controls system with respect to its financial statements for the year ended March 31, 2020, and is operating effectively. More details on internal financial controls forms a part of the Management Discussion and Analysis Report.

Risk Management

The Company is aware of the risks associated with the business. It regularly analyses and takes corrective actions for managing and mitigating the same. The Company has developed and implemented a Risk Management Policy that includes the process for identifying, minimising and mitigating risks and is periodically reviewed by the Audit Committee and the Board of Directors.

COMMITTEES OF THE BOARD:

Audit Committee

The Audit Committee comprises of three members. The Chairman of the Committee is an Independent Director. The Committee met four times during the year. Details of the role and responsibilities of the Audit Committee, the particulars of meetings and attendance of the Members at such Meetings are given in the Corporate Governance Report.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of three members; all of which are Non-Executive & Independent Directors. The Committee met three times during the year. Details of the role and responsibilities of the Committee, the particulars of meetings held and attendance of the members at such meetings are recorded in the Corporate Governance Report.

DIRECTOR'S REPORT (CONTD.)

Corporate Social Responsibility (CSR) Committee

The CSR Committee comprises of three members, of which one is an Independent Director. The Committee met four times during the year. Details of the role and functioning of the Committee, the particulars of meeting held and attendance of the members at such meetings are given in the Corporate Governance Report.

Stakeholder Relationship Committee

The Stakeholder Committee comprises of three members. The Chairman of the Committee is the Independent Director. The Committee met three times during the year. Details of the role and functioning of the Committee, the particulars of meeting held and attendance of the members at such meetings are given in the Corporate Governance Report.

Independent Directors Meeting

The Independent Directors met without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole. The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company aims to remain conscientious to the society with its social responsibility, and strongly connected with the principle of sustainability. We are an organisation that not only focuses on monetary returns, but also are equally mindful of the social and environmental responsibilities. It is one of the core responsibilities of the Company to practice its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting the interest of Stakeholders.

As mentioned under Section 135 of the Companies Act, 2013 and to demonstrate the responsibilities towards Social upliftment in structured way, the Company has formed a Policy. Details of the policy, CSR Committee, CSR spent during the year forms part of CSR Report and annexed hereto as **Annexure B**.

Corporate Governance Report and Management Discussion and Analysis Report

The Corporate Governance Report forms an integral part of this Report, as annexed hereto as **Annexure C**, together with

the Certificate from the Statutory Auditor regarding compliance with the requirements of Corporate Governance as stipulated in Part C of Schedule V to the SEBI (Listing Obligations & Disclosure Requirement) Regulations 2015.

The Management Discussion and Analysis Report, as required under the Listing Regulations, forms part of the Annual Report.

Prevention of Sexual Harassment of Women at Workplace

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy against sexual harassment in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has in place, Internal Complaints Committee for redressal of grievances regarding the sexual harassment complaints received by the Committee. All employees are covered under this Policy. During the year under review, the Company has not received any complaints of sexual harassment. The Company has complied with all the applicable provisions of the said Act.

Extract of Annual Return

The details forming part of the extract of the Annual Return in Form MGT-9 are annexed to this Report as **Annexure D**.

Contracts / Arrangements with Related Parties

All the related party transactions that were entered into, during the year were on arm's length basis and were in the ordinary course of business, are in compliance with the applicable provisions of the Companies Act 2013, and the SEBI (LODR) Regulations. There were no materially significant Related Party Transactions made by the Company with Promoters, Directors, and KMP etc., which may have potential conflict with the interest of Company at large or which warrants the approval of shareholders.

Related Party Transactions are placed before the Audit Committee as also before the Board, wherever required, for approval. The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. The Company's Management ensures absolute adherence to the approved Policy on Related Party Transactions to establish Arm's Length Basis without any compromise. Pursuant to the provisions of Section 188(1) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, particulars of material contracts and arrangements entered between the Company and the Related Parties are annexed herewith as **Annexure E**.

Details of Significant and Material Orders passed by the Regulators or Courts or Tribunals impacting the

DIRECTOR'S REPORT (CONTD.)

going concern status and Company's operations in Future

During the year under review, the Company had received order No. A/86346/2019 dated August 05, 2019 passed by the Customs, Excise & Service Tax Appellate Tribunal (CESTAT), West Zonal Bench, Mumbai in Appeal No. C/178/2012, for recovery of differential custom duty, and charging of interest of Rs. 576.76 Lacs. An Appeal challenging the Final Order has been filed before the Hon'ble High Court of Bombay by the Company.

Insurance

The Company has taken appropriate insurance for all assets against foreseeable perils.

AUDITORS:

Statutory Auditors and their Report

M/s AMPAC & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration Number 112236W) were appointed as Statutory Auditor of the Company at the 23rd Annual General Meeting held September 30, 2015 to hold office from the conclusion of the said Meeting till the conclusion of the 28th Annual General Meeting. On the completion of the two terms of five years M/s. AMPAC & Associates has vacated the post of Statutory Auditor of the Company.

The notes to the financial statements referred in the Auditors Report are self-explanatory. There are no qualifications or reservations on adverse remarks or disclaimers given by Statutory Auditors' of the Company and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The Auditors' Report is enclosed with the financial statements in this Annual Report.

The Auditors' Report issued by M/s. AMPAC & Associates to the shareholders for the year under review does not contain any qualification.

Cost Audit

Pursuant to Section 148 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, the Company does not have any manufacturing facility, and hence, the Cost Audit is not applicable to the Company.

Secretarial Auditor and Secretarial Audit Report

Section 204 of the Companies Act, 2013, inter-alia requires every listed company to undertake Secretarial Audit and shall annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in practice in the prescribed form.

In line with the requirement of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A of the Listing Regulations and other applicable provisions, if any, the Board of Directors of the Company had appointed Mr. Jignesh A. Shah, Company Secretary in whole-time Practice, to carry out Secretarial Audit for the Financial Year 2019-20.

The Secretarial Audit Report for the financial year ended March 31, 2020 is annexed as **Annexure F** to this Report. This report is unqualified and self-explanatory and does not call for any further comments/explanations.

Internal Auditors

During the year under review M/s. KMK Associates LLP, Chartered Accountants has acted as the Internal Auditors of the Company. Audit observations of M/s. KMK Associates LLP, Chartered Accountants and corrective actions thereon are periodically presented to the Audit Committee of the Board. The Board of Directors on the recommendation of the Audit Committee re-appointed M/s. KMK Associates LLP, Chartered Accountants to carry out the Internal Audit of the Company for the Financial Year 2020-21.

Particulars of Employees and Remuneration

The information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in separate annexure forming part of this Report as **Annexure G**.

The statement containing particulars of employees as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided upon request. In terms of Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Corporate Office of the Company during business hours on working days of the Company. If any member is interested in obtaining a copy thereof, the Member may write to the Company Secretary in this regard.

Conservation of Energy, Technology Absorption & Foreign Exchange outgo

The information on Conservation of Energy, Technology Absorption, & Foreign Exchange outgo, stipulated under section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 as amended from time to time is Annexed to this Report as **Annexure H**.

DIRECTOR'S REPORT (CONTD.)

Transfer of Shares

As notified under Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. More details about the Transfer of Shares and Listing of Shares are given in the Corporate Governance Report.

Listing of Equity Shares

The Company's equity shares are listed on the BSE Limited. Listing fees have been paid up to March 31, 2021.

MANAGING THE RISKS OF FRAUD, CORRUPTION AND UNETHICAL BUSINESS PRACTICES

Vigil Mechanism (Whistle Blower Policy) and Code of Conduct

Creating a culture free of fraud and corruption has always been the core focus of the Company. In view of the potential risk of fraud, corruption and unethical behavior that could adversely impact the Company's business operations, performance and reputation, MetroGlobal has emphasised even more on addressing these risks. To meet this objective, a comprehensive vigil mechanism named Whistle Blower Policy, which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, is in place. The details of the Whistle Blower Policy are explained in the Corporate Governance Report and are also posted on the website of the Company.

In addition to the above-mentioned policy, the Company has in place Code of Conduct policy which is laid down based on the Company's values, beliefs, principles of ethics, integrity, transparency and applicable laws. The Company has zero tolerance to bribery and corruption and is committed to act professionally and fairly in all its business dealings.

More details about the Code are given in the Corporate Governance Report.

Code of Conduct to Regulate, Monitor and Report trading by insiders

In terms of SEBI (Prohibitions of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct to Regulate, Monitor and Report Trading by Insiders (Insider Code). Any Insiders (as defined in Insider Code) including designated employees & persons and their relatives are, inter-alia, prohibited from trading in the shares and securities of the Company or counsel any person during any period when the "unpublished price sensitive information" are available with them.

The Insider Code also requires pre-clearance for dealing in the Company's shares and prohibits dealing in Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

Acknowledgement

The Board expresses its sincere gratitude to all the employees, customers, suppliers, investors, authorities of stock exchange, central and state Government departments, organisations and agencies for their continued guidance and co-operation. The Directors are grateful to all the valuable Stakeholders, Dealers, Vendors, Banks and other business associates for their unwavering support and help rendered during the year. The Board looks forward to their continued support in future. The Directors also acknowledged the commitment and valued contribution of all employees of the Company.

For and on behalf of the Board

Mr. Gautam M. Jain

Chairman & Managing Director

Place: Ahmedabad

Date: August 20, 2020

ANNEXURE "A"

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) read with Clause 10(i) of Part C of Schedule V of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

The Members

METROGLOBAL LIMITED

(CIN:L21010MH1992PLC069527)

101, 1st Floor, 1st Floor, "Mangal Disha",

Nr. Guru Gangeshwar Temple,

6th Road, Khar (West),

Mumbai-400052

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of MetroGlobal Limited ("Company") produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Clause 10(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") for the financial year ended March 31, 2020.

In our opinion and to the best of our information and according to the verifications as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that for the financial year ended on March 31, 2020, none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or such other statutory Authority.

Sr. No.	Director Name	DIN	Date of Appointment/reappointment
1	Gautam M. Jain	00160167	September 14, 2011
2	Rahul G. Jain	01813781	September 14, 2011
3	Nilesh R. Desai	00414747	November 12, 2011
4	Sandeep S. Bhandari	01379445	November 12, 2011
5	Krati R. Jain	07150442	April 07, 2015
6	Prashant M. Kheskani	02589654	November 10, 2018

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad

Date : August 20, 2020

UDIN: A021389B000597131

Jignesh A. Shah

Company Secretary

M. No ACS 21389

COP No. 12140

ANNEXURE "B"

CORPORATE SOCIAL RESPONSIBILITY (CSR) REPORT

(Pursuant to section 134(3)(o) of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014)

The Corporate Social Responsibility (CSR) is a company's commitment to its stakeholders to conduct business in an economically, socially and environmentally sustainable manner whereby the organisation serves the interests of society and creates positive and lasting social impact by addressing various needs of the society through its CSR programmes.

The Company understands its responsibility to contribute to the communities of the area in which it has its operations and the importance of creating a positive and lasting social impact by addressing various needs of the society through its CSR programmes. The Company has framed a CSR Policy in compliance with the provisions of the Act, which is available on the Company's website i.e. <https://www.metrogloballimited.com/policies/>

The Composition of the CSR Committee (since the formation of the CSR Committee)

Mr. Gautam M. Jain - Chairman

Mr. Nilesh R. Desai - Member (Independent Director)

Mr. Rahul G. Jain - Member (Executive Director)

Average Net Profit of the Company for last three financial years:

(Rs. in Lacs)

Particulars	2016-17	2017-18	2018-19
Net Profit	1,709.60	2,090.25	1,287.22

Average net profit of the Company for last three financial years is at Rs. 1,695.69 Lacs

Prescribed CSR Expenditure (2% of the amount as in item 3 above): Rs. 33.91 Lacs

Details of CSR spent during the financial year:

(a) Amount to be spent for the financial year : Rs. 33.91 Lacs

(b) Total amount spent for the financial year : Rs. 18.69 Lacs

(c) Amount un-spent, if any : Rs. 15.22 Lacs

(d) Manner in which the amount spent during the financial year is detailed below:

Sr. No.	CSR Project	Projects Area	Amount in Rupees	Amount Spent in project in Rupees	Implementing Agency
1	Education	Ahmedabad	9,000/-	9,000/-	Jain Rajasthani Bhasha Aur Sanskar Prachar Mandal
2	Education	Ahmedabad	200,000/-	200,000/-	Jain International Organisation
3	Education	Ahmedabad	100,000/-	100,000/-	The Gujarat Chamber of Commerce
4	Medical Aid	Ahmedabad	70,000/-	70,000/-	The Gujarat Research & Medical Institute
5	Education	Ahmedabad	750,000/-	750,000/-	JITO Administrative Training Foundation
6	Medical Aid	Ahmedabad	500,000/-	500,000/-	The Gujarat Research & Medical Institute
7	Medical Aid	Ahmedabad	50,000/-	50,000/-	Hostel for Blinds
8	Medical Aid	Ahmedabad	70,000/-	70,000/-	The Gujarat Research & Medical Institute
9	Medical Aid	Ahmedabad	20,000/-	20,000/-	The Gujarat Research & Medical Institute
10	Welfare	Ahmedabad	100,000/-	100,000/-	JCG Social Service Trust
		Total	1,869,000/-	1,869,000/-	

The Company had a shortfall of Rs. 15.22 Lacs which was mainly due to the inability to identify appropriate CSR Projects as well as due to the lockdown announced due to the COVID-19 pandemic. However; the Company intends to utilise the unspent money in a phased manner in future upon identification of suitable projects within the Company's CSR Policy.

Place: Ahmedabad
Date: August 20, 2020

Nilesh R. Desai
Director

Gautam M. Jain
Chairman of Committee

ANNEXURE "C"

CORPORATE GOVERNANCE REPORT

1. COMPANY PHILOSOPHY:

At MetroGlobal Limited, Corporate Governance has been an integral part of the way we do our business. As a good corporate entity, the Company is committed to sound corporate practices based on consciousness, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it, thereby paving the way for its long term success. The Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics.

The Company places great emphasis on values such as empowerment and integrity of its employees, along with the safety of the employees, transparency in the decision-making process, and fair & ethical dealings with all. It is governed by a set of principles, initiatives and management structures that confer an integrated vision and a great deal of agility in decision-making. It also employs the best practices and prioritises a long-term strategic vision of its businesses and the collective interest, focusing on results and a meritocracy. The way the Company operates is expressed in its Vision and Values, in its Code of Conduct, and in its Environmental, Social and Governance Policy & Sustainability Principles. Such elements are the organisation's guidelines for its businesses, objectives and challenges.

A report on compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India (SEBI) in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Regulations") is given below:

2. BOARD OF DIRECTORS

The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities.

2.1 Composition of the Board

The Board has an optimum combination of Executive and Non-executive Directors. The size and composition of the Board conforms to the requirements of the Corporate Governance code under Regulation 17(1) of SEBI Regulations, 2015. The Board of Directors of the Company as on March 31, 2020, comprises 6 (six) directors including a woman director, out of which 3 (three) directors are Independent Directors. Independent Directors are Non-Executive Directors, as defined under Regulation 16(1)(b) of the SEBI Listing Regulations as amended from time to time. All Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations as amended from time to time and Section 149 of the Companies Act, 2013..

Category	No.	Percentage of the Total Number of Directors
Executive Directors	2	50%
Non-Executive Directors – Independent Directors as Company has Executive Chairman	3	50%
Woman Director (Non-Executive) & Non-Independent	1	
Total	6	100%

The size and composition of the Board conforms to the requirements of the Corporate Governance code under Regulation 17(1) of SEBI Regulations, 2015. The Board of Directors of the Company as on, March 31, 2020 comprises of 6 (six) directors including a Woman Director.

Name of the Director	Designation	Category	Directorship Held in Other Listed Companies (Other than MGL)	Committee Membership of Other Companies (Other than MGL)
Mr. Gautam M. Jain	Chairman & Managing Director	Executive	1	1

ANNEXURE "C" TO THE DIRECTOR'S REPORT (CONTD.)

Name of the Director	Designation	Category	Directorship Held in Other Listed Companies (Other than MGL)	Committee Membership of Other Companies (Other than MGL)
Mr. Rahul G. Jain	Executive Director	Executive	Nil	Nil
Mr. Sandeep S. Bhandari	Independent Director	Non-Executive	Nil	Nil
Mr. Nilesh R. Desai	Independent Director	Non-Executive	Nil	Nil
Mr. Prashant M. Kheskani	Independent Director	Non-Executive	Nil	Nil
Mrs. Krati R. Jain	Woman Director	Non-Executive	Nil	Nil

Details of the name of other listed entities where Directors of the Company are Directors and the category of Directorship as on March 31, 2020 are as under:

Name of the Director	Name of Other Listed Entities in which the Concerned Director is a Director	Category of Directorship
Mr. Gautam M. Jain (DIN:00160167)	Akshar chem (India) Limited	Non-Executive & Independent

2.2 Board Meetings and Procedure

Notices along with Agenda papers are sent to Directors in advance of each Board Meeting. The necessary information including agenda, the workings & statements containing the status of various matters are placed before the Board of the Company.

Minimum of four Board Meetings are held in each year. Apart from the four prescheduled Board Meetings, additional Board Meetings would be convened by giving appropriate notice to address the specific needs of the Company.

2.3 Profiles of Directors:

Name of Directors	DIN No.	Position	Profiles & Experience
Mr. Gautam M. Jain	00160167	Executive Chairman	Mr. Gautam M. Jain has a vast experience in managing and running large Corporates, including years of experience in Chemicals and Dyestuff Industries. He has completed his Bachelor of Science, LLB, and has an outstanding professional career. Out of over 45 years of his experience, he has spent 33 years in Chemicals, and Dyestuff Industries. He is the Promoter & Executive Director, and is presently the Chairman and Managing Director of the Company.
Mr. Rahul G. Jain	01813781	Executive Director	Mr. Rahul G. Jain has an experience in managing and running Chemicals, and Dyestuff Industries. He has completed his Bachelors of Science in Management Studies with specialisation in Finance and Marketing. He is the Promoter & Executive Director, and currently the Executive Director & Chief Financial Officer (CFO) of the Company.
Mr. Nilesh R. Desai	00414747	Independent Director, Non-Executive Director	Mr. Nilesh R. Desai has diverse experience in Insurance and various industries. He has completed his BSc and has led an exceptional professional career. Out of over 40 years of his experience, he spent more than 15 years as an Independent Director. He is at present the Non-executive & Independent Director, and Chairman of Nomination & Remuneration Committee of the Company.

ANNEXURE "C" TO THE DIRECTOR'S REPORT (CONTD.)

Name of Directors	DIN No.	Position	Profiles & Experience
Mr. Sandeep S. Bhandari	01379445	Independent Director, Non-Executive Director	Mr. Sandeep S. Bhandari has expansive experience in Finance & marketing working with various industries. He has completed his MBA with a specialisation in Finance with a great professional track record. Out of over 35 years of experience, he spent more than 15 years as an Independent Director. He is currently the Non-executive Independent Director, and Chairman of Audit Committee & Stakeholder Responsibility Committee of the Company.
Mr. Prashant M. Kheskani	02589654	Independent Director, Non-Executive Director	Mr. Prashant M. Kheskani comes with an extensive experience in Finance. He is a Chartered Accountant and out of his 15-year experience, he spent more than 2 years as a Independent Director. He is presently the Non-executive Independent Director, and member of Audit Committee & Stakeholder Responsibility Committee of the Company.
Mrs. Krati R. Jain	07150442	Woman Director, Non-Executive Director	Mrs Krati R. Jain is one of the Woman Directors of the Company since April, 2015. She is qualified as Electronics & Telecommunications Engineer & Master of Management Studies. She has an expertise in strategy planning, business administration and management.

2.4 Skills / Expertise / Competencies of Directors

As per the amended SEBI (LODR) Regulations, 2015, the Board is required to review the core skills / expertise /competencies identified by the Board as required in the context of its business & sectors to function effectively. The Board of Directors has identified the below-mentioned skills / expertise / competencies in the context of the business and the sector in which the Company is operating, for the Company to function effectively:

- Knowledge of strategy, corporate legality, HR, IT, marketing, logistics etc. (specialised professional skills)
- Knowledge of accounts and finance including taxation (ability to read and understand financial statements),
- Knowledge of technology, administration and management

The above-mentioned skills / expertise / competencies identified by the Company are also available with the Board as under:

Name of the Director	Expertise in Specific Functional Areas
Mr. Gautam M. Jain	His expertise lies in business leadership,finance, risk management, global experience including mergers, acquisitions and restructuring, taxation, marketing, strategy planning, administration and general management.
Mr. Rahul G. Jain	He is an expert in business leadership,finance, legal affairs, corporate governance, global experience including mergers, acquisitions and restructuring, marketing, strategy planning, administration and general management.
Mrs. Krati R. Jain	She is a specialist in planning, business administration and management.
Mr. Prashant M. Kheskani	He is well-versed with Finance and Taxation matters
Mr. Nilesh R. Desai	He is adept with planning and insurance handling.
Mr. Sandeep S. Bhandari	His expertise lies in Finance and Cost calculations, and marketing.

a. Attendance of the Directors at the Board Meetings and at the Last Annual General Meeting

During the Financial Year ended on March 31, 2020, meeting of the Board of Directors was held 4 (four) times. The Company has held at least one Board meeting in every quarter and the gap between the two Board Meetings was well

ANNEXURE "C" TO THE DIRECTOR'S REPORT (CONTD.)

within the maximum gap of one hundred and twenty days, as per the Companies Act, 2013 and listing Regulations. The minimum information as required under Part A of Schedule II to Regulation 17 (7) of the SEBI Regulations is being made available to the board at respective board meetings.

b. Disclosure

Name of the Director	Number of Board Meetings Held and Attended During the FY 2019-20		Attended the Last AGM Held on September 30, 2019
	Held	Attended	
Mr. Gautam M. Jain (DIN No: 00160167)	4	4	Yes
Mr. Rahul G. Jain (DIN No:01813781)	4	3	Yes
Mr. Sandeep S. Bhandari (DIN No:01379445)	4	4	Yes
Mr. Nilesh R. Desai (DIN No: 00414747)	4	4	Yes
Mr. Prashant M. Kheskani (DIN No:02589654)	4	4	No
Mrs. Krati R. Jain (DIN No:07150442)	4	3	No

In compliance with the Act and LODR, the Independent Directors have carried out a performance review of the Board on the following parameters and came on the following conclusion:

- The size and composition (Executive, Non-executive, Independent Directors and their background in terms of knowledge, skill & experience) of the Board is appropriate.
- The Board conducts itself in such a manner so as to protect and take care of interests of all shareholders.
- The Board is active in addressing matters of strategic concerns in its review.
- The Board makes well-informed high quality decisions on the basis of comprehensive information and insights.
- The Board is effective in establishing a corporate that would enable proficient and effective disclosure, fiscal accountability, high ethical standards and compliance with applicable laws and regulations.
- The Board meeting time is appropriately allocated between management presentation and Board Discussion.
- The Board has a good understanding of the company's key drivers of performance and associated risks, threats and opportunities.
- The Board devotes a considerable amount of time in developing the business strategy and the annual business plan.
- The Board has clearly defined the mandates of its various committees.
- The Board is effective in formulating and monitoring various financial and non-financial policies and plans.
- The Board is effective in developing a corporate governance structure that allows and encourages the Board to fulfil its responsibilities.
- The Board pays considerable attention to the quality of the financial statement, reporting controls and allied matters.
- The Board gives effective advice for achieving company's mission/vision.

The details of Board meetings held during FY 2019-20, and the Directors' attendance in each meeting are given in the following table.

Meeting Held At	Date of Board Meeting	No. of Directors Present
Ahmedabad	May 30, 2019	4
Ahmedabad	August 13, 2019	6
Ahmedabad	November 13, 2019	6
Ahmedabad	February 13, 2020	6

ANNEXURE "C" TO THE DIRECTOR'S REPORT (CONTD.)

Brief resume summary of the directors seeking appointment / re-appointment during the year have been disclosed in the Annexure to the notice to the Annual General Meeting. The last Annual General Meeting was held on September 30, 2019.

Personal shareholding of Executive Directors/ Non-Executive Directors, in the Company as on March 31, 2020 is as follows:

Name of the Directors	Number of Equity Shares Held
Mr. Gautam M. Jain (DIN No: 00160167)	10,61,959
Mr. Rahul G. Jain (DIN No:01813781)	74,818
Mr. Nilesh R. Desai (DIN No: 00414747)	NIL
Mr. Sandeep S. Bhandari (DIN No:01379445)	NIL
Mr. Prashant M. Kheskani (DIN No:02589654)	NIL
Mrs. Krati R. Jain (DIN No:07150442)	NIL

COMMITTEES OF THE BOARD:

The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles under which are considered to be performed by members of the Board, as a part of good governance practice. The minutes of the meetings of all the Committees are placed before the Board for review. The Board has established the following Committees:

- (1) Audit Committee (AC)
- (2) Nomination & Remuneration Committee (NRC)
- (3) Stakeholders Relationship Committee (SHRC)
- (4) Corporate Social Responsibility (CSR) Committee

AUDIT COMMITTEE

3.1 Composition, Meetings, and Attendance of Audit Committee:

The Audit Committee of the Company constituted in line with Regulation 18 of LODR read with 177 of the Companies Act, 2013, acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors. This allows them to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report.

The Audit Committee comprises two independent Directors and one Executive Director as on March 31, 2020. Mr. Sandeep S. Bhandari, Independent Director is the Chairman of the Committee. All the members of the Committee have a fair knowledge of accounting and financial management.

During FY 2019-20, four Audit Committee meetings were held on May 30, 2019, August 13, 2019, November 13, 2019 and February 13, 2020 in due compliance with the stipulated provisions. The Attendance record of the members of Audit Committee is given below.

Name of Member	Category of Director	Status	No. of Meetings Attended
Mr. Sandeep S. Bhandari (DIN No:01379445)	Independent Director	Chairman	4
Mr. Rahul G. Jain (DIN No:01813781)	Executive Director	Member	3
Mr. Prashant M. Kheskani (DIN No:02589654)	Independent Director	Member	4

In addition to the above, the Committee meeting was attended by the Internal Auditors, Statutory Auditors, CFO & Company Secretary.

The Committee acts as a link between the management, auditors and the Board and has full access to the financial information.

3.2 Terms of Reference

The role and terms of reference of the Audit Committee covers the matters specified under Regulation 18 and Part C of Schedule II of the LODR read with Section 177 of the Act. The Audit Committee reviews the financials statements of the Company and Subsidiary Company and also primarily performs the following functions:

- To review the audit plan and Company's external Audit Report.
- To review financial Statements of the Company before their submission to the Board.
- To review company's staff support to the external auditors.
- To recommend for appointment remuneration and terms of appointment of auditors of the company.
- To review the scope and results of internal audit procedure.

ANNEXURE "C" TO THE DIRECTOR'S REPORT (CONTD.)

- To review related party transactions.
- To scrutinise inter-corporate loans and investment.
- To evaluate internal financing controls and risk management systems.
- To review the functioning of the Whistle Blower mechanism.
- To generally undertake other such functions and duties as is mentioned in the terms of reference of the Audit Committee and as may be required by statute or by the Listing Agreement and by other such amendments made thereto from time to time.

4. NOMINATION & REMUNERATION COMMITTEE (NRC)

4.1 Composition of Committee, Meeting and Attendance of NRC Committee

The constitution and terms of reference of Nomination and Remuneration Committee of the Company are in compliance with provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The Committee comprises three members. Mr. Nilesh R. Desai, an Independent Director, is Chairman of the Committee as on March 31, 2020.

During FY 2019-20, three meetings of the Nomination and Remuneration Committee meeting were held on May 30, 2019, August 13, 2019 and November 13, 2019 in due compliance with the stipulated provisions. The Attendance Record of the members of Nomination and Remuneration Committee is given below.

Name of Member	Category of Director	Status	No. of Meetings Attended
Mr. Nilesh R. Desai (DIN No: 00414747)	Independent Director	Chairman	3
Mr. Sandeep S. Bhandari (DIN No: 01379445)	Independent Director	Member	3
Mr. Prashant M. Kheskani (DIN No:02589654)	Independent Director	Member	3

4.2 Terms of Reference

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

- Formulation of criteria for evaluation of Independent Directors and the Board of Directors.
- Devising a policy on Board diversity.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria, recommend to the Board their appointment and removal and shall carry out the evaluation of every director's performance.
- To extend or continue the term of appointment of the Independent Director on the basis of the report of performance evaluation of Independent Directors,
- To recommend / review the remuneration of the Managing Director(s), Whole-time Director(s), and senior management personnel, based on their performance and defined assessment criteria.
- To carry out any other function as mandated by the Board from time to time and/ or enforced by any statutory notifications, amendments or modification, as may be applicable.

4.3 Remuneration Policy:

The Remuneration Policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Company endeavours to attract, retain develop and motivate the high calibre executives and to incentivise them to develop and implement Group's strategy thereby enhancing the business value and maintain a high performance workforce. The policy ensures that the level and composition of remuneration of the Directors is optimum.

Remuneration to Executive Directors

The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee based on criteria such as industry benchmarks, the Company's performance, and review on remuneration packages of heads of other organisations. The decision is made by the Board of Directors, within the limits prescribed under Companies Act 2013 and approved by shareholders.

Details of the remuneration paid / payable to the Executive Directors of the Company during the FY 2019-20 are as under:

ANNEXURE "C" TO THE DIRECTOR'S REPORT (CONTD.)

Name of Director	Category of Director	Salary * (Rupees)	Sitting fees (Rupees)
Mr. Gautam M. Jain	Chairman & Managing Director	4,232,240	NIL
Mr. Rahul G. Jain	Executive Director	3,529,760	NIL

*Salary Expenses: Due to recession and COVID-19 Mr. Gautam M. Jain & Mr. Rahul G. Jain, Directors have voluntarily forgone their remuneration from November-2019 to March-2020.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE (SHRC)

5.1 Composition of Committee, Meetings and Attendance of SHRC Committee

The constitution and terms of reference of Stakeholders Relationship Committee of the Company are in compliance with provisions of Companies Act, 2013 and SEBI Listing Regulations, to look in to various aspects of interest of shareholders including complaints related to transfer/transmission of shares, non-receipt of Annual report, non-receipt of declared dividend, issue of new/duplicate certificates etc.

The Stakeholder committee comprises three members and Mr. Sandeep S. Bhandari an Independent Director is Chairman of the committee as on March 31, 2020.

During the FY 2019-20 three Stakeholders Relationship Committee meeting were held on May 30, 2019, August 13, 2019 and November 13, 2019 in due compliance with the stipulated provisions. The Attendance record of the members of Stakeholders/Relationship Committee is given below.

Name of Member	Category of Director	Status	No. of Meetings Attended
Mr. Sandeep S. Bhandari (DIN No: 01379445)	Independent Director	Chairman	3
Mr. Nilesh R. Desai (DIN No: 00414747)	Independent Director	Member	3
Mr. Prashant M. Kheskani (DIN No:02589654)	Independent Director	Member	3

5.2 Terms of Reference

- To look into various aspects of interest of shareholders, debenture holders and other security holders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Reviewing the measures taken for effective exercise of voting rights by shareholders.
- Reviewing of adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Reviewing the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

5.3 Redressal of Investor Grievances:

The Company and its Registrar and Transfer Agent address all complaints, suggestions and grievances expeditiously and replies are sent within 10 days except in case of dispute over facts or other legal impediments and procedural issues.

During the year under review, 10 (ten) investor complaints were received and resolved. There was no unattended or pending investor grievance as on March 31, 2020.

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

6.1 Composition of Committee, Meetings and Attendance of CSR Committee

The Company has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013, and rules framed asunder.

Corporate Social Responsibility committee comprises 3 (three) Directors. Mr. Gautam M. Jain an Executive Director is Chairman of the Committee.

During the FY 2019-20, 4 (four) Corporate Social Responsibility committee meetings were held on May 30, 2019, August 13, 2019, November 13, 2019 and February 13, 2020 in due compliance with the stipulated provisions. The Attendance Record of the members of the Corporate Social Responsibility (CSR) committee is given below.

ANNEXURE "C" TO THE DIRECTOR'S REPORT (CONTD.)

Name of Member	Category of Director	Status	No. of Meetings Attended
Mr. Gautam M. Jain (DIN No:00160167)	Executive Director	Chairman	4
Mr. Rahul G. Jain (DIN No: 01813781)	Executive Director	Member	3
Mr. Nilesh R. Desai (DIN No: 00414747)	Independent Director	Member	4

6.2 Terms of References:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013 and rules made there under and monitor, review the same and determine implementation process/execution of the CSR Policy.
- To recommend the amount of expenditure to be incurred on the CSR activities.
- To monitor the implantation of framework of CSR policy.

Disclosure of contents of Corporate Social Responsibility as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as separate annexure.

7. INDEPENDENT DIRECTORS MEETING

The Independent Directors met on July 17, 2020 without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-independent Directors and the Board as a whole; the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Attendance Record of the members of the Independent Directors Meeting is given below:

Name of Member	Category of Director	Status	No. of Meetings Attended
Mr. Sandeep S. Bhandari (DIN No:01379445)	Independent Director	Chairman	1
Mr. Nilesh R. Desai (DIN No: 00414747)	Independent Director	Member	1
Mr. Prashant M. Kheskani (DIN No: 02589654)	Independent Director	Member	1

8. CODE OF CONDUCT

The Board of Directors has laid down the Code of Conduct, applicable to all Board members and senior executives of the Company. All Board members and senior management executives have affirmed compliance with the Code of Conduct.

I hereby confirm that all the Directors and Senior Management of the Company have affirmed compliance with Code of Conduct as applicable to them for the financial year ended on March 31, 2020.

For MetroGlobal Limited

Gautam M. Jain

Date: August 20, 2020

(DIN No:00160167)

Place: Ahmedabad

Chairman & Managing Director

Code for Prohibition of Insider Trading:

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has adopted a 'Code for Prevention of Insider Trading'. The said Code of Conduct has been revised in accordance with the Securities and Exchange Board of India (Insider Trading) Regulations, 2018. The Company Secretary is the "Compliance Officer". The Code of Conduct is applicable to all Directors and designated persons as defined in the Code of Conduct

ANNEXURE "C" TO THE DIRECTOR'S REPORT (CONTD.)

9. GENERAL BODY MEETINGS:

(i) Annual General Meetings

Location, date and time of Annual General Meetings (AGMs) and Special Resolutions passed thereat;

AGM and date	Time	Location	No. of Special Resolutions passed
27 th AGM September 30, 2019	4:30 p.m.	Conference Hall, Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, Khar (West), Mumbai	Three
26 th AGM September 29, 2018	11:30 a.m.	Conference Hall, Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, Khar (West), Mumbai	Two
25 th AGM September 29, 2017	11:30 a.m.	Conference Hall, Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, Khar (West), Mumbai	Nil

Financial Year (FY)	Items
2018-19	<ol style="list-style-type: none"> 1. Reclassification of Promoters of the Company 2. To reappoint Mr. Nilesh R. Desai (DIN No:00414747) for a period of Five Years. 3. To reappoint Mr. Sandeep S. Bhandari (DIN No:01379445) for a period of Five Years.
2017-18	<ol style="list-style-type: none"> 1. Reclassification of Promoters of the Company 2. Revision of Remuneration of Mr. Gautam M. Jain, as Executive Chairman and Managing Director of Company
2016-17	NIL

POSTAL BALLOT

There were no resolutions /special resolutions passed through postal ballot process during FY 2019-20 as the prescribed procedure for postal ballot as per the provisions contained in this behalf in the Companies Act, 2013 read with rules made there under as amended from time to time shall be complied with whenever necessary.

SUBSIDIARY COMPANY:

The Company has one non-listed Subsidiary company namely Metrochem Capital Trust Limited. It is not falling under material subsidiary company. The Company has nominated Mr. Nilesh R. Desai, Independent Director of the Company on the Board of Metrochem Capital Trust Limited.

The subsidiary of the Company functions with an adequate empowered Board of Directors. For effective governance, the company monitors the performance of the subsidiary company by reviewing Financial statements, in particular investment made by unlisted subsidiary company by the Company's Audit committee.

9. OTHER DISCLOSURES:

(a) Related Party Transactions

All Related Party Transactions entered into during the financial year were on an arm's length basis in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations. There are no materially significant related party transactions entered by the company with promoters, directors, KMP etc. which may have potential conflict with the interest of the company at large or which warrants the approval of the shareholders. However, the details of the transactions entered with related parties are provided in the company's financial statement in accordance with the accounting standards. All Related Party Transactions are presented to the Audit Committee. A statement of all Related Party Transaction is presented before the Audit committee on a quarterly basis, and specifies the nature, value, terms and conditions of the transactions.

The Company has updated a Related Party Transaction policy which is uploaded on the website of the Company at <https://www.metrogloballimited.com/policies/>

ANNEXURE "C" TO THE DIRECTOR'S REPORT (CONTD.)

(b) Disclosure of the Accounting Treatment

The Company has followed all applicable Accounting Standards referred in section 133 of Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, while preparing the financial statements subject to notes thereon.

(c) Proceeds from Public Issues, Right Issues, Preferential Issues etc.

During the year, the Company has not issued any equity shares, right issue and preferential issues as per SEBI (ICDR) guidelines, 2009.

(d) Code for Prevention of Insider Trading Practices

The Company has instituted a comprehensive Code of Conduct for the Prevention of Insider Trading for its designated employees, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) regulation, 2015, as amended from time to time. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them of the consequences of violations.

(e) Management Discussion and Analysis Report

The Management Discussion and Analysis Report, published as a separate section of this report is prepared in accordance with the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forms a part of the Annual Report.

(f) Disclosure of Directors Seeking Appointment / Reappointment

The details pertaining to Directors seeking appointment / reappointment are furnished as Annexure to notice convening the Annual General Meeting.

(g) Details of Compliance

The Company has complied with all the requirement of the Stock Exchange as well as the regulations and guidelines prescribed by the Securities and Exchange Board of India (SEBI). There were no penalties or strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

(h) Certificate of Non-Disqualification of Directors

The Company has obtained a certificate from Mr. Jignesh A. Shah, Practising Company Secretary confirming that none of the Directors of the Company are debarred or disqualified by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such authority from being appointed or continuing as Director of the Company and the same is also attached to this report.

(i) Whistle Blower Policy

The Company has adopted a Whistle Blower Policy and establishes the necessary vigil mechanism for employees and directors to report the concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The Whistle Blower policy is uploaded on the website of the company at <https://www.metrogloballimited.com/policies/>. During the year under review, there were no instances of whistle blower.

(j) CEO/CFO Certification

In terms of Regulation 17 (8) of Schedule II of the LODR, Chairman and Managing Director and the CFO of the company have certified to the Board with regard to the Financial Statements and other matters for the year ended March 31, 2020. The certificate is appended as an Annexure to this report.

(k) Auditors' Report on Corporate Governance

Certificate from the Statutory Auditors confirming compliance with the conditions of Corporate Governance, as stipulated in clause 49 of the Listing Agreement of the Stock Exchanges in India and relevant provisions of Securities and Exchange Board of India (LODR) regulations, 2015 forms part of this report.

(l) Disclosures in Relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, the Company has constituted an Internal Complaints Committee which is responsible for the redressal of complaints related to sexual harassment. During the year under review, there were no complaints pertaining to sexual harassment.

ANNEXURE "C" TO THE DIRECTOR'S REPORT (CONTD.)

(m) Policy for Preservation of Documents:

The Company has a policy for preservation of documents. The said policy is available at Company's website <https://www.metrogloballimited.com/policies/>

(n) Policy for Determination of Material Event and Price-Sensitive Information:

The Company has a policy for determination of material event and price-sensitive information. The said policy is available at the Company's website <https://www.metrogloballimited.com/policies/>

(o) Fees paid to the Statutory Auditors:

During the financial year 2019–20, the Statutory Auditors of the Company were paid fees for audit and providing other services as per below details:

(Rs. in Lacs)

Name of the Auditors	Fees paid		Total
	For Statutory Audit	For providing other services	
AMPAC & Associates	Rs. 6.00 Lacs	Nil	Rs. 6.00 Lacs

(p) Other Policies and Disclosures:

The Company has also adopted other policies as required under SEBI Regulations and other applicable laws, circular and notifications.

The discretionary requirements as specified in Part E of Schedule II of SEBI Regulations, wherever applicable to the Company, have been adopted. Furthermore, the Company has complied with disclosure requirements, wherever applicable, as specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Regulations.

(q) Mandatory & Non-Mandatory Clauses:

The Company has complied with all mandatory requirements laid down by SEBI Regulations. The non-mandatory requirements complied with have been disclosed at relevant places.

10. MEANS OF COMMUNICATION:

a) Financial Results:

The Company has published the result for first 3 (three) quarters for FY 2019-20, in the Free Press

Journal (English) and Navshakti (a regional daily published from Mumbai in Marathi). The Quarterly / Yearly Result of March 31, 2020, was not published as per exemption given under notification* issued by SEBI.

*SEBI vide Circular No: SEBI/HO/CFD/CMD1/CIR/P/2020/48 dated March 26, 2020 and further extended vide Circular No: SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 regarding exemption from Publication of Advertisements in newspapers as required under Regulation 47 of the Listing Regulation for all the events Scheduled till June 30, 2020

The quarterly/half yearly and annual results and other news releases are displayed on the website of the Company- <https://www.metrogloballimited.com/quarterly-and-half-yearly-reports/> shortly after its submission to the stock exchange.

b) Intimation to Stock Exchanges:

The Company also regularly intimates to the Stock Exchange all price sensitive and other information which is material and relevant to the investors.

Despatch of Annual Reports for FY 2019-20

In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide circular no. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 (the 'MCA Circulars'), provided certain relaxations for companies, including conducting Annual General Meeting (AGM) through Video Conferencing (VC) or through other audio-visual means (OAVM) ('electronic mode'), if AGMs of such companies are conducted during the calendar year 2020. The said MCA Circulars have also dispensed with the printing and despatch of annual reports to shareholders.

In line with the above MCA Circulars, SEBI vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 dispensed with the requirement of Regulation 36 (1)(b) and (c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('SEBI LODR') for listed entities. This refers to the entities who conduct their AGMs during the calendar year 2020, which otherwise prescribes that a listed entity shall send a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses and hard copies of full

ANNEXURE "C" TO THE DIRECTOR'S REPORT (CONTD.)

annual reports to those shareholders, who request for the same, respectively.

Accordingly, this year, in view of spread of COVID-19 pandemic and also to support the 'Green Initiative in Corporate Governance', an initiative taken by the MCA, the Company has decided to send soft copies of Annual Report 2019-20 (including AGM Notice) to those shareholders whose email IDs are registered with the Depository Participants and / or with the Company's Registrars and Transfer Agents.

In terms of above-stated MCA Circulars and in view of the current extraordinary circumstances due to COVID-19 pandemic that require social distancing, the Company is taking measures to allow Members to vote through the e-voting mechanism or using other electronic modes. This will be in accordance with the provisions of the Companies Act, 2013 and rules made there under, without holding AGM that requires physical presence of Members at a common venue.

With respect to the detailed procedure for remote e-voting or voting through an electronic mode and attending the AGM through VC/OAVM, please refer the Notes and instructions annexed to Notice of 28th AGM.

Green Initiative for Paperless Communications:

To support the 'Green Initiative in the Corporate Governance', an initiative has been taken by the Ministry of Corporate Affairs (MCA). The Company has sent the soft Copies of Annual Report 2019-20 to those members whose email IDs were registered with the Depository Participants (DPs).

11. GENERAL SHAREHOLDERS INFORMATION:

(a) Company Registration Details:

The Company is registered in the state of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L21010MH1992PLC069527

(b) Registered Office:

101, "Mangal Disha", Near Guru Gangeshwar Temple, 6th Road, Khar (West), Mumbai: 400052

(c) Corporate Office:

506-509, "SHILP", Opp. Girish Cold Drinks, C G Road, Navrangpura, Ahmedabad: 380009

(d) Annual General Meeting

Day	Tuesday
Date	September 29, 2020
Time	11:30 p.m.
Place	In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide circular no. 20/2020 dated May 5, 2020 read with circular No. 14/2020 dated April 8, 2020 and circular No. 17/2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars'), inter alia, permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.
Posting of Annual Report Through Email	September 05, 2020

(ii) Financial Year:-

The Financial Year of the Company is from April 01 to March 31. The Board Meeting for approval of the Quarterly Financial Results during the year ended March 31, 2020 were held on the following dates:-

Quarter	Date of Board Meeting
First Quarter Results: June 30, 2019	August 13, 2019
Second Quarter and Half yearly results: September 30, 2019	November 13, 2019
Third Quarter: December 31, 2019	February 13, 2020
Fourth Quarter: March 31, 2020 (Audited)	June 29, 2020

Financial Calendar-* for 2019-20

First Quarter Results: June 30, 2019	Within 45 days from the closure of the quarter.
Second Quarter and Half yearly results: September 30, 2019	Within 45 days from the closure of the quarter.
Third Quarter: December 31, 2019	Within 45 days from the closure of the quarter.

ANNEXURE "C" TO THE DIRECTOR'S REPORT (CONTD.)

Fourth Quarter & Annual Results: March 31, 2020 (Audited)	Within 120 days from the closure of the quarter i.e. up to July 31, 2020 due to Covid-19 Pandemic.
--	--

Tentative Financial Calendar for the year 2020-21*

Period	Approval of Quarterly Result
Quarterly results and Limited Review for the quarter ending June 30, 2020	Within 45 days of the end of the quarter
Quarterly/ Half-yearly results and Limited Review for the quarter ending September 30, 2020	
Quarterly/ Nine-months results and Limited Review for the quarter ending December 30, 2020	
Results for the Year ending March 31, 2021	Within 60 days of the end of the financial year
Annual General Meeting for the year ending March 31, 2021	By the end of September, 2021

The above schedule is tentative for the Financial Calendar for the year 2020-21 as per the prescribed norms. However, it may differ from time to time on the basis of SEBI Circular/MCA notification in the matter.

(iii) Dates of Book Closure:-

Book Closure dates: September 22, 2020 to September 29, 2020 (both days inclusive) for the purpose of 28th Annual General Meeting.

(iv) Dividend Payment:-

The Board of Directors at their meeting held on June 29, 2020 did not recommend any dividend per equity share at the face value of Rs. 10/- each for the Financial Year 2019-20.

(v) Listing on Stock Exchange:

Name of the Stock Exchange	Stock Code
Bombay Stock Exchange of India Limited	500159

(vi) Depositories:**a. National Securities Depository Limited (NSDL)**

Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai: 400 013

b. Central Depository Services (India) Limited (CDSL)

Marathon Futurex, A- wing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai - 400013

(vii) Stock Code:

The Shares of the Company are traded compulsorily in Demat segments. The ISIN allotted to the Company's Shares under the depository system is **INE085D01033**

(viii) Stock Market Price Data:

During the year, Company's equity shares are actively traded during 2019-20 at Bombay Stock Exchange Limited, Mumbai.

Bombay Stock Exchange Limited: MetroGlobal Limited (500159)

Month	METROGLOBL Share Price			No. of Shares Traded during the Month	Turnover in Rs.
	High Rs.	Low Rs.	Close Rs.		
April-2019	55.10	50.45	50.50	37,381	2,010,870
May-2019	65.95	47.70	55.95	23,757	1,284,257
June-2019	68.00	51.30	58.05	25,520	1,465,198
July-2019	69.75	46.05	50.70	12,962	751,373
August-2019	56.00	41.20	48.05	5,733	273,427
September-2019	62.00	43.25	49.15	18,369	967,450
October-2019	53.65	44.30	48.00	8,219	388,638
November-2019	62.00	44.05	48.65	23,037	1,211,214
December-2019	55.95	41.40	44.55	12,515	581,696
January-2020	58.00	42.00	51.80	18,555	902,266
February-2020	60.25	41.65	43.00	11,907	571,846
March-2020	50.95	26.10	34.00	64,595	2,191,250
Total				262,550	12,599,485

ANNEXURE "C" TO THE DIRECTOR'S REPORT (CONTD.)

(ix) Registrar and Share Transfer Agents:

The Company in compliance with the SEBI guidelines has appointed Sharex Dynamic (India) Private Limited Mumbai as Registrar and share transfer agent for both Physical and Electronic form of Shareholding.

Shareholders are requested to correspond directly with the R & T Agent for transfer/ transmission of shares, change of address, queries pertaining to their shares, dividend etc.

Sharex Dynamic (India) Private Limited

Re: MetroGlobal Limited

C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai:400083

(x) Share Transfer System:

The Company's shares are compulsorily traded in the demat segment on stock exchanges and bulk of the transfer takes place in the electronic form. The share transfers received in physical form are processed through R & T Agent, within seven days from the date of receipt, subject to the documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, issue of duplicate share certificates, dematerialisation etc. to the stake holder relationship committee. All the physical transfers received are processed by the R & T Agent and are approved by the Stakeholder Relationship Committee well within the statutory period of one month.

The Company obtained the following certificate(s) from a Practising Company Secretary and submitted the same to stock exchange within stipulated time.

- 1 The certificate confirming due compliance of share transfer formalities by the Company pursuant to Regulation 40(9) of the SEBI Listing Regulations for half year ended September 30, 2019 and March 31, 2020 respectively with the Stock Exchanges and
- 2 The certificate regarding reconciliation of the share capital audit of the Company on quarterly basis

(xi) Dematerialisation of Shares and Liquidity:

The Equity Shares of the Company are tradable in the compulsory dematerialised segment of the Stock Exchange and are available in depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The demat security (ISIN) code for the Equity Share is **INE085D01033**.

(xii) Distribution of Shareholding as on March 31, 2020.

Shareholding of Nominal Value of	Shareholders		Share Amount	
	Number	% to Total	In Rs.	% to Total
Up to 5,000	12,578	96.858	6,887,000	5.584
5,001 10,000	171	1.317	1,381,010	1.120
10,001 20,000	105	0.809	1,465,200	1.188
20,001 30,000	37	0.285	961,690	0.780
30,001 40,000	21	0.162	743,430	0.630
40,001 50,000	15	0.116	699,490	0.567
50,001 100,000	31	0.239	1,979,560	1.605
100,000 and above	28	0.216	109,226,370	88.554
	12,986	100%	123,343,750	100%

(Xiii) Shareholding Pattern as on March 31, 2020 is as follows:

Category	No of Shares	Percentage %
Promoters Holding	9,217,166	74.728
Financial Institutions/Bank/Mutual Fund	15,606	0.126
Private Body Corporate	1,273,522	10.325
Individuals	1,804,334	14.628
NRI's/Clearing Member	23,747	0.193
Total	12,334,375	100%

ANNEXURE "C" TO THE DIRECTOR'S REPORT (CONTD.)

(xi) Dematerialisation of Share and Liquidity:

Share Capital	No. of Shares	Percentage
Total Capital	12,334,375	100%
Listed Capital	12,334,375	100%
Held in Dematerialised Form		
(i) Held in Dematerialised Form in CDSL	5,671,003	45.97%
(ii) Held in Dematerialised Form in NSDL	6,296,106	51.05%
(iii) Physical Shares	367,266	2.98%
Total No. of Shares (i) to (iii)	12,334,375	100%

(xii) Lock in Details of Shares:

Name of the Shareholder	No. of Shares under Lock-in	Lock-in From	Lock-in Upto
Not Applicable	Nil	Nil	Nil

(xiii) Credit Rating:

Rating Agency	Facilities	Rating/Outlook	Rating Action
CARE Ratings Limited	Long-term Bank Facilities	CARE BBB+; Stable (Triple B Plus; Outlook: Stable)	Reaffirmed
	Short-term Bank Facilities	CARE A2 (A Two)	Reaffirmed

(xiv) Investor Correspondence:-

All enquiries, clarification and correspondence should be addressed to the Company Secretary and Compliance Officer:-

- Mr. Nitin S. Shah
Company Secretary & Compliance Officer
MetroGlobal Limited,
808-809, 'SHILP' Building,
Opp: Girish Cold Drinks,
C. G. Road, Navrangpura,
Ahmedabad: 380009
Tel No. +91 79 26468016
Email ID: investors@metrogloball.in
- M/s Sharex Dynamic (India) Private Limited
C-101, 247 Park, LBS Marg,
Vikhroli (W), Mumbai: 400083
Email: support@sharexindia.com
Phone: 022 - 28512606, 2851 5644
Fax: 022- 2851 2885

12. SECRETARIAL AUDIT REPORT

A qualified practicing Company Secretary carried out secretarial audit of the Company. The Secretarial audit report confirmed that the total issued / paid-up capital was in agreement with the aggregate of the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

13. CEO/CFO CERTIFICATION:

The CEO and CFO have certified to the Board with regard to the financial statements and other matters as required by the SEBI Listing Regulations. The certificate is appended as an Annexure to this report.

14. UNCLAIMED DIVIDEND

There was not any Unclaimed Dividend for the year 2011-12 as there was no declaration of Dividend, and hence no amount is required be transferred to the Investor Education and Protection Fund of Central Government during the year 2019-20.

Unclaimed Dividend: Under the Companies Act, 1956, the dividends that are unclaimed for a period of seven years automatically get transferred to the Investor Education and Protection Fund administered by the Central Government.

15. COMPLIANCE CERTIFICATE FROM THE AUDITORS OF THE COMPANY

The certificate from M/s AMPAC & Associates, Chartered Accountants, as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 is annexed to this report forming a part of the Annual Report.

16. NON-MANDATORY REQUIREMENTS:

The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

- Shareholders Rights:** The quarterly, half-yearly and annual financial results of the Company are published in newspapers and posted on the Company's website; www.metrogloballimited.com. The same are also available on the sites of stock exchange where the shares of the Company is listed i.e. www.bseindia.com.

ANNEXURE "C" TO THE DIRECTOR'S REPORT (CONTD.)

- **Auditor's Opinion:** The Company's financial statements for the financial year 2019-20 do not contain any audit qualification.
- **Reporting of Internal Auditor:** The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meeting and regularly attends the Meeting for reporting their findings of the internal audit to the Audit Committee Members.

ANNEXURE "C" TO THE DIRECTOR'S REPORT (CONTD.)

AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

We have examined the compliance of conditions of Corporate Governance by MetroGlobal Limited for the year ended on March 31, 2020, as stipulated in Regulations 17, 18, 19, 20, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (as amended) (collectively referred to as 'SEBI Listing Regulations, 2015').

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and there presentations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **AMPAC & Associates**

Chartered Accountants

FRN: 112236W

Piyush B. Sheth

Partner

M. No.: 044062

UDIN: 20044062AAAABJ1411

Place: Mumbai

Date: August 20, 2020

ANNEXURE "C" TO THE DIRECTOR'S REPORT (Contd.)

CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)

We, Gautam M. Jain, Chairman & Managing Director and Nitin S. Shah, Chief Financial Officer of MetroGlobal Limited, to the best of our knowledge and belief certify that;

1. We have reviewed the Financial Statements, its schedule and notes to accounts and the cash flow statements for the year ended March, 31, 2020 and that to the best of our knowledge and belief:
 - a) these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2020 which are fraudulent, illegal or in violation of the Company's code of conduct.
3. We accept the responsibility for establishing and maintaining internal control system and that we have evaluated the effectiveness of the internal control system of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control system, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We further certify that we have indicated to the auditors and the Audit Committee:
 - a) there have been no significant changes in internal control system during the year;
 - b) there have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes of the financial statements; and
 - c) there have been no instances of significant fraud of which we have become aware, involving management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Ahmedabad
Date: June 29, 2020

Gautam M. Jain
Chairman & Managing Director

Nitin S. Shah
Chief Financial Officer (CFO)

ANNEXURE "D"

Form MGT- 9

EXTRACT OF THE ANNUAL RETURN

As on the Financial Year Ended on March 31, 2020

Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014

I. REGISTRATION AND OTHER DETAILS

I)	CIN:-	L21010MH1992PLC069527
II)	Registration date	November 12, 1992
III)	Name of the company	MetroGlobal Limited
IV)	Category / Sub Category of the company	Public Limited Company
V)	Address of the Registered Office and Contact Details	101, 1 st Floor, 'Mangal Disha', Near Guru Gangeshwar Temple, 6 th Road, Khar (West), Mumbai-400052, Maharashtra, India
VI)	Whether the company is listed	Yes
VII)	Name, address and contact details of the registrar and transfer agent, if any	Sharex Dynamic (India) Private Limited, UC-1, 247 Park, LBS Marg, Vikhroli, (West), Mumbai-400083 Phone :+91 22-28515606/28515644/28516338 Fax: +91-22 28512885 E-mail :support@sharexindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated;

Sr. No.	Name and description of main products/service	NIC Code of the product/ Service	% to total turnover of the Company
1.	Trading of Chemicals, Textiles, Metals, Minerals and Ore and Precious Metals	N.A., as the Company is engaged in trading activities of Chemicals, Textiles, Metals, Minerals & Ores and Precious Metals	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY, JOINT VENTURE & ASSOCIATE COMPANIES:

Sr. No.	Name and address of the company Particulars of Holding, Subsidiary, Joint Venture and Associate Companies	CIN/ GLN/ LLPIN	Holding/ Subsidiary/ JV/ Associates	% of stake held	Applicable section
1.	Metrochem Capital Trust Limited 808-809, Shilp, C. G. Road. Navrangpura, Ahmedabad-380009	U65910GJ1984 PLC007181	Subsidiary	80%	2(87)
2.	Rian Chemicals Private Limited 508-509, Shilp, Opp. Girish Cold Drinks, C. G. Road, Navrangpura, Ahmedabad - 380009	U24100GJ2014PTC080012	Associate	45%	Strike Off
3.	DK Metro Procon Private Limited 9, Shivalaya Apartments, Nr. Bank of Baroda, B/H Saffron, Panchvati, Ahmedabad-380006	U45201GJ2011PTC065348	JV/ Associate	45%	2(6)
4.	Dual Metals Private Limited 9, Shivalaya Apartments, Panchvati First Lane, Ambawadi, Ahmedabad-380006	U27205G2008PTC055433	JV/ Associate	45%	2(6)
5.	Myspace Infracon LLP U-02, Swagat Building, Near Lal Bungalows, C. G. Road, Ahmedabad-380006	AAH 1918	JV/ Associate	25%	2(6)

ANNEXURE "D" TO THE DIRECTOR'S REPORT (CONTD.)

Sr. No.	Name and address of the company Particulars of Holding, Subsidiary, Joint Venture and Associate Companies	CIN/ GLN/ LLPIN	Holding/ Subsidiary/ JV/ Associates	% of stake held	Applicable section
6.	Metro Apptech LLP 508--509, Shilp, Near Navrangpura Municipal Market, Opp. Girish Cold Drinks, C.G.Road. Navrangpura, Ahmedabad-380009	AAL 3448	JV/ Associate	80%	2(6)
7.	Ganesh Infrastructure, S-31, Yogeshwar Apartment, Shubhanpura, Vadodara	Partnership Firm	JV/ Associate	24.25%	NA
8.	PMZ Developers, 3 rd Floor, Landmark, Opp. HDFC Bank, Navrangpura, Ahmedabad-380009	Partnership Firm	JV/ Associate	34.79%	NA
9.	Keshavji Developers, Plot No: 608-612, GIDC, Ankleshwar	Partnership Firm	JV/ Associate	26.67%	NA

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY AS ON MARCH 31, 2020)
i) Category-wise share holding

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoter									
(1) Indian		0				0			0
(a) Individuals/ HUF	1,233,677	0	1,233,677	7.556	1,233,677	0	1,233,677	10.002	2.446
(b) Central Government		0				0			0
(c) State Government(s)		0				0			0
(d) Bodies Corporate	7,983,489	0	7,983,489	48.898	7,983,489	0	7,983,489	64.726	15.828
(e) Banks/ FI		0				0			0
(f) Any Others		0				0			0
Sub-total (A) (1):-	9,217,166	0	9,217,166	56.454	9,217,166	0	9,217,166	74.728	18.274
(2) Foreign									
(a) NRI - Individuals		0				0			0
(b) Other - Individuals		0				0			0
(c) Bodies Corporates		0				0			0
(d) Banks / FI		0				0			0
(e) Qualified Foreign Investor		0				0			0
(f) Any other,specify		0				0			0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of the Promoter (A) = (A)(1)+(A)(2)	9,217,166	0	9,217,166	56.454	9,217,166	0	9,217,166	74.728	18.274
(B) Public shareholding									
1. Institutions									
(a) Mutual Funds / UTI	55	413	468	0.003	55	413	468	0.004	0.001
(b) Banks / FI	7,600	106	7,706	0.047	7,600	106	7,706	0.062	0.015

ANNEXURE "D" TO THE DIRECTOR'S REPORT (CONTD.)

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
(c) Central Government	732	0	732	0.004	732	0	732	0.006	0.002
(d) State Government(s)		0				0			0.000
(e) Venture Capital Funds		0				0			0.000
(f) Insurance Companies	6,700	0	6,700	0.041	6,700	0	6,700	0.054	0.013
(g) FI	0	1,142	1,142	0.007	0	1,142	1,142	0.009	0.002
(h) Foreign Venture Capital Funds		0				0			0.000
(i) Others (specify)		0				0			0.000
Sub-total (B)(1):-	15,087	1,661	16,748	0.102	15,087	1,661	16,748	0.135	0.033
2. Non-Institutions									
(a) Bodies Corporate									
(i) Indian	4,584,554	14,666	4,599,220	28.170	1,259,066	14,456	1,273,522	10.325	(17.845)
(ii) Overseas		0				0			0.000
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 Lac	1,021,145	341,191	1,362,336	8.344	1,008,331	336,573	1,344,904	10.904	2.560
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lac	777,763	0	777,763	4.764	459,430	0	459,430	3.725	(1.039)
(c) Other (specify)									
Non Resident Indians	285,299	182	285,481	1.749	8,030	182	8,212	0.067	(1.682)
Overseas Corporate Bodies	0	14,192	14,192	0.087	0	14,192	14,192	0.115	0.028
Foreign Nationals		0				0			0
Clearing Members	53,836	0	53,836	0.33	201	0	201	0.002	(0.328)
Trusts		0				0			0
Foreign Bodies - D R		0				0			0
Sub-total (B)(2):-	6,722,597	370,231	7,092,828	43.444	2,735,058	365,403	3,100,461	25.138	(18.306)
Total Public Shareholding (B)=(B)(1)+(B)(2)	6,737,684	371,892	7,109,576	43.546	2,750,145	367,064	3,117,209	25.273	(18.273)
C. Shares held by Custodian for GDRs & ADRs		0				0			0.000
Grand Total (A+B+C)	15,954,850	371,892	16,326,742	100.00	11,967,311	367,064	12,334,375	100.00	0.000

ANNEXURE "D" TO THE DIRECTOR'S REPORT (CONTD.)
ii) Shareholding of Promoters / Promoter Group

Sr. no	Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% changes in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1.	Maiden Tradefin Private Limited	4,525,251	27.717	0	4,525,251	36.688	0	8.971
2.	Anil Dyechem Industries Private Limited	2,892,082	17.714	0	2,892,082	23.447	0	5.733
3.	Gautamkumar Mithalal Jain	1,061,959	6.504	0	1,061,959	8.61	0	2.106
4.	Amaze Trading and Investment Private Limited	566,156	3.468	0	566,156	4.59	0	1.122
5.	Rahul Gautamkumar Jain	74,818	0.458	0	74,818	0.607	0	0.149
6.	Ritu G. Jain	64,000	0.392	0	64,000	0.519	0	0.127
7.	Gautamkumar Mithalal HUF	32,900	0.202	0	32,900	0.267	0	0.065

iii) Change in Promoters'/ Promoter Group Shareholding

Sr. No	Shareholder's name	Shareholding at the beginning of the year		Shareholding at the end of the year			
		No. of shares	% of the shares of the company	Increasing/ decreasing in shareholding	Reason	No. of shares	% of total shares of the company
1	Maiden Tradefin Private Limited	4,525,251	27.717	Increase	Buy-back leading to capital reduction	4,525,251	36.688
2	Anil Dyechem Industries Private Limited	2,892,082	17.714	Increase	Buy-back leading to capital reduction	2,892,082	23.447
3	Gautamkumar Mithalal Jain	1,061,959	6.504	Increase	Buy-back leading to capital reduction	1,061,959	8.61
4	Amaze Trading and Investment Private Limited	566,156	3.468	Increase	Buy-back leading to capital reduction	566,156	4.59
5	Rahul Gautamkumar Jain	74,818	0.458	Increase	Buy-back leading to capital reduction	74,818	0.607
6	Ritu G. Jain	64,000	0.392	Increase	Buy-back leading to capital reduction	64,000	0.519
7	Gautamkumar Mithalal HUF	32,900	0.202	Increase	Buy-back leading to capital reduction	32,900	0.267

iv) Shareholding Pattern of the Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Name of Shareholders*	Shareholding at the beginning of the year		Date wise increase/ decrease in shareholding during the year		Shareholding at the end of the year	
	No. of shares	% of total shares of the company	Purchase	Sell	No. of shares	% of total shares of the company
Megha Biotech Private Limited	2,705,447	16.571	-	2,400,000	305,447	2.476
Worship Trading and Investment Private Limited	626,736	3.839	-	-	626,736	5.081

ANNEXURE "D" TO THE DIRECTOR'S REPORT (CONTD.)

Name of Shareholders*	Shareholding at the beginning of the year		Date wise increase/ decrease in shareholding during the year		Shareholding at the end of the year	
	No. of shares	% of total shares of the company	Purchase	Sell	No. of shares	% of total shares of the company
Navkar Synthchem Private Limited	526,976	3.228	-	526,976	-	-
Spring Trading and Investment Private Limited	487,666	2.987	-	200,000	287,666	2.332
Alankar Mahendra Lodha	276,000	1.69	-	276,000	-	-
Baroda Brokers Private Limited	141,980	0.87	-	141,980	-	-
Subramaniam P	127,638	0.782	-	127,638	-	-
Sangeetha S	-	-	127,638	-	127,638	1.035
Sandeep Vallabhdas Parikh	67,429	0.413	-	67,429	-	-
Javerilal Gopilal Oswal	56,781	0.348	-	-	-	-
Suhani Mahendra Shah	49,370	0.302	-	-	49,370	0.40
Misaal Mahendra Shah	46,097	0.282	-	-	46,097	0.33
Sumitradevi Mithalal Shah	30,000	0.184	-	-	30,000	0.243
Shah Pulin Hasmukh	25,819	0.158	1,674	572	26,921	0.218
Mamta Sancheti	19,383	0.119	7,400	-	26,783	0.217

* The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated. Shareholding is consolidated based on Permanent Account Number (PAN) of the shareholder.

v) Shareholding of Directors and Key Managerial Personnel:

Name of Shareholders	Shareholding at the beginning of the year		Date wise increase/ decrease in shareholding during the year		Shareholding at the end of the year	
	No. of shares	% of total shares of the company	Purchase	Sell	No. of shares	% of total shares of the company
Gautamkumar Mithalal Jain	1,061,959	6.504	-	-	1,061,959	8.61
Rahul Gautamkumar Jain	74,818	0.458	-	-	74,818	0.607
Nitinkumar Shantilal Shah	1	0.000	-	-	1	0.000

V. INDEBTEDNESS

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

(Rs. in Lacs)

Particulars	Secured loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year				
i) Principal amount	1,529.87	1,698.61		3,228.48
ii) Interest due but not paid	Nil	Nil		Nil
iii) Interest accrued but not due	Nil	Nil		Nil
Total (i+ii+iii)	1,529.87	1,698.61		3,228.48
Change in indebtedness during the financial year				
• Addition	183.37	1,425.99		1,609.36
• Reduction	(1,072.30)	(2,695.66)		(3,767.96)
Net change	(888.93)	(1,269.67)		(2,158.60)

ANNEXURE "D" TO THE DIRECTOR'S REPORT (CONTD.)

Particulars	Secured loans excluding deposits	Unsecured loans	Deposits	Total indebtedness
Indebtedness at the end of the financial year				
i) Principal Amount	640.94	428.94		1,069.88
ii) Interest due but not paid	Nil	Nil		Nil
iii) Interest accrued but not	Nil	Nil		Nil
Total (i+ii+iii)	640.94	428.94		1,069.88

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Director and/ or Manager

(Amount in Rs.)

Sr. No	Particulars of remuneration	Name of MD/ WTD/ Manager		Total amount
		Mr. Gautam M. Jain	Mr. Rahul G.Jain	
1.	Gross salary	4,232,240	3,529,760	7,762,000
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961.	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961.	Nil	Nil	Nil
2.	Stocks option	Nil	Nil	Nil
3.	Sweat equity	Nil	Nil	Nil
4.	Commission	Nil	Nil	Nil
	- As % of profit	Nil	Nil	Nil
	- Other, specify	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
	Total (A)	4,232,240	3,529,760	7,762,000
	Ceiling as per the Act	Nil	Nil	Nil

B. Remuneration to Other Directors

(Amount in Rs.)

Sr No	Particulars of remuneration	Name of the Directors				Total amount
		Mr. Nilesh R. Desai	Mr. Sandeep S. Bhandari	Mr. Prashant M. Kheskani	Mrs. Krati R. Jain	
1.	Independent Directors	Nil	Nil	Nil	Nil	Nil
	• Fees for attending Board / Committee meetings					
	• Commission					
	• Other, please specify					
	Total (1)	Nil	Nil	Nil	Nil	Nil
2.	Other Non-Executive Directors	Nil	Nil	Nil	Nil	Nil
	• Fees for attending Board/ Committee meetings					
	• Commission					
	• Other, please specify					
	Total (2)	Nil	Nil	Nil	Nil	Nil
	Total (B) = (1+2)	Nil	Nil	Nil	Nil	Nil
	Total managerial remuneration (A + B)	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil	Nil

ANNEXURE "D" TO THE DIRECTOR'S REPORT (CONTD.)

C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD

(Amount in Rs.)

Sr. No.	Particulars of remuneration	CS & CFO Nitin S. Shah	Total amount
1.	Gross salary	785,900	785,900
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961.	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Nil	Nil
2.	Stock option	Nil	Nil
3.	Sweat equity	Nil	Nil
4.	Commission	Nil	Nil
	- As % of profit	Nil	Nil
	- Others, specify	Nil	Nil
5.	Other, please specify	Nil	Nil
	Total	785,900	785,900

VII. PENALTIES / PUNISHMENT / COMPOUNDING OFFENCES:

Type	Section of Companies Act	Brief description	Details of penalty/ punishment/ compounding fees imposed	Authority (RD, NCLT, Court)	Appeal made, if any
A. Company					
Penalty					
Punishment			NONE		
Compounding					
B. Directors					
Penalty					
Punishment			NONE		
Compounding					
C. Other officers in default					
Penalty					
Punishment			NONE		
Compounding					

ANNEXURE "E"

AOC-2

Particulars of Contracts/Arrangements made with related parties

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

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

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

There were no contracts, arrangements or transactions entered into during the year ended March 31, 2020, which were not at arm's length basis.

B. Details of transactions on arm's length basis

There were no material transactions entered into during the year ended on March 31, 2020 with the related parties of the Company. Further below mentioned transactions entered by the Company with related parties were at arm's length basis for the year ended March 31, 2020:

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	1. Gautam M. Jain 2. Sunalco Alloys Private Limited in which Mr. Sandeep Jain who is son-in-law of Mr. Gautam M. Jain is a director
b)	Nature of contracts/arrangements/ transaction	1. Gautam M. Jain has been paid the Rent for the Corporate Office of the Company 2. Gautam M. Jain through MetroGlobal Limited has entered Sale of Material during 2019-20 with Sunalco Alloys Private Limited in which, Mr. Sandeep Jain is a director. Mr. Sandeep Jain is son-in-law of Mr. Gautam M. Jain, Chairman and Managing Director of the Company
c)	Duration of the contracts/ arrangements/transaction	1. Rent contract is renewed every year 2. Sale of material at a market rate or on arms length basis
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	1. Mr. Gautam M. Jain, owner of office located at SHILP Building has given the office on rental basis at Rs.264,000/- rent per annum to the Company 2. Sale of Material to Sunalco Alloys Private limited for Rs. 69.88 Lacs
e)	Justification for entering into such contracts or arrangements or transactions'	1. The Company required office space for setting up its corporate office. The same was acquired on rent from Mr. Gautam M. Jain on an arms' length basis 2. The material was sold to M/s Sunalco Alloys Private Limited for sale of metal.
f)	Date of approval (Resolution passed in General Meeting)	1. September 30, 2014 2. September 30, 2019
g)	Amount paid as advances, if any	Not Applicable

For and on behalf of the Board of Directors of

MetroGlobal Limited

Gautam M. Jain

Chairman & Managing Director

DIN: 00160167

Place: Ahmedabad

Date: June 29, 2020

ANNEXURE "F"

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members
MetroGlobal Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MetroGlobal Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 complied with the statutory provisions listed hereunder and also that the Company has Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by MetroGlobal Limited("the Company") for the financial year ended on March 31, 2020 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the Company during the Audit Period**);
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the Audit Period**);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit Period**);
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the Audit Period**);
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified with effect from December 1, 2015;
- vi. Other laws as may be applicable specifically to the Company as per **ANNEXURE I**

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India.
- b. The Listing Agreements entered into by the Company with Bombay Stock Exchange(s) as per revised norms till date.

ANNEXURE "F" TO THE DIRECTOR'S REPORT (CONTD.)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. (Mr. Prashant Kheshkani, the Director of the Company has been advised to pass the test of Independent Director which is conducted by Indian Institute of Corporate Affairs. The weblink for the same is iica.nic.in/cid_Proficiency.aspx).

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The Compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by Statutory Financial Auditor and other designated professionals.

Based on the information provided by the Company, its officers and authorised representatives during the conduct of the audit, in my opinion, adequate systems and processes and control mechanism exist in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, standards and guidelines and general laws like various labour laws, and other laws as stated.

Place : Ahmedabad

Date : August 20, 2020

UDIN: A021389B000597118

Jignesh A. Shah

Company Secretary

M. No ACS 21389

COP No. 12140

ANNEXURE "F" TO THE DIRECTOR'S REPORT (CONTD.)

ANNEXURE I

Management has identified and confirmed the following laws as specifically applicable to the Company.

- Labour Laws Like P.F, Gratuity, ESIC, Payment of Bonus Act
- Gujarat Money Lenders Act
- Prevention of Sexual Abuse.
- Taxation Laws
- GST
- Gujarat and Maharashtra Stamp Act
- Indian Stamp Act
- Laws of Registration
- Negotiable Instrument Act
- Law Relation to Transfer of Property
- Indian Registration Act
- Shops and Establishment Act
- Professional Tax
- Indian Contract Act
- And other laws as may be applicable from time to time

During the period under review the Company has complied with all material aspects of applicable provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Place : Ahmedabad

Date : August 20, 2020

UDIN: A021389B000597118

Jignesh A. Shah

Company Secretary

M. No ACS 21389

COP No. 12140

ANNEXURE "F" TO THE DIRECTOR'S REPORT (CONTD.)

ANNEXURE II

To,
The Members
MetroGlobal Limited

Our report of even date is to be read along with this letter.

- Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad
Date : August 20, 2020
UDIN: A021389B000597118

Jignesh A. Shah
Company Secretary
M. No ACS 21389
COP No. 12140

ANNEXURE "F" TO THE DIRECTOR'S REPORT (CONTD.)

ANNEXURE III

Our Specific Observations and Remarks

- 1) As per the Information received, ROC has initiated a proceeding for the purpose of Cost Audit for the year 2012-13. The Company has made application for the compounding. The Company can take benefit of the CLSS Scheme.
- 2) The Notice Received from IEPF Authority has been replied.
- 3) The Board has disclosed the unspent amount in their CSR Report with reasons thereof.
- 4) The Company had received a notice from Bombay Stock Exchange for the one-day late submission of the Financials. The same was replied by the Compliance officer.

Place : Ahmedabad

Date : August 20, 2020

UDIN: A021389B000597118

Jignesh A. Shah

Company Secretary

M. No ACS 21389

COP No. 12140

ANNEXURE "G"

CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO

[Pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

CONSERVATION OF ENERGY

(i) The steps taken or the impact on conservation of energy	Since the Company is not into manufacturing, the operations of the Company involves low energy consumption. However; adequate measures have been taken to conserve the energy by way of optimising usage of power.
(ii) The steps taken for utilising alternate sources of energy	Not Applicable
(iii) The capital investment on energy conservation equipment	Not Applicable

TECHNOLOGY ABSORPTION

(i) The efforts made towards technology absorption	In the Financial Year 2019-20, no specific technology involved in the business model of the company		
(ii) The benefits derived like product improvement, cost reduction, product development or import substitution	Not Applicable		
(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –	Not Applicable		
(a) The details of technology imported			
(b) The year of import			
(c) Whether the technology been fully absorbed			
(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof.			
(iv) The expenditure incurred on Research and Development	1 Capital Expenditures :Nil		
	2 Recurring Expenses (Rs. in Lacs)	2019-20	2018-19
	a Technical Royalty	-	-
	b R & D Cess	-	-
	3 Total R&D Expenditure as a percentage of total turnover	NA	NA

FOREIGN EXCHANGE EARNINGS & OUTGO

	(Rs. in Lacs)	
	2019-20	2018-19
Foreign Exchange Inflow	-	-
Foreign Exchange Outgo	3,602.85	12,069.94

ANNEXURE "H"

Information pursuant to section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. Ratio of the remuneration of each Director / key managerial personnel (KMP) to the median remuneration of all the employees of the Company for the Financial Year is as follows:

Median remuneration of all the employees of the Company for the Financial Year 2019-20 (in Rs.)	160,472.00
Percentage increase in the median remuneration of employees in the Financial Year	5.00%
Number of permanent employees on the rolls of the Company as on March 31, 2020	19

Name of the Director* / KMP	Designation	Ratio of remuneration to median remuneration of all employees	% Increase in remuneration in the FY 2019-2020
Executive Director			
Mr. Gautam M. Jain	Executive Chairman & Managing Director	26.02 : 1	NA
Mr. Rahul G. Jain	Executive Director	21.67 : 1	NA
Other KMPs			
Mr. Nitin S. Shah	Company Secretary & Compliance Officer	4.90 : 1	15%

Note: The ratio of remuneration of each Director and KMP to the median remuneration is based on the remuneration paid during the year 2019-20 in their respective capacity as such Director or KMP. The Executive Chairman, CEO & Managing Director & Executive Director have forgone their remuneration from November, 2019 to March, 2020 due to recession & Covid-19 pandemic.

- ii. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year. In addition to this,**

its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

On an average an employee receives an annual increase (excluding on account of promotions) of 5%. The wage revision for staff cadre employees is done annually as per the Company's HR Policy. In order to ensure that the remuneration reflects Company performance, the performance pay & annual increment are also linked to organisation's performance, apart from an individual's performance. The individual increments for staff cadre employees are based on Cost to Company (CTC) consisting of Annual Base Salary and the performance/variable pay.

Average increase in the remuneration of the employees other than the Managerial Personnel and that of the Key Managerial Personnel is in the line with the industry practice and industry trends. The average increase in the remuneration is also guided by factors like economic growth, inflation, mandatory increases, external competitiveness and talent retention. The Company endeavours on cost effective initiatives including employee cost, being one of the key areas of cost monitoring and control, the results of any structural initiatives needs to be measured over a long term horizon and cannot be strictly compared only with annual performance indicators.

- iii. **The key parameters for any variable component of remuneration availed by the Directors**

Performance assessment is based on the Company performance and individual performance. Based on the performance assessment, the variable remuneration is approved by the Nomination & Remuneration Committee and recommended to the Board for their approval within the overall limits as permitted under the law and as approved by the Members.

- iv. **The remuneration is as per the Remuneration Policy of the Company.**

INDEPENDENT AUDITOR'S REPORT

To the Members of
METROGLOBAL LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone financial statements of **MetroGlobal Limited** ("the Company"), which comprise the balance sheet as at March 31, 2020, and the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs of the Company as at March 31, 2020, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those standards are

further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period.

These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In our opinion and based on the information and explanations given to us, matters related to COVID-19 are fully described in the Emphasis of Matters paragraph of our report which implicates the uncertainties and the impact of COVID-19 pandemic on the Company's operations and results as assessed by the management. For details refer to Note 27(17) forming part of standalone financial statements as at March 31, 2020.

We have determined the other Key matters described below to be the key audit matters to be communicated in our report.

Key Audit matter	How our audit addressed key Audit matter
a. Appropriation of Current / Non-current classification	For the purpose of current / non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months. This is based on the nature of services and the time between acquisition of assets or inventories for processing and their realisation and cash and cash equivalents. The classification of assets and liabilities has been done on the basis of documentary evidence. Where conclusive evidences are not available, the classification has been done on the basis of management's best estimate of the period in which the assets would be realised or the liabilities would be settled. We have evaluated the responsibility of the management's estimates.
b. Impairment testing of Subsidiary Company & Associated Concern & their Ind AS conversion As at March 31, 2020, the adjusted carrying amount of the investment in Subsidiary Company viz	Our key procedure included, but not limited to followings a. Our audit procedures included, among others, testing the Company's control surrounding the budgeting processes and the carrying value of investments.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

Key Audit matter	How our audit addressed key Audit matter
<p>METROCHEM CAPITAL TRUST LIMITED and other Associated Company's statements does not cover the other information like Ind AS conversion and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.</p>	<p>b. We also assessed whether the Company's disclosures about the sensitivity of the outcome of impairment assessment to changes to key assumptions reflect the risks inherent, in the valuation of investment.</p> <p>c. The subsidiary Company is non material and does not carry any material impact on standalone for the purpose of Ind AS conversion.</p>
<p>c. Valuation of investments and impairment thereof</p> <p>Refer note 4 forming part of financial statements to the standalone financial statements.</p> <p>The Company's investment portfolio represents a significant portion of the Company's total assets, which primarily consists of:</p> <ol style="list-style-type: none"> i. Listed Company shares; ii. Mutual funds and <p>The aforementioned instruments are valued at fair value through other comprehensive income (FVTOCI) depending upon the requirements of Ind AS 109, Financial Instruments, as summarised below:</p> <p>This is considered to be a significant area in view of the materiality of amounts involved, judgments involved in determining of impairment/ recoverability of instruments measured at fair market value which includes assessment of market data/conditions and financial indicators of the investee the available trading yield of relevant instruments and impact of the COVID-19 outbreak on the assumptions considered for such fair valuation.</p>	<p>Our key procedures included, but not limited to, the following</p> <ol style="list-style-type: none"> a) Assessed the appropriateness of the relevant accounting policies of the Company, including those relating to recognition and measurement of financial instrument by comparing with the applicable accounting standards; b) For instrument valued at fair value: <ol style="list-style-type: none"> i. Assessed the availability of quoted prices in liquid markets; ii. Assessed whether the valuation process is appropriately designed and captures relevant valuation inputs; iii. Performed testing of the inputs/assumptions used in the valuation; and iv. Assessed pricing model methodologies and assumptions against industry practice, recent changes in economic environment and valuation guidelines c) Assessed the appropriateness of the Company's description of the accounting policies and disclosures related to investments and whether these are adequately presented in the standalone financial statements.

Principal Audit Procedures

We assessed the Company's process to identify, assess, and respond to risks of material misstatement considering the uncertainties and the impact of COVID-19 pandemic on the Company's operations and results for the year under consideration

As part of the evaluation of whether sufficient appropriate audit evidence has been obtained, we have evaluated the appropriateness of our initial risk assessments and revises previous risk assessments in light of the COVID-19 crisis for certain financial statement areas, including disclosures

We have considered the impact on the processes and controls that may be affected by necessary changes to business processes in light of circumstances such as travel restrictions, or as a result of remote working arrangements.

We have designed, performed new procedures and modified previously planned audit procedures as a result of the necessity for carrying out the audit procedures remotely, including verification of the source and completeness of data provided for audit. This includes performing alternative audit procedures to obtain audit comfort in respect of significant account balances for recognition, measurement and disclosures.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

We have audited the management's estimates required in the financial statements, including, but not limited to, estimates related to expected credit loss, inventory obsolescence, impairment analyses by checking the reasonableness of underlying assumptions in making those key estimates. We specifically discussed the impact of COVID-19 with the management and critically challenged the key assumptions and their reasonableness in making such key accounting estimates

We have considered the basis of management judgment in determining impact on the financial statements of any subsequent events related to the COVID-19 pandemic, taking into consideration the date of the financial statements, the facts and circumstances pertaining to the entity, and the conditions that existed at, or arose after, that date. As the impacts of the COVID-19 outbreak continue to evolve, including regulatory restrictions/ conditions, capturing events that relate specifically to conditions that existed at the date of the financial statements, or after the date of the financial statements, we have considered all subsequent events and transactions to substantiate our conclusions on the appropriateness of management's assessment of the COVID-19 impact.

We have carried out a detailed analysis of data and performed additional analytical procedures for validating the management's assessment of impact due to COVID-19 related uncertainties

We have considered management's adjustments or disclosures which includes the impact of the changes in the environment on the recognition and measurement of account balances and transactions in the financial statements or other specific disclosures.

Emphasis of Matter

As more specifically explained in Note 27(17) to the financial statements, the Company has made a detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its assets comprising property, plant and equipment, investments, inventory and trade receivables. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The Company continues to evaluate them as highly probable considering the orders in hand. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of the COVID-19 pandemic which may be different from that estimated as at the date of approval of the financial results. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

Our opinion is not modified in respect of this matter.

Other Matters

Further to the continuous spreading of COVID-19 across India, the Indian Government announced a strict 21-day lockdown on March 24, 2020, which was further extended till June 30, 2020 across the India to contain the spread of the virus. This has resulted in restriction on physical visit to the client locations and the need for carrying out alternative audit procedures as per the Standards on Auditing prescribed by the Institute of Chartered Accountants of India (ICAI).

As a result of the above, the entire audit was carried out based on remote access of the data as provided the management. This has been carried out based on the advisory on "Specific Considerations while conducting Distance Audit/ Remote Audit/ Online Audit under current COVID-19 situation" issued by the Auditing and Assurance Standards Board of ICAI. We have been represented by the management that the data provided for our audit purposes is correct, complete, reliable and are directly generated by the accounting system of the Company without any further manual modifications.

We bring to the attention of the users that the audit of the financial statements has been performed in the aforesaid conditions.

Our audit opinion is not modified in respect of the above.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we

INDEPENDENT AUDITOR'S REPORT (CONTD.)

are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the financial statements

The Company's board of directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Rules, 2016, as amended from time to time, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if,

individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in

INDEPENDENT AUDITOR'S REPORT (CONTD.)

(i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;

- (e) On the basis of the written representations received from the directors as on March 31, 2020, taken on record by the board of directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
 - (a) Except disputed tax liabilities mentioned in paragraph 7 CARO 2016, the Company does not have any pending litigations which would impact its financial position;
 - (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **AMPAC & Associates**
Chartered Accountants
FRN: 112236W

Piyush B. Sheth
Partner

Place: Mumbai
Date: June 29, 2020

M. No.: 044062
UDIN: 20044062AAAAAZ8891

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

ANNEXURE A

(Referred to paragraph under 'Report on other legal and regulatory requirements' section of the Independent Auditors' Report of even date to the members of MetroGlobal Limited on the standalone IND AS financial statements for the year ended March 31, 2020)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

1.	In respect of the Company's fixed assets: (Property, Plant & Equipment and Intangible assets): (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets. (b) The fixed assets are physically verified by the Management during the year and there is regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets and no material discrepancies have been noticed on such verification. (c) Immovable properties owned by the Company of land & buildings, & other properties whose title deeds have been pledged with banks as security for term loans, are held in the name of Company. In respect of immovable properties that have been taken on lease and disclosed under the head property, plant and equipment in the standalone financial statements, the lease agreements are in the name of the Company, where the Company is the lessee as per the lease agreement.
2.	The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.
3.	According to information and explanation given to us, the company has granted unsecured loans to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. a. In our opinion, the rate of interest and other terms and conditions of such loans are not prima facie prejudicial to the interest of the company. b. In respect of the aforesaid loans, the parties are repaying the principal amounts as stipulated and are also regular in payment of interest, where applicable. c. In respect of the aforesaid loans, in the cases where the overdue amount is more than ninety days, in our opinion, reasonable steps have been taken by the company for the recovery of the principal amounts and interest, where applicable.
4.	In our opinion and according to information and explanation given to us, in respect of loans, investments, guarantees and security, the Company has complied with the provisions of sections 185 and section 186 of the Companies Act, 2013.
5.	In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.
6.	We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules 2014 prescribed by the Central Government under section 148(1) of the Companies Act, 2013 in respect of the Company's products to which said rules are made applicable and are of the opinion that prima facie the prescribed cost records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7.	In respect of statutory dues: (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.

(c) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute except followings;

Statute	Nature of dues	Amount (Rs. in Lacs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax	Income Tax and Interest thereon	3.67	AY 2007-08	Income Tax, Tribunal
Income Tax	Penalty on Income Tax	79.08	AY 2008-09	Income Tax, Tribunal
Income Tax	Income Tax and Interest thereon	169.62	AY 2010-11	Commissioner of Income Tax Appeal
Income Tax	Income Tax	4.36	AY 2016-17	Commissioner of Income Tax Appeal
Income Tax	Fringe Benefit Tax	0.33	AY 2009-10	Income Tax, Tribunal
Custom Duty	Interest	576.76	FY 1997-98	High Court

8. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to banks or financial institutions or government during the year. The Company has not issued any debenture.
9. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.
10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
11. In our opinion and according to the information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.
15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.
16. According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **AMPAC & Associates**
Chartered Accountants
FRN: 112236W

Piyush B. Sheth
Partner

M. No.: 044062
UDIN: 20044062AAAAAZ8891

Place: Mumbai
Date: June 29, 2020

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

ANNEXURE B

(Referred to in paragraph 2 (f) under 'Report on other legal and regulatory requirements' section of our report to the Members of **MetroGlobal Limited** of even date)

Report on the internal financial controls over financial reporting under clause (i) of subsection 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **MetroGlobal Limited** ("the Company") as at March 31, 2020, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

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

Auditors' responsibility

Our responsibility is to express an opinion on the internal financial controls over the financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating

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

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

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of internal financial controls over financial reporting

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

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

Opinion

In our opinion and according to the information and explanations are given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at

March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **AMPAC & Associates**
Chartered Accountants
FRN: 112236W

Piyush B. Sheth

Partner

Place: Mumbai

M. No.: 044062

Date: June 29, 2020

UDIN: 20044062AAAAAZ8891

STANDALONE BALANCE SHEET AS AT MARCH 31, 2020

(Rs. in Lacs)

Particulars	Notes	As at March 31, 2020	As at March 31, 2019
ASSETS			
Non-current assets			
(a) Property, Plant & Equipment	2	4,269.99	4,414.22
(b) Capital Work-in-Progress	3	283.67	544.94
(c) Financial Assets			
(i) Investments	4	3,870.63	1,881.81
(ii) Other Financial Assets	4	7.24	875.34
(d) Other Non-current assets	5	6,637.69	6,455.45
Total non-current assets		15,069.21	14,171.76
Current assets			
(a) Inventories	6	728.53	5,204.98
(b) Financial Assets			
(i) Trade receivables	7	746.38	1,118.82
(ii) Cash and cash equivalents	8	11.07	339.42
(iii) Other bank balances	9	3,701.41	9,187.70
(c) Other Current assets	10	11,808.96	11,675.67
Total current assets		16,996.35	27,526.59
Total Assets		32,065.55	41,698.35
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	11	1,233.44	1,632.67
(b) Other equity	11	29,131.57	30,906.85
Total equity		30,365.00	32,539.52
Liabilities			
Non-current liabilities			
Financial Liabilities			
(i) Borrowings	12	802.10	2,072.90
(ii) Deferred tax liabilities (Net)	13	25.90	-
Total non-current liabilities		828.00	2,072.90
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	228.46	1,155.58
(ii) Trade payables	15	227.27	5,473.28
(iii) Other Financial Liabilities	16	39.33	183.96
(b) Other Current liabilities	17	312.54	15.44
(c) Provisions	18	64.94	257.67
Total current liabilities		872.55	7,085.93
Total Equity and Liabilities		32,065.55	41,698.35

See accompanying notes to the financial statements

1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For AMPAC & Associates

Chartered Accountants

Piyush B. Sheth

Partner

Membership No.: 44062

FRN : 112236W

Place: Ahmedabad

Date: Monday, June 29, 2020

For & on behalf of the Board**Gautam M. Jain**

(DIN No: 00160167)

Chairman & Managing Director

Sandeep S. Bhandari

(DIN No: 01379445)

Director

Nitin S. Shah

(ACS7088)

Company Secretary

STANDALONE STATEMENT of Profit AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

(Rs. in Lacs except EPS data)

Particulars	Notes	For the year ended March 31, 2020	For the year ended March 31, 2019
I. Revenue from operations	19	24,632.83	33,217.81
II. Other Income	20	41.85	336.41
III. Total Revenue		24,674.69	33,554.22
IV. Expenses:			
Purchase of Stock-in-Trade		17,923.18	34,009.94
(Increase)/Decrease in Finished Goods, Work In Progress & Stock in Trade	21	4,476.45	(3,696.14)
Employee benefit expense	22	134.53	145.31
Financial costs	23	177.63	206.46
Depreciation and amortization expense		71.64	41.24
Other expenses	24	697.09	695.42
IV. Total Expenses		23,480.52	31,402.23
V Profit/(Loss) before exceptional items & Tax		1,194.16	2,151.99
Exceptional Items (Expense/-income)	25	-	511.21
VI Profit/(Loss) before Tax		1,194.16	1,640.78
VII Tax expense:			
(i) Current tax		208.00	375.00
(ii) Deferred tax		25.90	-
VIII. Profit/(Loss) after Tax		960.27	1,265.78
IX. Other Comprehensive Income /-loss (Net of Tax)			
(i) Re-measurement of net defined benefit liability (net off tax)		(1.24)	(1.95)
(ii) Equity instruments through other comprehensive income (net off tax)		(756.57)	93.18
X. Total Comprehensive Income		202.45	1,357.01
Earning per equity share (excluding other comprehensive income):			
(1) Basic EPS		7.41	7.75
No. of shares		1,29,56,137	1,63,26,742
(2) Diluted		7.41	7.75
No. of shares		1,29,56,137	1,63,26,742
Earning per equity share (including other comprehensive income):			
(1) Basic EPS		1.56	8.31
No. of shares		1,29,56,137	1,63,26,742
(2) Diluted		1.56	8.31
No. of shares		1,29,56,137	1,63,26,742

See accompanying notes to the financial statements

1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For AMPAC & Associates

Chartered Accountants

Piyush B. Sheth

Partner

Membership No.: 44062

FRN : 112236W

For & on behalf of the Board

Gautam M. Jain

(DIN No: 00160167)

Chairman & Managing Director

Sandeep S. Bhandari

(DIN No: 01379445)

Director

Nitin S. Shah

(ACS7088)

Company Secretary

Place: Ahmedabad

Date: Monday, June 29, 2020

STANDALONE CASH flow STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2020

(Rs. in Lacs)

Particulars	For the year ended March 31, 2020		For the year ended March 31, 2019	
	Amount (Rs. in Lacs)	Amount (Rs. in Lacs)	Amount (Rs. in Lacs)	Amount (Rs. in Lacs)
(A) Cash flow from operating activities:				
Net profit before taxation and extraordinary items		1,194.16		2,151.99
Add: Non-cash & Non-operating Expenses:				
Depreciation	71.64		41.24	
Amortization Expenses	-		5.06	
Loss on Sale of Fixed Assets (Net)	-8.45		-276.06	
Deferred Tax Liability Written Off	-		46.07	
Interest expenses	177.63	240.82	206.46	22.77
Less:- Non Operating Income				
Profit on Sale of Investments (Net)	-40.48		18.64	
Gratuity Expense Provision	-1.24		-	
Dividend Income	-6.64	-48.37	-28.80	-10.16
Cash flow before Change in Working capital		1,386.62		2,164.60
Change in Working Capital				
Current assets:				
Decrease in Inventory	4,476.45		-2,528.10	
Decrease in Trade Receivables	372.44		5,346.64	
Increase in other Current Assets	-133.29		2,405.77	
Increase in other non-current Assets	-182.24	4,533.37	-359.86	4,864.45
Current liabilities:				
Decrease in Short term borrowings	-927.12		-2,632.49	
Decrease in Trades Payables	-5,246.01		1,558.44	
Decrease in Other Financial Liability	-144.63		-189.76	
Increase in other Current liabilities	297.11		1.92	
Increase in Deferred tax liability	25.90		-	
Decrease in Short term provision	-192.73	-6,187.48	246.50	-1,015.39
Cash flow before tax paid		-267.50		6,013.66
Less: Tax paid		233.90		375.00
Cash flow Before extra-ordinary items		-501.40		5,638.66
Add:- Cash flow from Extraordinary Items	-		-1,700.00	
			-	-1,700.00
Cash flow from Operating Activities (A)		-501.40		3,938.66
(B) Cash flow from investing activities:				
Dividend Income	6.64		28.80	
Increase in Investments	-2,704.91		-225.56	
Decrease in Other Financial Assets	868.11		-859.50	
Decrease in Capital Work in Progress	261.27		1,179.21	
Increase/Decrease of Fixed Assets	80.87	-1,488.02	-776.36	-653.41
Cash flow from Investing Activities (B)		-1,488.02		-653.41

STANDALONE CASH flow STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2020 (CONTD.)

(Rs. in Lacs)

Particulars	For the year ended March 31, 2020		For the year ended March 31, 2019	
	Amount (Rs. in Lacs)	Amount (Rs. in Lacs)	Amount (Rs. in Lacs)	Amount (Rs. in Lacs)
(C) Cash flow from financing activities:				
Decrease in long-term borrowings	-1,270.80		-962.13	
Interest paid	-177.63		-206.46	
Equity share capital buy back	-399.24		-	
Share premium on buy back of equity shares	-1,840.80		-	
Short/excess provisioning for previous years reversed	-136.76	-3,825.22	-	-1,168.59
Cash flow from Financing Activities (C)		-3,825.22		-1,168.59
Total Cash Flow (A+B+C)		-5,814.64		2,116.66
Add: Opening cash and cash equivalents		9,527.12		7,410.46
Closing Cash & Cash Equivalents		3,712.48		9,527.12

The accompanying notes are an integral part of the financial statements

As per our report of even date

For AMPAC & Associates

Chartered Accountants

Piyush B. Sheth

Partner

Membership No.: 44062

FRN : 112236W

For & on behalf of the Board
Gautam M. Jain

(DIN No: 00160167)

Chairman & Managing Director

Sandeep S. Bhandari

(DIN No: 01379445)

Director

Nitin S. Shah

(ACS7088)

Company Secretary

Place: Ahmedabad

Date: Monday, June 29, 2020

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

1.1 CORPORATE INFORMATION

MetroGlobal Limited is a public limited company domiciled in India and earlier incorporated under the provisions of Companies Act, 1956 now governed by Companies Act, 2013, having its registered office at 101, 1st Floor, Mangal Disha, Nr. Guruganeshwar Temple, 6th Road Khar (West), Mumbai-400052 (Maharashtra). Its Shares are listed and traded on BSE Limited. The company is in the business of trading of chemicals, textiles, minerals and ores, metals and precious metals as well as Realty development and investments.

1.2 SIGNIFICANT ACCOUNTING POLICIES

1.2.1 Statement of Compliance with Ind AS

The Standalone Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other accounting principles generally accepted in India.

These Standalone Financial Statements have been prepared and presented under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair value by Ind AS.

These Standalone Financial Statements of the Company as at and for the year ended March 31, 2020 (including comparatives) were approved and authorised for issue by the Board of Directors of the Company on June 29, 2020.

The financial statements are presented in INR and all amounts have been rounded-off to the nearest thousand and indicated in lacs of rupees, unless otherwise indicated.

1.2.2 Use of Estimates and Judgments

The preparation of financial statements in conformity with Ind AS requires management to make certain judgments, estimates and assumptions that affects the reported amounts of revenues, expenses assets and liabilities (including contingent liabilities) and the accompanying disclosures. Future results could differ due to these estimates and differences between the actual results and the estimates are recognised in the period in which the results are known / materialised. Estimates and underlying assumptions are reviewed on an ongoing

basis.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Significant Estimates and assumptions are required in particular for:

(i) Useful life of property, plant and equipment

This involves determination of the estimated useful life of property, plant and equipment and the assessment as to which components of the cost may be capitalised. Useful life of these assets is based on the life prescribed in Schedule II to the Companies Act, 2013. Management reviews its estimate of the useful lives of depreciable / amortisable assets at each reporting date, based on the expected utility of the assets.

(ii) Taxes

The Company's tax jurisdiction is India. Significant judgement are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income tax, including amount expected to be paid / recovered for uncertain tax position. Significant management judgement is also required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profit together with future tax planning strategies, including estimates of temporary differences reversing on account of available benefits from the Income Tax Act, 1961.

(iii) Defined benefit plans (Gratuity Benefits)

The cost of the defined benefits gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

1.2.3 Current & Non-Current Classification

Any asset or liability is classified as current if it satisfies any of the following conditions:

- (i) The asset/liability is expected to be realised/settled in the Company's normal operating cycle;
- (ii) The asset is intended for sale or consumption;
- (iii) The asset/liability is held primarily for the purpose of trading;
- (iv) The asset/liability is expected to be realised/settled within twelve months after the reporting period;
- (v) The asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date;
- (vi) In the case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

For the purpose of current/non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months.

1.3 PROPERTY, PLANT AND EQUIPMENT

Recognition and Measurement

Property, Plant and Equipment, including Capital Work in Progress, are stated at cost of acquisition or construction less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price (net of tax credits, wherever applicable), import duty and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use.

Borrowing cost relating to acquisition / construction of Property, Plant and Equipment which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Depreciation/amortisation:

Depreciation on fixed assets is provided on straight line method over the useful life of assets specified in Schedule II of the Companies Act, 2013.

The management believes that the useful life as given above the best represent the period over which the management expects to use these assets. The Company reviews the useful life and residual value at each reporting date.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from continued use of asset. Any gain or loss arising on the disposal or retirement of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the assets and is recognised in Statement of Profit and Loss.

1.4 CASH AND CASH EQUIVALENT

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value.

1.5 IMPAIRMENT OF NON-FINANCIAL ASSETS

At the end of each reporting period, the company reviews the carrying amounts of non-financial assets, other than inventories and deferred tax assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognised in profit or loss. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

1.6 INVESTMENT IN SUBSIDIARY, JOINTLY CONTROLLED ENTITIES, ASSOCIATES AND UNINCORPORATED ENTITIES

Investment in Subsidiary, Joint Controlled Entities and Associates are measured at cost less impairment in accordance with Ind AS 27 "Separate Financial Statements".

In case of unincorporated entities in the nature of a Joint Operation, the Company recognises its direct right and its share of jointly held or incurred assets, liabilities, contingent liabilities, revenues and expenses of joint operations. These have been incorporated in these financial statements under the appropriate headings.

1.7 REVENUE RECOGNITION

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the company expects to receive in exchange for those products or services.

Sale of goods:

Revenue from the sale of goods is recognised when the control of the goods has been passed to the customer as per the terms of agreement and there is no continuing effective control or managerial involvement with the goods.

Dividend:

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholder approve the dividend

Interest Income:

Interest income is recognised on a time proportionate basis taking into account the amounts invested and the rate of interest.

Profit or Loss on Sale of Investment:

Profit or loss on sale of investment is recognised on the contract date.

1.8 INVENTORIES

- (i) Inventories are valued at lower of cost and net realisable value. Raw material cost is computed on quarterly weighted average basis.
- (ii) Finished goods and Work-in-Process include estimated cost of conversion and other costs incurred in bringing the inventories to their present location and condition.
- (iii) Inventory of stores and spares, being not material, are charged to consumption on procurement.

1.9 FINANCIAL INSTRUMENTS

1.9.1 Financial assets

Initial recognition

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets other than trade receivables are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the Statement of Profit and Loss.

Subsequent measurement

The measurement of financial assets depends on their classification, as described below:

(a) Measured at amortised cost:

A financial asset is measured at amortised cost, if both the following conditions are met:

- a. the asset is held within a business model whose objective if of holding the assets to collect contractual cash flows and
- b. The contractual cash flows are solely payments of principal and interest on the principal outstanding.

Amortised cost is calculated using the effective interest rate ("EIR") method by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. On de-recognition, gain or loss, if any, is recognised to Statement of Profit and Loss.

(b) Measured at fair value through other comprehensive income

A financial asset is measured at FVOCI, if both the following conditions are met:

- a. The asset is held with an objective to collect contractual cash flows and selling such financial asset and
- b. The contractual cash flows are solely payments of principal and interest on the principal outstanding.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

It is subsequently measured at fair value with fair value movements recognised in the OCI, except for interest income which recognised using EIR method. The losses arising from impairment are recognised in the Statement of Profit and Loss. On de-recognition, cumulative gain or loss previously recognised in the OCI is reclassified from the equity to Statement of Profit and Loss.

(c) Measured at fair value through profit or loss

Investment in financial asset other than equity instrument, not measured at either amortised cost or FVOCI is measured at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

1.9.2 Financial Liabilities

Initial Recognition

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative instruments.

Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

Subsequently the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative adjustments.

Derivative financial instruments

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

1.10 FAIR VALUE MEASUREMENT:

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or settle a liability takes place either:

- ✓ In the principal market for the asset or liability, or
- ✓ In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ✓ Level 1 — Quoted (unadjusted) prices in active markets for identical assets or liabilities.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

- ✓ Level 2 — other techniques for which all input which have a significant effect on the recorded fair value are observable, either directly or indirectly.
- ✓ Level 3 — Inputs which are not based on observable market data

1.11 EMPLOYEE BENEFITS

The Company has provides following post-employment plans:

- (a) Defined benefit plans such a gratuity and
- (b) Defined contribution plans such as Provident fund & ESIC

a) Defined-benefit plan:

The liability or asset recognised in the balance sheet in respect of defined benefit plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations are calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and
- (b) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

Re-measurement comprising of actuarial gains and losses arising from

- (a) Re-measurement of Actuarial (gains) / losses
- (b) Return on plan assets, excluding amount recognised in effect of asset ceiling
- (c) Re-measurement arising because of change in effect of asset ceiling are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

b) Defined-contribution plan:

Under defined contribution plans, provident fund, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Company's payments to the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

c) Other employee benefits:

- (a) Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance sheet date determined based on an actuarial valuation.
- (b) Undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employee renders the related services.

1.12 LEASES

The Company assesses whether a contract contains a lease, at the inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract convey the right to control the use of an identified asset, the Company assesses whether

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

- (i) the contract involves the use of identified asset
- (ii) the Company has substantially all of the economic benefits from the use of the asset through the period of lease and
- (iii) the Company has right to direct the use of the asset.

1.13 FOREIGN CURRENCY TRANSACTIONS

The financial statements are presented in Indian Rupee (INR), which is entity's functional and presentation currency.

a) Initial Recognition

Foreign currency transactions are transacted into the functional currency, for initial recognition, using the exchange rate at the dates of the transactions.

b) Measurement of Foreign Currency Items at the Balance Sheet Date

All foreign currency denominated monetary assets and liabilities are transacted at the exchange rates on the reporting date. Exchange differences arising on settlement or translated of monetary items are recognised in Statement of Profit and Loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

1.14 TAX EXPENSES

The tax expense for the period comprises current tax expense and the net changes in the deferred tax asset or liability during the year. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

i. Current Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, Current income tax (including Minimum Alternate Tax (MAT)) is measured at the amount expected to be paid to the tax authorities in accordance with the Income-Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

ii. Deferred Tax

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are

recognised for deductible and taxable temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

1.15 PROVISIONS AND CONTINGENCIES

A provision is recognised if, as a result of a past event, the group has a present, legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

Contingent liabilities being a possible obligation as a result of past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more future events not wholly in control of the company are not recognised in the accounts. The nature of such liabilities and an estimate of its financial effect are disclosed in notes to the financial statements.

Contingent assets are not recognised in the financial statements, the nature of such assets and an estimate of its financial effect are disclosed in notes to the financial statements.

1.16 CASH FLOW STATEMENT

Cash flows are reported using the indirect method where by the profit before tax is adjusted for the effect of the transactions of a non-cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

1.17 BORROWING COST

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

1.18 EARNINGS PER SHARE

Basic EPS is arrived at based on total comprehensive income available to equity shareholders to the weighted average number of equity shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless impact is anti-dilutive.

Since investing into marketable securities is one of the major business activity of the company, the EPS & Diluted EPS disclosed on the financial statements is after considering the other comprehensive income to disclose true & fair view of the financial statements. This approach has been historically adopted by the company.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)
NOTE 2: PROPERTY, PLANT AND EQUIPMENT

(Rs. in Lacs)

	Land	Buildings	Electric Installations	Laboratory Equipments	Furniture & Fixture	Vehicles	Office Equipments	Total
Gross Block								
Balance as at April 1, 2018	4,091.35	356.17	100.90	188.25	86.73	421.39	179.50	5,424.29
Additions	-	1,677.99	-	-	-	-	1.28	1,679.27
Revaluation	-	-	-	-	-	-	-	-
Deductions/ Adjustment	1,797.57	-	-	-	-	-	0.52	1,798.09
Balance as at March 31, 2019	2,293.78	2,034.16	100.90	188.25	86.73	421.39	180.26	5,305.47
Accumulated Depreciation								
Balance as at April 1, 2018	-	234.60	99.75	188.09	59.75	117.84	149.98	850.01
Additions	-	26.22	0.09	0.01	1.82	11.08	2.02	41.24
Deductions/ Adjustment	-	-	-	-	-	-	-	-
Balance as at March 31, 2019	-	260.82	99.84	188.10	61.57	128.92	152.00	891.25
Net carrying amount as at April 1, 2018	4,091.35	121.57	1.15	0.16	26.98	303.55	29.52	4,574.28
Net carrying amount as at March 31, 2019	2,293.78	1,773.34	1.06	0.15	25.16	292.47	28.26	4,414.22

Gross Block								
Balance as at April 1, 2019	2,293.78	2,034.16	100.90	188.25	86.73	421.39	180.26	5,305.47
Additions	105.00	122.50	-	-	1.16	-	2.70	231.36
Revaluation	-	-	-	-	-	-	-	-
Deductions/ Adjustment	-	275.30	-	-	-	60.00	-	335.30
Balance as at March 31 2020	2,398.78	1,881.36	100.90	188.25	87.89	361.39	182.96	5,201.53
Accumulated Depreciation								
Balance as at April 1, 2019	-	260.82	99.84	188.10	61.57	128.92	152.00	891.25
Additions	-	28.36	-	-	6.36	30.36	6.56	71.64
Deductions/ Adjustment	-	-	-	-	-	31.35	-	31.35
Balance as at March 31, 2020	-	289.18	99.84	188.10	67.93	127.93	158.56	931.54
Net carrying amount as at March 31, 2019	2,293.78	1,773.34	1.06	0.15	25.16	292.47	28.26	4,414.22
Net carrying amount as at March 31, 2020	2,398.78	1,592.18	1.06	0.15	19.96	233.46	24.40	4,269.99

NOTE 3: CAPITAL WORK-IN-PROGRESS

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Capital Work-In-Progress	283.67	544.94
Total	283.67	544.94

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

NOTE 4: NON-CURRENT FINANCIAL INVESTMENTS

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Unquoted		
(a) Investment in Equity shares		
(i) In subsidiary company		
638550 (570000) Equity shares of Metrochem Capital Trust Limited each of Rs. 10/- fully paid up	120.59	132.57
(ii) In associate companies (At Cost)		
170 (170) Equity shares of Anil Dyechem India Private Limited of Rs. 1000/- each fully paid up	3.42	3.42
4500 (4500) Equity shares of Dual Metals Private Limited of Rs. 10/- each fully paid up	0.45	0.45
4500 (4500) Equity shares of DK Metro Procon Private Limited of Rs. 10/- each fully paid up	0.45	0.45
45000 (45000) Equity shares of Rian Chemicals Private Limited of Rs. 10/- each fully paid up	-	4.50
Equity shares of Metro Apptech LLP of Rs. 10/- each fully paid up	0.80	-
(iii) Other companies (At Fair Value)		
200 (200) Equity shares of Green Environment Services Co-op Society Limited of Rs. 100/- each fully paid up	0.20	0.20
Aggregate amount of Unquoted Investments	125.91	141.59
Quoted		
(a) Shares of Listed Companies (At Fair Value)	803.26	1,264.40
(b) Investment in Mutual Funds (At Fair Value)	2,941.45	475.81
Aggregate amount of Quoted Investments	3,744.72	1,740.21
Total	3,870.63	1,881.81
Deposits & Other financial assets		
(a) Deposits with other companies/others	7.24	875.34

NOTE 5: OTHER NON-CURRENT ASSETS

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Long Term Loans and Advances to Related Parties		
a) Loans and advances to Partnership Firms in which the company is Partner (Unsecured, considered good)	2,048.22	2,522.49
b) Loans and advances to company in which the company is a shareholder (Unsecured, considered good)	411.53	685.01
Long Term Loans and advances to Suppliers ,Contractors & others		
Secured, considered good	2,734.35	2,734.35
Unsecured, considered good	1,443.59	513.61
Sub-Total	6,637.69	6,455.45
Deferred Revenue Expenditure	-	-
Sub-Total	-	-
Total	6,637.69	6,455.45

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)
NOTE 6: INVENTORIES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Stock in Trade :		
Traded Goods (at lower of cost or net realizable value)	-	4,357.09
Work in Process of Real Estate Projects (at cost)	728.53	847.89
Total	728.53	5,204.98

NOTE 7: TRADE RECEIVABLES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Due over six months		
considered good	280.23	-
considered doubtful	-	323.15
Less: Provison for bad debts	-	(323.15)
	280.23	-
Others (considered good)		
Other receivables (Unsecured considered good)	466.15	1,118.82
Total	746.38	1,118.82

NOTE 8: CASH AND CASH EQUIVALENTS

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
(a) Balances with banks	10.90	338.73
(b) Cash on hand	0.17	0.69
Total	11.07	339.42

NOTE 9: OTHER BANK BALANCES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
(a) Earmarked balances with banks : Balance in Dividend /escrow Accounts	-	5.17
(b) Fixed Deposits	3,701.41	1,382.84
(c) Balances In Liquid Funds	-	7,799.69
Total	3,701.41	9,187.70

NOTE 10: OTHER CURRENT ASSETS

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
a) Deposits with Other Companies		
Unsecured, considered good	733.32	82.93
b) Balances with Government	109.85	266.59
c) Loans and advances to Suppliers ,Contractors & others		
Secured, considered good	-	-
Unsecured, considered good	9,830.31	10,405.46
d) Income Tax Refund Receivable /MAT cr	1,135.48	920.69
Total	11,808.96	11,675.67

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

NOTE 11: SHARE CAPITAL

a)

Particulars	For the year ended March 31, 2020		For the year ended March 31, 2019	
	Number of Shares	Amount (in Rs.)	Number of Shares	Amount (in Rs.)
Authorized				
Equity Shares of Rs. 10/- each	9,50,00,000	95,00,00,000	9,50,00,000	95,00,00,000
Cumulative/Non-Cumulative, Redeemable, Convertible/Non-convertible Preference Shares of Rs. 10/- each	2,50,00,000	25,00,00,000	2,50,00,000	25,00,00,000
	12,00,00,000	1,20,00,00,000	12,00,00,000	1,20,00,00,000
Issued, Subscribed & Paid-up				
Equity Shares of Rs. 10/- each	1,23,34,375	12,33,43,750	1,63,26,742	16,32,67,420
TOTAL	1,23,34,375	12,33,43,750	1,63,26,742	16,32,67,420

b) **Rights of Equity Shareholders**

The Company has only one class of Equity Shares having par value of Rs. 10 each, holder of equity shares is entitled to one vote per share.

c) **Reconciliation of numbers of equity shares**

Particulars	As at March 31, 2020		As at March 31, 2019	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	1,63,26,742	16,32,67,420	1,63,26,742	16,32,67,420
Shares issued during the year	-	-	-	-
Shares bought back during the year	39,92,367	3,99,23,670	-	-
Shares outstanding at the end of the year	1,23,34,375	12,33,43,750	1,63,26,742	16,32,67,420

d) **In the preceding five years, the Company had not bought back, issued shares for consideration other than cash and bonus shares.**e) **Details of members holding equity shares more than 5%**

Name of Shareholder	As at March 31, 2020		As at March 31, 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Gautam kumar Mithalal Jain	10,61,959	8.61	10,61,959	6.50
Maiden TradeFin Private Limited	45,25,251	36.69	45,25,251	27.72
Anil Dyechem Industries Private Limited	28,92,082	23.45	28,71,176	17.59
Megha Biotech Private Limited	-	-	27,05,667	16.57
Worship Trading & Investment Private Limited	6,26,376	5.08	-	-

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)
NOTE 11: OTHER EQUITY

(Rs. in Lacs)

	Reserve and Surplus						Total other equity
	General Reserve	Capital Reserve	Capital Redemption Reserve	Securities Premium	Revaluation Reserve	Retained Earnings	
Balances as at April 1, 2018	17,376.73	1,076.05	1,500.00	10,253.97	3,114.62	(2,582.73)	30,738.64
Addition/-Reduction During the year							
Income for the year					(1,188.79)		(1,188.79)
Profit during the year						1,265.78	1,265.78
Other Comprehensive Income net off tax						91.23	91.23
Balance as at March 31, 2019	17,376.73	1,076.05	1,500.00	10,253.97	1,925.83	(1,225.72)	30,906.85
Addition/-Reduction During the year	(136.76)			(1,840.80)			(1,977.56)
Profit during the year						960.27	960.27
Other Comprehensive Income net off tax						(757.99)	(757.99)
Balance as at March 31, 2020	17,239.97	1,076.05	1,500.00	8,413.17	1,925.83	(1,023.44)	29,131.57

NOTE 12: NON-CURRENT LIABILITIES-FINANCIAL LIABILITIES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Long Term Borrowings- At Amortised Cost		
Secured-		
Indian Rupee loan from ICICI Bank Limited (The loan is secured by mortgage over flat in scheme ADANI Western Heights owned by the company located at Mumbai) The loan is repayable in 240 monthly installments from the month in which construction is completed.	373.16	374.29
Sub total	373.16	374.29
Unsecured- At Amortised Cost		
Other Unsecured Loan from Corporate Bodies (associate companies)/directors which is expected to be paid within a period of 2-5 years.	428.94	1,698.60
Sub total	428.94	1,698.60
Total	802.10	2,072.90

NOTE 13: NON-CURRENT LIABILITIES-DEFERRED TAX LIABILITIES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Deferred Tax Liabilities	25.90	-
Total	25.90	-

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

NOTE 14: CURRENT LIABILITIES-FINANCIAL LIABILITIES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Borrowings-Current		
Secured -At Amortised Cost		
Working Capital Loans - From Banks	193.51	1,155.58
Current portion of long term borrowings	34.95	-
Total	228.46	1,155.58
Working Capital Facilities		
1) State Bank of India		
2) Kotak Mahindra Bank Limited		
3) HDFC Bank Limited		
Terms:Repayble on Demand		
Security		
1) Working capital loan from State Bank of India is secured by present and future book debts and inventories of the Company, collateral security, personal guarantee of the promoter directors.		
2) Dropline OD facility of Kotak Mahindra Bank Limited against mortgage of property of Director		
3) OD/working cap facility of HDFC Bank Limited is against pledge of Mutual funds and Fixed Deposits		

NOTE 15: TRADE PAYABLES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Trade Payables	227.27	5,473.28
Total	227.27	5,473.28
**Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end		
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end		
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year		
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	NIL	NIL
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year		
Interest due and payable towards suppliers registered under MSMED Act, for payments already made		
Further interest remaining due and payable for earlier years		

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

NOTE 16: OTHER FINANCIAL LIABILITIES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Other Payables for dividend/outstanding exp/other payables	39.33	183.96
Total	39.33	183.96

NOTE 17: OTHER CURRENT LIABILITIES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Other Current Liabilities	312.54	15.44
Total	312.54	15.44

NOTE 18: PROVISIONS

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for Expenses and other current liabilities	64.94	257.67
Total	64.94	257.67

NOTE 19: REVENUE FROM OPERATIONS

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
SALES - Domestic	23,353.00	31,432.95
- Exports	-	-
	23,353.00	31,432.95
Sale of Chhatral Land	119.36	-
Commision Income	22.54	-
Interest Income	1,137.94	1,784.86
Total	24,632.83	33,217.81
Sale of products comprises :		
<u>Manufactured goods</u>		
Dyes Intermediates		
Local	-	-
Export	-	-
Total - Sale of manufactured goods	-	-
<u>Traded goods</u>		
Chemicals, Textiles, Metals and other traded products.	23,353.00	31,432.95
Total - Sale of traded goods	23,353.00	31,432.95
Total - Sale of products	23,353.00	31,432.95

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

NOTE 20: OTHER INCOME

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Profit/(loss) on Sale of Fixed Assets (Net)	(8.45)	276.05
Misc. Income	3.18	50.20
Profit/(loss) on Sale of Investments (Net)	40.48	(18.64)
Dividend income	6.64	28.80
Total	41.85	336.41

NOTE 21: (INCREASE)/DECREASE IN FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Stock at the Commencement :		
Finished Goods (traded products)	5,204.98	1,508.84
Stock at the End :		
Finished Goods (traded products)	728.53	5,204.98
Total	4,476.45	-3,696.14

NOTE 22: EMPLOYEE BENEFIT EXPENSE

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Salaries, Wages and Bonus	129.29	135.30
Contribution to Provident Fund , Family Pension Fund & other contribution	5.25	7.55
Workers & Staff Welfare Expenses	-	2.46
Total	134.53	145.31

NOTE 23: FINANCIAL COST

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Interest expenditure	177.63	206.46
Total	177.63	206.46

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

NOTE 24: OTHER EXPENSES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Water, Power & Fuel	6.41	6.59
Other Misc. Factory Expenses	-	1.21
Rates & Taxes	10.65	5.03
Insurance	8.61	8.38
Postage, Telephone & Stationery	24.53	11.15
Legal & Consultancy Expenses	136.38	58.48
Other Administration Expenses	81.19	34.53
Audit Fees	6.00	6.00
Donation	18.93	130.31
Deferred Revenue Expenditure	-	5.06
Bill discounting cost & other bank charges	294.51	200.48
Sales Promotion Expenses	25.49	43.82
Inland Freight & Cartage & RM exp	84.39	184.38
Total	697.09	695.42

NOTE 25: EXCEPTIONAL ITEMS (EXPENSE/-INCOME)

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Income on transfer of Revaluation Reserve	-	(1,188.79)
Arbitration Expense	-	1,700.00
Total	-	511.21

NOTE 26: FINANCIAL INSTRUMENTS

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Financial Instruments are categorised in two level based on the inputs used to arrive at fair value measurements as described below:-

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Inputs which are not based on observable market data.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

The carrying amounts and fair values of financial instruments by category are as follows:

a) Financial assets & liabilities

(Rs. in Lacs)

Name of Shareholder	As at March 31, 2020			As at March 31, 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets						
At Amortised Cost						
Trade receivables	-	-	746.38	-	-	1,118.82
Cash and cash equivalents	-	-	11.07	-	-	339.42
Other Bank Balance	-	-	3,701.41	-	-	9,187.70
At FVTPL						
Trade receivables	-	-	-	-	-	-
Cash and cash equivalents	-	-	-	-	-	-
Other Bank Balance	-	-	-	-	-	-
At FVTOCI						
Trade receivables	-	-	-	-	-	-
Cash and cash equivalents	-	-	-	-	-	-
Other Bank Balance	-	-	-	-	-	-
Financial Liabilities						
Borrowings	-	-	228.46	-	-	1,155.58
Trade payables	-	-	227.27	-	-	5,473.28
Other financial liabilities	-	-	39.33	-	-	183.96

b) Fair value estimation

For financial instruments measured at fair value in the Balance Sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- Level 1: quoted prices for identical instruments
- Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: inputs which are not based on observable market data.

For assets and liabilities which are carried at fair value, the classification of fair value calculations by category is summarised below:

(Rs. in Lacs)

	Level 1	Level 2	Level 3
As at March 31, 2019			
Investments	1881.81	-	-
As at March 31, 2020			
Investments	3870.63	-	-

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

NOTE 26-FINANCIAL RISK MANAGEMENT

Financial risk management objectives and policies

The company's principal financial liabilities comprises of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include mutual funds, trade and other receivable and cash and cash equivalents that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The senior management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purpose. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below :

i) Market Risk- Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from the long term borrowings with fixed rates. The Company's fixed rates borrowings are carried at amortized cost. The Company invests the surplus fund generated from operations in mutual funds. Considering these mutual funds are short term in nature, there is no significant interest rate risk. The Company has laid policies and guidelines including tenure of investment made to minimize impact of interest rate risk.

Exposure to interest rate risk

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Borrowings bearing variable rate of interest	193.51	1,155.58
Borrowings bearing fixed rate of interest	837.04	2,072.90

ii) Market Risk- Foreign currency risk.

The Company does not have material foreign currency exposure as at balance sheet date. Hence, it does not have any significant foreign currency risk.

iii) Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the company periodically assess financial reliability of customer, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- Actual or expected significant adverse changes in business,
- Actual or expected significant changes in the operating results of the counterparty,
- Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- Significant increase in credit risk on other financial instruments of the same counterparty,
- Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Ageing of Account receivables

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
0-6 months	466.15	1,118.82
beyond 6 months	280.23	-
Total	746.38	1,118.82

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

iv) Liquidity Risk

Liquidity risk is defined as the risk that the company will not be able to settle or meet its financial obligations on time, or at a reasonable price. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related such risk are overseen by senior management. Management monitors the company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The company had access to following undrawn Borrowing facilities at end of reporting period:

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Variable Borrowing - Cash Credit expires within 1 year	193.51	1,155.58
Trade payable within 1 year	227.27	5,473.28
Current portion of Long term borrowing payable within 1 year	34.95	-
Total	455.73	6,628.86

v) Capital risk management

The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

The Company Monitors Capital on the basis of the following debt equity ratio:-

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Net Debt	1,030.56	3,228.48
Total Equity	30,365.00	32,539.52
Net Debt to Total Equity	3.39%	9.92%

NOTES 27 FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2020

1) EXEMPTIONS

i) Optional exemptionsavailed

A. Fair value measurement of financial assets or financial liabilities at Initial Recognition

Company has elected to apply requirement in paragraph B5.1.2A of Ind AS 109 prospectively to transactions entered into on or after the date of transition to Ind AS.

B. Deemed Cost

The Company has elected to measure all its intangible assets at the previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS.

ii) Applicable mandatoryexceptions

A. Estimates

The estimates are consistent with those made for the same dates in accordance with previous GAAP (after adjustments to reflect any differences in accounting policies, if any) apart from the following items where application of previous GAAP did not require estimation:

- FVTPL investments
- FVTOCI – debt securities
- Impairment of financial assets based on expected credit loss model

B. Classification and measurement of financial assets

As required under Ind AS 101, the classification of financial assets to be measured at amortised cost or fair value through other comprehensive income is made on the basis of the facts and circumstances that existed on the date of transition to IndAS.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

- 2) The amounts in the Balance Sheet and Statement of Profit and Loss are rounded off to the nearest thousand and indicated in lacs of rupees.
- 3) Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification /disclosure. Value of Chhatral Land is reclassified from Fixed Assets to Other non-current assets & Inventory with respect to Land Development Agreement entered by MetroGlobal Limited with the respective Company.

Following are the reclassification done in the books of accounts:

Previous year classification	Amount	Current year Reclassification	Amount
Fixed Assets		Other non-current assets	
Land (Chhatral)	11,71,24,930	Long Term Loans and advances to Suppliers, Contractors & others	4,42,72,044
		Inventory	
		Land (Chhatral)	7,28,52,886

- 4) The Company has constituted a Corporate Social Responsibility (CSR) Committee and has framed a CSR Policy. The brief details of CSR Committee are provided in the Corporate Governance Report.
- 5) The Ministry of Corporate Affairs, Government of India, vide General Circular No. 2 and 3 dated February 8, 2011 and February 21, 2011 respectively has granted a general exemption from compliance under Section 212 of the Companies Act, 1956 subject to fulfillment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary information relating to the subsidiaries has been included in the annexure to the Consolidated Financial Statements.
- 6) Company has not received any intimation from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act have not been given.
- 7) In terms of Ind AS 108 Segment reporting prescribed under section 133 of Companies Act 2013, segment information has been appended in the Consolidated Financial Statements (CFS).
- 8) No commission (Previous Year Rs. NIL) has been paid to the Managing Director for the year under review in view of resolution passed by the Board of director and as agreed by the Managing Director.
- 9) Director's Remuneration:

(Rs. in Lacs)

Particulars	2019-20	2018-19
i) Salary	75.46	75.19
ii) Contribution to Provident & other Funds	2.16	1.97
iii) Other Perquisites	0.00	12.93
Total	77.62	90.09

10) Related Party Disclosures as per Indian Accounting Standard

List of Related Parties with whom transactions have taken place during the year

- (i) List of Related party and their relationships

a. Subsidiary Company

- i. Metrochem Capital Trust Limited

b. Other Related / Associated Companies with whom the Company had transactions

- i. Anil Dyechem Industries Private Limited
ii. Harvest Tradelink Private Limited

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

Rs. in Lacs

- iii. Maiden Tradefin Private Limited
- iv. DK Metro Procon Private Limited
- v. Dual Metals Private Limited
- vi. Rian Chemicals Private Limited (*striked off*)
- vii. Sunalco Alloys Private Limited

c. Entity over which Company has joint control

- i. Ganesh Infrastructure
- ii. PMZ Developers
- iii. Keshavji Developers
- iv. Metro Apptech LLP
- v. Myspace Infracon LLP

d. Key Managerial Personnel

- i. Mr. Gautam M. Jain – Chairman & Managing Director
- ii. Mr. Rahul G. Jain – Executive Director
- iii. Mr. Nitin S. Shah – CFO, Company Secretary & Compliance Officer

(ii) Nature and volume of transaction

Rs. in Lacs

S. No.	Nature of Transaction	Name of Related Party	For the year ended March 31, 2020
1	Sale of Goods	Sunalco Alloys Private Limited	69.88
2	Loan Given	DK Metro Procon Private Limited	1.02
		Dual Metals Private Limited	39.26
		Ganesh Infrastructure	44.03
3	Loan Recovered	DK Metro Procon Private Limited	274.50
		Dual Metals Private Limited	76.64
		Ganesh Infrastructure	9.64
		Keshavji Developers	67.28
		Myspace Infracon LLP	413.85
		PMZ Developers	14.11
4	Loan Taken	Anil Dyechem Industries Private Limited	505.49
		Harvest Tradelink Private Limited	64.02
		Maiden Tradefin Private Limited	24.77
		Metrochem Capital Trust Limited	14.04
		Mr. Gautam M. Jain	715.25
5	Loan Repaid	Anil Dyechem Industries Private Limited	831.28
		Harvest Tradelink Private Limited	901.38
		Maiden Tradefin Private Limited	207.05
		Metrochem Capital Trust Limited	3.53
		Mr. Gautam M. Jain	662.37
6	Interest Received	Dual Metals Private Limited	3.75
		Myspace Infracon LLP	2.28

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

S. No.	Nature of Transaction	Name of Related Party	For the year ended March 31, 2020
7	Interest Paid	Anil Dyechem Industries Private Limited	9.35
		Harvest Tradelink Private Limited	45.99
		Maiden Tradefin Private Limited	2.77
		Metrochem Capital Trust Limited	14.04
		Mr. Gautam M. Jain	12.40
8	Rent Paid	Mr. Gautam M. Jain	2.64
9	Remuneration	Mr. Gautam M. Jain	42.32
		Mr. Rahul G. Jain	35.30
		Mr. Nitin S. Shah	7.86
10	Loan Receivable	DK Metro Procon Private Limited	854.25
		Dual Metals Private Limited	14.00
		Ganesh Infrastructure	812.00
		Keshavji Developers	269.81
		Metro Apptech LLP	17.94
		Myspace Infracon LLP	369.16
		PMZ Developers	597.24
11	Loan Payable	Metrochem Capital Trust Limited	271.31
		Mr. Gautam M. Jain	124.51

(iii) Notes:

No amounts in respect of related parties have been written off/written back/provided for during the year. Related party relationships have been identified by the management and relied upon by the auditors.

11. DISCLOSURE PURSUANT TO IND AS - 19 "EMPLOYEE BENEFITS"

- i) **Gratuity:** In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Company makes annual contribution to the gratuity fund administered by Reliance Nippon life Insurance Company & Future General life Insurance Co. limited

The disclosure in respect of the defined Gratuity Plan is given below:

A. Defined benefit plans

(Rs. in Lacs)

	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Present value of plan liabilities	41,02,869	36,58,633	35,96,673
Fair value of plan assets	38,32,363	37,53,269	33,11,673
Asset/(Liability) recognised	(2,70,506)	94,636	(2,85,000)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

B. Movements in plan assets and plan liabilities

(Rs. in Lacs)

Particulars	Present value of obligations
As at April 1, 2019	36,58,633
Current service cost	1,88,606
Past service cost	-
Interest Cost/(Income)	2,70,739
Liability transferred in/ acquisition	
Adjustments to opening fair Value of Plan Assets-	
Actuarial (gain)/loss arising from changes in demographic assumptions	(1,528)
Actuarial (gain)/loss arising from changes in financial assumptions	2,16,695
Actuarial (gain)/loss arising from experience adjustments	(62,161)
Employer contributions	-
Benefit payments	(1,68,115)
As at March 31, 2020	41,02,869
As at April 1, 2018	35,96,673
Current service cost	1,75,611
Past service cost	-
Interest Cost/(Income)	2,69,559
Return on plan assets excluding amounts included in net finance income/cost	
Actuarial (gain)/loss arising from changes in demographic assumptions	-
Actuarial (gain)/loss arising from changes in financial assumptions	-
Actuarial (gain)/loss arising from experience adjustments	3,32,325
Employer contributions	-
Benefit payments	(50,885)
As at March 31, 2019	36,58,633

C. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows::

	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Financial Assumptions			
Discount rate	5.75%	7.99%	7.99%
Salary Escalation Rate	5.00%	5.00%	5.00%
Expected Return on Plan Assets	5.75%	7.99%	7.99%
Rate of Employee Turnover	3.00%-1.00%	5.00%	5.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
Mortality Rate After Employment	N.A.	N.A.	N.A.

Demographic Assumptions

Mortality in Service: Indian Assured Lives Mortality (2006-08)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)
D. The defined benefit obligations shall mature after year end March 31, 2020 as follows:

(Rs. in Lacs)

Year ending	Defined benefit obligation
March 31, 2020	24,28,880
March 31, 2021	4,48,627
March 31, 2022	33,226
March 31, 2023	35,071
March 31, 2024	6,69,622
Thereafter	2,52,004

E. Sensitivity Analysis

(Rs. in Lacs)

Particulars		As at March 31, 2020
Projected Benefit Obligation on Current Assuptions		41,02,869
Delta Effect of + 0.5% Change in Rate of Discounting	-1.73	40,31,783
Delta Effect of -0.5% Change in Rate of Discounting	+1.86	41,79,347
Delta Effect of + 0.5% Change in Rate of Salary Increase	+1.47	41,63,152
Delta Effect of -0.5% Change in Rate of Salary Increase	-1.40	40,45,296
Delta Effect of + 10% Change in Rate of Employee Turnover	+0.14	41,08,576
Delta Effect of - 10% Change in Rate of Employee Turnover	-0.14	40,97,034

12. i) In the Opinion of the Management, any of the assets other than fixed assets and non-current investments have value on realization in the ordinary course of business at least equal to the amount as stated. The accounts of certain Trade Receivables, Trade Payables, Loans and Advances are however, subject to formal confirmations/reconciliations and consequent adjustments, if any. The management does not expect any material difference affecting the current year's financial statements on such reconciliation/adjustments.
- ii) No provision for interest has been made for loans and advances given to some of the parties as counter parties not able to make repayment of due amount and company will make provision for such interest in the year of realization as prudent practice by the company in respect of such parties.
- iii) During the year, the Company has recalculated its income tax receivable / demand payable for prior years with respect to the intimations & demand notices raised by the department from time to time. After detailed analysis of all the relevant provisions of Income Tax Act, 1961 along with Ind AS 12 "Income Taxes", management has decided to write off the overstated amount reflecting in "Other Current Assets" against the General Reserve of the company. Hence, an amount of Rs. 136.76 lacs has been reduced from General Reserve

13) The Deferred Tax Assets & Liabilities for the year comprise of the following:

(Rs. in Lacs)

	2019-20	2018-19
Deferred Tax Liability	25.90	0

14) Auditors' Remuneration

(Rs. in Lacs)

	2019-20	2018-19
Audit Fees	6.00	6.00
Service Tax /GST	0.00	1.08
Total	6.00	7.08

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

15) Calculation of Earnings Per Share (EPS):

(Rs. in Lacs)

	2019-20	2018-19
Numerator:		
Profit/(Loss) after Tax	960.27	1265.78
Total Comprehensive Income	202.45	1357.01
Denominator:		
Weighted Average Equity Shares (No.) in Lacs	129.561	163.267
Face Value	10	10
Basic and Diluted Earnings Per Share (excluding other comprehensive income)	7.41	7.75
Basic and Diluted Earnings Per Share (including other Comprehensive income)	1.56	8.31

16) i) Contingent liabilities not provided for in respect of

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Income Tax	257.06	386.11
VAT/Sales Tax	0.00	25.05
Excise Duty (Interest thereon not ascertainable at present)	0.00	196.24
Custom Duty	576.76	0.00

An Appeal challenging the Final Order No. A/86346/2019 dated August 5, 2019 in Appeal No. C/178/2012 passed by the Customs, Excise and Service Tax Appellate Tribunal (CESTAT) has been filed before the Hon'ble High Court of Bombay by the Company. The said final order by the CESTAT had confirmed the demand of differential duty on the ground of non-fulfillment of export obligation as per the condition of the Notification No.160/92-Cus by erstwhile Global Boards Limited. However, the CESTAT also went on to hold that Global Boards Limited is liable to pay interest @ 24% per annum of the differential duty amount which is Rs. 5,76,75,989/-. However, the said order has set aside the confiscation and penalty imposed on the Company. The demand of interest in this case is not sustainable therefore an appeal has been filed before the High Court which is pending admission. Based on the facts of the case, in our lawyer's opinion, there is a good chance of succeeding before the Hon'ble High Court in light of the decision of the Supreme Court in the case of Jaswal Neco Ltd. v. CC, 2015 (322) ELT 561 (SC). In either case, this will not have any adverse impact on the Company as a going concern.

The company's pending litigation comprises mainly claims against the Company, proceedings pending with tax & other Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material impact on its financial statements. Future cash outflow in respect of the above are determinable only on receipts of judgments/decisions pending with various forums/authorities.

(ii) Commitment

Operating Lease:

The Company has acquired certain Building/Office Premises under Lease arrangement. The future lease payment committed is as under:

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Within one year	2.64	2.64

(iii) Capital Commitment: Rs. NIL (Previous Year Rs. **NIL**)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS (CONTD.)

- 17)** Due to outbreak of COVID-19 globally and in India the Company's management has made initial assessment of likely adverse impact on business and financial risk, and believes that the impact is likely to be short term in nature. The management does not see any medium to long term risks in the company's ability to continue as a going concern and meeting its liabilities as and when they fall due.
- 18)** Company had offered to Buy-Back 4,000,000 Equity Shares of MetroGlobal Limited by Letter of Offer by tender bidding process and M/s Vivro Financial Services Private Limited had been appointed as a Manager to the Buy-Back. On the closure date (May 27, 2019) Company had received 3,992,367 Equity Shares through valid Tender offer process using the Stock Exchange Mechanism. Accordingly the capital in the books of account of the company has been reduced.
- 19)** Other Additional Information
Value of import on CIF Basis

	2019-20	2018-19
Raw Material	-	-
Capital Goods	-	-
Traded Goods	3602.85	12069.94

INDEPENDENT AUDITOR'S REPORT

To the Members of
METROGLOBAL LIMITED

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of **METROGLOBAL LIMITED** ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and its associates and jointly controlled entities, as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries and joint ventures the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the consolidated state of affairs of the Group and joint ventures, as at March 31, 2020, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph related to the Other Matters mentioned below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit matter	How our audit addressed key Audit matter
<p>a. Impairment testing of Group & its Joint Ventures /Associated Concern & their Ind AS conversion</p> <p>As at March 31, 2020, the adjusted carrying amount of the investment in the Group as whole of consolidated financial statements and other Associated Company's statements does not cover the other information like Ind AS conversion and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.</p>	<p>Our key procedure included, but not limited to followings</p> <p>a. Our audit procedures included. among others, testing the Company's control surrounding the budgeting processes and the carrying value of investments.</p> <p>b. We also assessed whether the Company's disclosures about the sensitivity of the outcome of impairment assessment to changes to key assumptions reflect the risks inherent, in the valuation of investment.</p> <p>c. The subsidiary Company is non material and does not carry any material impact on standalone for the purpose of Ind AS conversion</p>

INDEPENDENT AUDITOR'S REPORT (CONTD.)

Key Audit matter	How our audit addressed key Audit matter
<p>b. Valuation of investments and impairment thereof</p> <p>Refer note 4 forming part of financial statements to the Consolidated financial statements.</p> <p>The Company's investment portfolio represents a significant portion of the Company's total assets, which primarily consists of:</p> <ol style="list-style-type: none"> i. Listed Company shares; ii. Mutual funds and <p>The aforementioned instruments are valued at fair value through other comprehensive income (FVTOCI) depending upon the requirements of Ind AS 109, Financial Instruments, as summarised below:</p> <p>This is considered to be a significant area in view of the materiality of amounts involved, judgments involved in determining of impairment/ recoverability of instruments measured at fair market value which includes assessment of market data/conditions and financial indicators of the investee the available trading yield of relevant instruments and impact of the COVID-19 outbreak on the assumptions considered for such fair valuation.</p>	<p>Our key procedures included, but not limited to, the following</p> <ol style="list-style-type: none"> a) Assessed the appropriateness of the relevant accounting policies of the Company, including those relating to recognition and measurement of financial instrument by comparing with the applicable accounting standards; b) For instrument valued at fair value: <ol style="list-style-type: none"> i. Assessed the availability of quoted prices in liquid markets; ii. Assessed whether the valuation process is appropriately designed and captures relevant valuation inputs; iii. Performed testing of the inputs/assumptions used in the valuation; and iv. Assessed pricing model methodologies and assumptions against industry practice, recent changes in economic environment and valuation guidelines c) Assessed the appropriateness of the Company's description of the accounting policy and disclosures related to investments and whether these are adequately presented in the standalone financial statements.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Report on Corporate Governance and the Director's Report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group including its associates and jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act, the respective Board of Directors / Management of the companies included in the Group, and its associates and jointly

INDEPENDENT AUDITOR'S REPORT (CONTD.)

controlled entities covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and its associates and jointly controlled entities are responsible for assessing the ability of the Group and its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group and of its Associated Concerns.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error,

design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management;
- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its joint ventures / Associated Concerns to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint ventures to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
- obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group, and its joint venture, to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial

INDEPENDENT AUDITOR'S REPORT (CONTD.)

statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Emphasis of Matter

As more specifically explained in Note 27(16) to the consolidated financial statements, the Holding Company together with its subsidiary and its associates and jointly controlled entities has made a detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its assets comprising property, plant and equipment, investments, inventory and trade receivables. Based on current indicators of future economic conditions, the Holding Company together with its subsidiary and its associates and jointly controlled entities expects to recover the carrying amount of these assets. The Holding Company together with its subsidiary and its associates and jointly controlled entities continues to evaluate them as highly probable considering the orders in hand. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of the COVID-19 pandemic which may be different from that estimated as at the date of approval of the financial results. The Holding Company together with its subsidiary and its associates and jointly controlled entities will

continue to closely monitor any material changes arising of future economic conditions and impact on its business.

Our opinion is not modified in respect of this matter.

Other Matter

We did not audit the financial statements / financial information / financial results of one subsidiary included in the consolidated financial results, whose financial statements reflects total assets of Rs. 291.57 Lacs as at March 31, 2020 and total revenues of Rs. 15.93 Lacs year ended March 31, 2020 respectively, total net profit/(loss) after tax of Rs. 9.43 Lacs year ended March 31, 2020 respectively and total comprehensive income of Rs. 9.43 Lacs year ended March 31, 2020 respectively, and net cash flows (net) of (Rs. 0.73 Lacs) for the year ended March 31, 2020, as considered in the consolidated financial results. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of Sub-Section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries are based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done and the reports of other auditors.

The consolidated financial statements also include the Group's share of net loss of Rs. 171.92 Lacs and total comprehensive loss of Rs. 171.92 Lacs for the year ended March 31, 2020, as considered in the consolidated financial statements, in respect of 8 Associates / joint venture, whose financial information has not been audited by us. This financial information is unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid joint venture, and our report in terms of Sub-Section (3) of Section 143 of the Act in so far as it relates to the aforesaid Associated / joint ventures, are based solely on such audited financial statements. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial information certified by the Management.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by Section 197(16) of the Act, we report that the Holding Company covered under the Act paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that a subsidiary company covered under the Act has not paid or provided for any managerial remuneration during the year. Further, we also report that the provisions of section 197 read with Schedule V to the Act are not applicable to a joint venture company covered under the Act, since such company is not a public company as defined under Section 2(71) of the Act.

As required by Section 143 (3) of the Act, based on our audit and on the consideration of the report (s) of the other auditors on separate financial statements and other financial information of the subsidiaries and Associates / joint ventures, we report, to the extent applicable, that:

- we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
- the consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act;
- on the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company, the reports of the statutory auditors of its subsidiary company and representations from management of its Associates / joint venture company, none of the directors of the Group companies and Associates / joint venture company covered under the Act, are disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act;
- with respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary company and Associates / joint venture company covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'; and
- with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and management representations relating to its joint venture:
 - the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates and jointly controlled entities as detailed in Note 27(15)(i) to the consolidated financial statements;
 - the Group and its associates and jointly controlled entities did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2020;
 - there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended March 31, 2020 and there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary company and Associates / joint venture company covered under the Act, during the year ended March 31, 2020; and
 - the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from November 8, 2016 to December 30, 2016, which are not relevant to these consolidated financial statements. Hence, reporting under this clause is not applicable.

For **AMPAC & Associates,**

Chartered Accountants

FRN: 112236W

Piyush B. Sheth

Partner

Place: Mumbai

M. No.: 044062

Date: June 29, 2020

UDIN: 20044062AAAABA7926

INDEPENDENT AUDITOR'S REPORT (CONTD.)

ANNEXURE I

The Statement includes the results of the following entities:

Subsidiary:

- Metrochem Capital Trust Limited

Associates / Joint Ventures

- Rian Chemicals Private Limited
- Metro Apptech LLP
- Dual Metals Private Limited
- DK Metro Procon Private Limited
- Ganesh Infrastructure
- PMZ Developers
- Keshavji Developers
- Myspace Infracon LLP

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

ANNEXURE A

Independent Auditor's Report on the internal financial controls with reference to financial statements under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ('the Act')

In conjunction with our audit of the consolidated financial statements of **METROGLOBAL LIMITED** (the Holding Company) and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), and its associates and jointly controlled entities as at and for the year ended March 31, 2020, we have audited the internal financial controls with reference to financial statements of the Holding Company, its subsidiary company, and its associates and jointly controlled entities, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

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

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company, its subsidiary company, and its Associates / joint venture as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note

require that we Holding Company, its subsidiary company, and its Associates / joint venture comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company, its subsidiary company, and its Associates / joint venture as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

A Holding Company, its subsidiary company, and its associates and jointly controlled entities Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Holding Company, its subsidiary company, and its associates and jointly controlled entities internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of Management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Opinion

In our opinion, the Holding Company, its subsidiary company, and its associates and jointly controlled entities its Associates / joint venture, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matter

We did not audit the internal financial controls in so far as it relates to a its associates and jointly controlled entities company, which is company covered under the Act , in

respect of which, the Group's share of net loss of Rs. 171.92 Lacs for the year ended March 31, 2020, has been considered in the consolidated financial statements. The internal financial controls with reference to the financial statements of this Associates / joint venture company, which is a company covered under the Act, are unaudited and our opinion under section 143(3)(i) of the Act insofar as it relates to the aforesaid joint venture company, corresponding internal financial controls with reference to financial statements report certified by the management of such company. In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to the Group and its associates and jointly controlled entities. Our report on adequacy and operating effectiveness of the internal financial controls with reference to financial statements of the Group and its associates and jointly controlled entities does not include the internal financial controls with reference to financial statements assessment in respect of its associates and jointly controlled entities. Our opinion is not modified in respect of the above matter with respect to our reliance on the internal financial controls with reference to financial statements report certified by the Management.

For **AMPAC & Associates,**
Chartered Accountants
FRN: 112236W

Piyush B.Sheth
Partner

Place: Mumbai
Date: June 29, 2020

M. No.: 044062
UDIN: 20044062AAAABA7926

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2020

(Rs. in Lacs)

Particulars	Notes	As at March 31, 2020	As at March 31, 2019
ASSETS			
Non-current assets			
(a) Property, Plant & Equipment	2	4,270.29	4,414.52
(b) Capital Work-in-Progress	3	283.67	544.94
(c) Financial Assets			
(i) Investments	4	3,591.87	1,746.43
(ii) Other Financial Assets	4	7.24	875.34
(d) Other Non-current assets	5	6,637.72	6,455.45
Total non-current assets		14,790.77	14,036.68
Current assets			
(a) Inventories	6	728.60	5,205.07
(b) Financial Assets			
(i) Trade receivables	7	746.38	1,118.82
(ii) Cash and cash equivalents	8	13.83	342.89
(iii) Other bank balances	9	3,701.41	9,187.70
(c) Other Current assets	10	11,812.32	11,677.15
Total current assets		17,002.53	27,531.63
Total Assets		31,793.30	41,568.31
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	11	1,233.44	1,632.67
(b) Other equity	11	28,985.71	30,895.04
Minority Interest		140.97	140.86
Total equity		30,360.12	32,668.58
Liabilities			
Non-current liabilities			
Financial Liabilities			
(i) Borrowings	12	530.78	1,812.07
(ii) Deferred tax liabilities (Net)	13	25.90	-
Total non-current liabilities		556.68	1,812.07
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	228.46	1,155.58
(ii) Trade payables	15	227.27	5,473.28
(iii) Other Financial Liabilities	16	39.33	185.69
(b) Other Current liabilities	17	312.54	15.44
(c) Provisions	18	68.89	257.67
Total current liabilities		876.49	7,087.66
Total Equity and Liabilities		31,793.30	41,568.31

See accompanying notes to the financial statements

The accompanying notes are an integral part of the financial statements

As per our report of even date

For AMPAC & Associates

Chartered Accountants

Piyush B. Sheth

Partner

Membership No.: 44062

FRN : 112236W

Place: Ahmedabad

Date: Monday, June 29, 2020

For & on behalf of the Board

Gautam M. Jain

(DIN No: 00160167)

Chairman & Managing Director

Sandeep S. Bhandari

(DIN No: 01379445)

Director

Nitin S. Shah

(ACS7088)

Company Secretary

CONSOLIDATED STATEMENT of Profit AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

(Rs. in Lacs except EPS data)

Particulars	Notes	For the year ended March 31, 2020	For the year ended March 31, 2019
I. Revenue from operations	19	24,648.43	33,232.70
II. Other Income	20	42.18	337.09
III. Total Revenue		24,690.62	33,569.79
IV. Expenses:			
Purchase of Stock-in-Trade		17,923.18	34,009.94
(Increase)/Decrease in Finished Goods, Work In Progress & Stock in Trade	21	4,476.47	(3,696.14)
Employee benefit expense	22	134.53	145.31
Financial costs	23	179.35	209.43
Depreciation and amortization expense		71.64	41.28
Other expenses	24	697.09	695.42
IV. Total Expenses		23,482.26	31,405.24
V Profit before share of profit of associate & joint venture & exceptional items & tax		1,208.35	2,164.55
Share of profit of Associates/Joint Ventures		(171.92)	(16.55)
VI Profit before exceptional items & tax (1-2)		1,036.43	2,148.00
Exceptional Items (Expense/-income)	25	-	511.21
VII Profit/(Loss) before Tax		1,036.43	1,636.79
VIII Tax expense:			
(1) Current tax		211.60	376.25
(2) Deferred tax		25.90	-
(3) Earlier year excess/short provisioning		1.16	13.14
IX. Profit/(Loss) after Tax		797.78	1,247.40
X Other Comprehensive Income /-loss (Net of Tax)			
(i) Re-measurement of net defined benefit liability (net off tax)		(1.24)	(1.95)
(ii) Equity instruments through other comprehensive income (net off tax)		(756.57)	93.18
XI Total Comprehensive Income		39.96	1,338.63
Earning per equity share (excluding other comprehensive income):			
(1) Basic EPS		6.16	7.64
No. of shares		1,29,56,137	1,63,26,742
(2) Diluted		6.16	7.64
No. of shares		1,29,56,137	1,63,26,742
Earning per equity share (including other comprehensive income):			
(1) Basic EPS		0.31	8.20
No. of shares		1,29,56,137	1,63,26,742
(2) Diluted		0.31	8.20
No. of shares		1,29,56,137	1,63,26,742

See accompanying notes to the financial statements

The accompanying notes are an integral part of the financial statements

As per our report of even date

For AMPAC & Associates

Chartered Accountants

Piyush B. Sheth

Partner

Membership No.: 44062

FRN : 112236W

For & on behalf of the Board
Gautam M. Jain

(DIN No: 00160167)

Chairman & Managing Director

Sandeep S. Bhandari

(DIN No: 01379445)

Director

Nitin S. Shah

(ACS7088)

Company Secretary

Place: Ahmedabad

Date: Monday, June 29, 2020

CONSOLIDATED CASH flow STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2020

(Rs. in Lacs)

Particulars	For the year ended March 31, 2020		For the year ended March 31, 2019	
	Amount (Rs. in Lacs)	Amount (Rs. in Lacs)	Amount (Rs. in Lacs)	Amount (Rs. in Lacs)
(A) Cash flow from operating activities:				
Net profit before taxation and extraordinary items		1,208.35		2,164.55
Add: Non-cash & Non-operating Expenses:				
Depreciation	71.64		41.28	
Amortization Expenses	-		5.06	
Loss on Sale of Fixed Assets (Net)	-8.45		-276.05	
Deferred Tax Liability Written Off	-		46.07	
Interest expenses	179.35	242.54	206.46	22.82
Less:- Non Operating Income				
Profit on Sale of Investments (Net)	-40.48		18.65	
Gratuity Expense Provision	-1.24		-	
Dividend Income	-6.97	-48.70	-29.33	-10.68
Cash flow before Change in Working capital		1,402.20		2,176.69
Change in Working Capital				
Current assets:				
Decrease in Inventory	4,476.47		-2,528.10	
Decrease in Trade Receivables	372.44		5,346.64	
Increase in other Current Assets	-135.17		2,418.40	
Increase in other non-current Assets	-182.26	4,531.48	-110.49	5,126.45
Current liabilities:				
Decrease in Short term borrowings	-927.12		-2,632.49	
Decrease in Trades Payables	-5,246.01		1,558.44	
Decrease in Other Financial Liability	-146.36		-188.82	
Increase in other Current liabilities	297.11		1.84	
Increase in Deferred tax liability	25.90			
Decrease in Short term provision	-188.78	-6,185.27	246.51	-1,014.53
Cash flow before tax paid		-251.59		6,288.61
Less: Tax paid		238.66		389.39
Cash flow Before extra-ordinary items		-490.25		5,899.22
Add:- Cash flow from Extraordinary Items	-		-1,700.00	
			-	-1,700.00
Cash flow from Operating Activities (A)		-490.25		4,199.22
(B) Cash flow from investing activities:				
Dividend Income	6.97		29.33	
Loss on Investment in Associates	-171.92		-16.55	
Increase in Investments	-2,533.25		-177.50	
Decrease in Other Financial Assets	868.10		-859.50	
Decrease in Capital Work in Progress	261.27		1,179.21	
Increase/Decrease of Fixed Assets	81.04	-1,487.79	-776.37	-621.38
Cash flow from Investing Activities (B)		-1,487.79		-621.38

CONSOLIDATED CASH flow STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2020 (CONTD.)

(Rs. in Lacs)

Particulars	For the year ended March 31, 2020		For the year ended March 31, 2019	
	Amount (Rs. in Lacs)	Amount (Rs. in Lacs)	Amount (Rs. in Lacs)	Amount (Rs. in Lacs)
(C) Cash flow from financing activities:				
Decrease in long-term borrowings	-1,281.28		-1,222.96	
Change in Minority Interest	0.11		-31.52	
Interest paid	-179.35		-206.46	
Equity share capital buy back	-399.24		-	
Share premium on buy back of equity shares	-1,840.80		-	
Short/excess provisioning for previous years reversed	-136.76	-3,837.31	-	-1,460.94
Cash flow from Financing Activities (C)		-3,837.31		-1,460.94
Total Cash Flow (A+B+C)		-5,815.35		2,116.89
Add: Opening cash and cash equivalents		9,530.58		7,413.69
Closing Cash & Cash Equivalents		3,715.23		9,530.58

The accompanying notes are an integral part of the financial statements

As per our report of even date

For AMPAC & Associates

Chartered Accountants

Piyush B. Sheth

Partner

Membership No.: 44062

FRN : 112236W

For & on behalf of the Board
Gautam M. Jain

(DIN No: 00160167)

Chairman & Managing Director

Sandeep S. Bhandari

(DIN No: 01379445)

Director

Nitin S. Shah

(ACS7088)

Company Secretary

Place: Ahmedabad

Date: Monday, June 29, 2020

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

1.1 CORPORATE INFORMATION

MetroGlobal Limited is a public limited company domiciled in India and earlier incorporated under the provisions of Companies Act, 1956 now governed by Companies Act, 2013, having its registered office at 101, 1st Floor, Mangal Disha, Nr. Guruganeshwar Temple, 6th Road Khar (West), Mumbai-400052 (Maharashtra). Its Shares are listed and traded on BSE Limited. The company is in the business of trading of chemicals, textiles, minerals and ores, metals and precious metals as well as Realty development and investments.

Consolidated Financial Statements include the consolidated Balance Sheet, consolidated Statement of Profit and Loss, consolidated Cash Flow Statement and consolidated Statement of Changes in Equity of the Parent Company and its subsidiary company and associates companies (hereinafter referred as the 'Group')

Principles of Consolidation

The Consolidated Financial Statements relate to MetroGlobal Limited and its subsidiary company and associates companies. The financial statements of the subsidiary used in consolidation are drawn/prepared on line to line basis and consolidation for associate companies are done as per equity method.

Following companies are included for consolidation purpose:

Company	Relationship
Metrochem Capital Trust Limited	Subsidiary
DK Metro Procon Private Limited	Associate / Joint Venture
Dual Metals Private Limited	Associate / Joint Venture
Rian Chemicals Private Limited	Associate / Joint Venture
Myspace Infracon LLP	Associate / Joint Venture
Metro Apptech LLP	Associate / Joint Venture
Ganesh Infrastructure	Associate / Joint Venture
Keshavji Developers	Associate / Joint Venture
PMZ Developers	Associate / Joint Venture

1.2 SIGNIFICANT ACCOUNTING POLICIES

1.2.1 Statement of Compliance with Ind AS.

The Consolidated Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Indian

Accounting Standards) Rules, 2015, as amended from time to time and other accounting principles generally accepted in India.

These Consolidated Financial Statements have been prepared and presented under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair value by Ind AS.

These Consolidated Financial Statements of the Company as at and for the year ended March 31, 2020 (including comparatives) were approved and authorised for issue by the Board of Directors of the Company on June 29, 2020.

The financial statements are presented in INR and all amounts have been rounded-off to the nearest thousand and indicated in Lacs of rupees, unless otherwise indicated.

1.1.2 Use of Estimates and Judgements

The preparation of financial statements in conformity with Ind AS requires management to make certain judgements, estimates and assumptions that affects the reported amounts of revenues, expenses assets and liabilities (including contingent liabilities) and the accompanying disclosures. Future results could differ due to these estimates and differences between the actual results and the estimates are recognised in the period in which the results are known / materialised. Estimates and underlying assumptions are reviewed on an ongoing basis.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Significant Estimates and assumptions are required in particular for:

(i) Useful life of property, plant and equipment

This involves determination of the estimated useful life of property, plant and equipment and the assessment as to which components of the cost may be capitalised. Useful life of these assets is based on the life prescribed in Schedule II to the Companies Act, 2013. Management reviews its estimate of the useful lives of depreciable / amortisable assets at each reporting date, based on the expected utility of the assets.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

(ii) Taxes

The Company's tax jurisdiction is India. Significant judgement are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income tax, including amount expected to be paid / recovered for uncertain tax position. Significant management judgement is also required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profit together with future tax planning strategies, including estimates of temporary differences reversing on account of available benefits from the Income Tax Act, 1961.

(iii) Defined benefit plans (Gratuity Benefits)

The cost of the defined benefits gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

1.1.3 Current & Non-Current Classification

Any asset or liability is classified as current if it satisfies any of the following conditions:

- (i) The asset/liability is expected to be realised/settled in the Company's normal operating cycle;
- (ii) The asset is intended for sale or consumption;
- (iii) The asset/liability is held primarily for the purpose of trading;
- (iv) The asset/liability is expected to be realised/settled within twelve months after the reporting period;
- (v) The asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date;
- (vi) In the case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

For the purpose of current/non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months.

1.3 PROPERTY, PLANT AND EQUIPMENT

Recognition and Measurement

Property, Plant and Equipment, including Capital Work in Progress, are stated at cost of acquisition or construction less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price (net of tax credits, wherever applicable), import duty and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use.

Borrowing cost relating to acquisition/construction of Property, Plant and Equipment which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Depreciation/amortisation:

Depreciation on fixed assets is provided on straight line method over the useful lives of assets specified in Schedule II of the Companies Act, 2013.

The management believes that the useful life as given above the best represent the period over which the management expects to use these assets. The Company reviews the useful life and residual value at each reporting date.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from continued use of asset. Any gain or loss arising on the disposal or retirement of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the assets and is recognised in Statement of Profit and Loss.

1.4 CASH AND CASH EQUIVALENT

Cash and Cash equivalents include cash and Cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

1.5 IMPAIRMENT OF NON-FINANCIAL ASSETS

The Company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets are impaired. If any such indication exists, the Company estimates the amount of impairment loss. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognised in profit or loss. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

1.6 INVESTMENT IN SUBSIDIARY, JOINTLY CONTROLLED ENTITIES, ASSOCIATES AND UNINCORPORATED ENTITIES

Investment in Subsidiary, Joint Controlled Entities and Associates are measured at cost less impairment in accordance with Ind AS 27 "Separate Financial Statements".

In case of unincorporated entities in the nature of a Joint Operation, the Company recognises its direct right and its share of jointly held or incurred assets, liabilities, contingent liabilities, revenues and expenses of joint operations. These have been incorporated in these financial statements under the appropriate headings.

1.7 REVENUE RECOGNITION

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the company expects to receive in exchange for those products or services.

Sale of goods:

Revenue from the sale of goods is recognised when the control of the goods has been passed to the customer as per the terms of agreement and there is no continuing effective control or managerial involvement with the goods.

Dividend:

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholder approve the dividend.

Interest Income:

Interest income is recognised on a time proportionate basis taking into account the amounts invested and the rate of interest.

Profit or Loss on Sale of Investment:

Profit or loss on sale of investment is recognised on the contract date.

1.8 INVENTORIES

- (i) Inventories are valued at lower of cost and net realisable value. Raw material cost is computed on quarterly weighted average basis.
- (ii) Finished goods and Work-in-Process include estimated cost of conversion and other costs incurred in bringing the inventories to their present location and condition.
- (iii) Inventory of stores and spares, being not material, are charged to consumption on procurement.

1.9 FINANCIAL INSTRUMENTS

1.9.1 Financial assets

Initial recognition

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets other than trade receivables are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the Statement of Profit and Loss.

Subsequent measurement

The measurement of financial assets depends on their classification, as described below:

(a) Measured at amortised cost:

A financial asset is measured at amortised cost, if both of the following conditions are met:

- (a) The asset is held within a business model whose objective is of holding the assets to collect contractual cash flows and

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

- (b) the contractual cash flows are solely payments of principal and interest on the principal outstanding.

Amortised cost is calculated using the effective interest rate ("EIR") method by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, gain or loss, if any, is recognised to Statement of Profit and Loss.

(b) Measured at fair value through other comprehensive income

A financial asset is measured at FVOCI, if both the following conditions are met:

- (a) The asset is held with an objective to collect contractual cash flows and selling such financial asset and
- (b) The contractual cash flows are solely payments of principal and interest on the principal outstanding.
- (c) It is subsequently measured at fair value with fair value movements recognised in the OCI, except for interest income which recognised using EIR method. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in the OCI is reclassified from the equity to Statement of Profit and Loss.

(c) Measured at fair value through profit or loss

Investment in financial asset other than equity instrument, not measured at either amortised cost or FVOCI is measured at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised in the Statement of Profit and Loss.

1.9.2 Financial Liabilities

Initial Recognition

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the

instruments. Financial liabilities are initially recognised at fair value net of transaction costs for all financial liabilities not carried at fair value through profit or loss.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative instruments.

Subsequent measurement

Financial liabilities measured at amortised cost are subsequently measured at using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that requires a payment to be made or to reimburse the holder for a loss it incurs because the specified debtors fails to make payment when due in accordance with the term of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

Subsequently the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative adjustments.

Derivative financial instruments

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value, with changes in fair value recognised in Statement of Profit and Loss.

1.10 FAIR VALUE MEASUREMENT:

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or settle a liability takes place either:

- In the principal market for the asset or liability, or

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

- In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2 — other techniques for which all input which have a significant effect on the recorded fair value are observable, either directly or indirectly.
- Level 3 — Inputs which are not based on observable market data

1.11 EMPLOYEE BENEFITS

The Company has provides following post-employment plans:

- (a) Defined benefit plans such a gratuity and
- (b) Defined contribution plans such as Provident fund & ESIC

a) Defined-benefit plan:

The liability or asset recognised in the balance sheet in respect of defined benefit plan is the present value of defined benefit obligations at the end of the reporting period less fair value of plan assets. The defined benefit obligations are calculated annually by actuaries through actuarial valuation using the projected unit credit method.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (a) Service costs comprising current service costs, past-service costs, gains and losses on curtailment and non-routine settlements; and
- (b) Net interest expense or income

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in employee benefit expenses in the statement of the profit & loss.

Re-measurement comprising of actuarial gains and losses arising from

- (a) Re-measurement of Actuarial (gains)/losses
- (b) Return on plan assets, excluding amount recognised in effect of asset ceiling
- (c) Re-measurement arising because of change in effect of asset ceiling are recognised in the period in which they occur directly in Other comprehensive income. Re-measurement are not reclassified to profit or loss in subsequent periods.

Ind AS 19 requires the exercise of judgment in relation to various assumptions including future pay rises, inflation and discount rates and employee and pensioner demographics. The Company determines the assumptions in conjunction with its actuaries, and believes these assumptions to be in line with best practice, but the application of different assumptions could have a significant effect on the amounts reflected in the income statement, other comprehensive income and balance sheet. There may be also interdependency between some of the assumptions.

b) Defined-contribution plan:

Under defined contribution plans, provident fund, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Defined Contribution plan comprise of contributions to the employees' provident fund with the government, superannuation fund and certain state plans like Employees' State Insurance and Employees' Pension Scheme. The Company's payments to

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

the defined contribution plans are recognised as expenses during the period in which the employees perform the services that the payment covers.

c) Other employee benefits:

- (a) Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance sheet date determined based on an actuarial valuation.
- (b) Undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employee renders the related services.

1.12 LEASES

The Company assesses whether a contract contains a lease, at the inception of the contract. A contract is, or contains, a lease if the contract convey the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract convey the right to control the use of an identified asset, the Company assesses whether

- (i) the contract involves the use of identified asset
- (ii) the Company has substantially all of the economic benefits from the use of the asset through the period of lease and
- (iii) the Company has right to direct the use of the asset.

1.13 FOREIGN CURRENCY TRANSACTIONS

The financial statements are presented in Indian Rupee (INR), which is entity's functional and presentation currency.

a) Initial Recognition

Foreign currency transactions are transacted into the functional currency, for initial recognition, using the exchange rate at the dates of the transactions.

b) Measurement of Foreign Currency Items at the Balance Sheet Date

All foreign currency denominated monetary assets and liabilities are transacted at the exchange

rates on the reporting date. Exchange differences arising on settlement or translated of monetary items are recognised in Statement of Profit and Loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

1.14 TAX EXPENSES

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

i. Current Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, Current income tax (including Minimum Alternate Tax (MAT)) is measured at the amount expected to be paid to the tax authorities in accordance with the Income-Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

ii. Deferred Tax

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

Minimum Alternative Tax ("MAT") credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

1.15 PROVISIONS AND CONTINGENCIES

A provision is recognised if, as a result of a past event, the group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

Contingent liabilities being a possible obligation as a result of past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more future events not wholly in control of the company are not recognised in the accounts. The nature of such liabilities and an estimate of its financial effect are disclosed in notes to the financial statements.

Contingent assets are not recognised in the financial statements, the nature of such assets and an estimate of its financial effect are disclosed in notes to the financial statements.

1.16 CASH FLOW STATEMENT

Cash flows are reported using the indirect method where by the profit before tax is adjusted for the effect of the transactions of a non-cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated

with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

1.17 BORROWING COST

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are recognised as an expense in the period in which they are incurred.

1.18 EARNINGS PER SHARE

Basic EPS is arrived at based on total comprehensive income available to equity shareholders to the weighted average number of equity shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless impact is anti-dilutive.

Since Investing into marketable securities is one of the major business activity of the company, the EPS & Diluted EPS disclosed on the financial statements is after considering the other comprehensive income to disclose true & fair view of the financial statements. This approach has been historically adopted by the company.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)
NOTE 2: PROPERTY, PLANT AND EQUIPMENT

(Rs. in Lacs)

	Land	Buildings	Electric Installations	Laboratory Equipments	Furniture & Fixture	Vehicles	Office Equipments	Total
Gross Block								
Balance as at April 1, 2018	4,091.64	363.00	100.90	188.25	86.73	421.39	179.50	5,431.41
Additions	-	1,677.99	-	-	-	-	1.28	1,679.27
Revaluation	-	-	-	-	-	-	-	-
Deductions/ Adjustment	1,797.56	-	-	-	-	-	0.52	1,798.08
Balance as at March 31, 2019	2,294.08	2,040.99	100.90	188.25	86.73	421.39	180.26	5,312.60
Accumulated Depreciation								
Balance as at April 1, 2018	-	241.39	99.75	188.09	59.75	117.84	149.98	856.80
Additions	-	26.26	0.09	0.01	1.82	11.08	2.02	41.28
Deductions/ Adjustment	-	-	-	-	-	-	-	-
Balance as at March 31, 2019	-	267.65	99.84	188.10	61.57	128.92	152.00	898.08
Net carrying amount as at April 1, 2018	4,091.64	121.61	1.15	0.16	26.98	303.55	29.52	4,574.61
Net carrying amount as at March 31, 2019	2,294.08	1,773.34	1.06	0.15	25.16	292.47	28.26	4,414.52

Gross Block								
Balance as at April 1, 2019	2,294.08	2,040.99	100.90	188.25	86.73	421.39	180.26	5,312.60
Additions	105.00	122.50	-	-	1.16	-	2.70	231.36
Revaluation	-	-	-	-	-	-	-	-
Deductions/ Adjustment	-	275.30	-	-	-	60.00	-	335.30
Balance as at March 31, 2020	2,399.08	1,888.19	100.90	188.25	87.89	361.39	182.96	5,208.66
Accumulated Depreciation								
Balance as at April 1, 2019	-	267.65	99.84	188.10	61.57	128.92	152.00	898.08
Additions	-	28.36	-	-	6.36	30.36	6.56	71.64
Deductions/ Adjustment	-	-	-	-	-	31.35	-	31.35
Balance as at March 31, 2020	-	296.01	99.84	188.10	67.93	127.93	158.56	938.37
Net carrying amount as at March 31, 2019	2,294.08	1,773.34	1.06	0.15	25.16	292.47	28.26	4,414.52
Net carrying amount as at March 31, 2020	2,399.08	1,592.18	1.06	0.15	19.96	233.46	24.40	4,270.29

NOTE 3: CAPITAL WORK-IN-PROGRESS

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Capital Work-In-Progress	283.67	544.94
Total	283.67	544.94

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

NOTE 4: NON-CURRENT FINANCIAL INVESTMENTS

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Unquoted		
(a) Investment in Equity shares		
(i) In associate companies (At Cost)		
170 (170) Equity shares of Anil Dyechem India Private Limited of Rs. 1000/- each fully paid up	3.42	3.42
4500 (4500) Equity shares of Dual Metals Private Limited of Rs. 10/- each fully paid up	0.45	0.45
4500 (4500) Equity shares of DK Metro Procon Private Limited of Rs. 10/- each fully paid up	0.45	0.45
45000 (45000) Equity shares of Rian Chemicals Private Limited of Rs. 10/- each fully paid up	-	4.50
Equity shares of Metro Apptech LLP of Rs. 10/- each fully paid up	0.80	-
Add : Profit/loss on consolidation as per equity Method of Aociates/LLP	(171.92)	(16.55)
(ii) Other companies (At Fair Value)		
200 (200) Equity shares of Green Environment Services Co-op Society Limited of Rs. 100/- each fully paid up	0.20	0.20
Aggregate amount of Unquoted Investments	(166.60)	(7.53)
Quoted		
(a) Shares of Listed Companies (At Fair Value)	817.01	1,278.15
(b) Investment in Mutual Funds (At Fair Value)	2,941.45	475.81
Aggregate amount of Quoted Investments	3,758.47	1,753.96
Total	3,591.87	1,746.43
Deposits & Other financial assets		
(a) Deposits with other companies/others	7.24	875.34

NOTE 5: OTHER NON-CURRENT ASSETS

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Long Term Loans and Advances to Related Parties		
a) Loans and advances to Partnership Firms in which the company is Partner (Unsecured, considered good)	2,048.22	2,522.49
b) Loans and advances to comapny in which the company is a shareholder (Unsecured, considered good)	411.53	685.01
Long Term Loans and advances to Suppliers ,Contractors & others		
Secured, considered good	2,734.35	2,734.35
Unsecured, considered good	1,443.62	513.61
Sub-Total	6,637.72	6,455.45
Deferred Revenue Expenditure	-	-
Sub-Total	-	-
Total	6,637.72	6,455.45

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)
NOTE 6: INVENTORIES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Stock in Trade :		
Traded Goods (at lower of cost or net realizable value)	-	4,357.09
Work in Process of Real Estate Projects (at cost)	728.60	847.98
Total	728.60	5,205.07

NOTE 7: TRADE RECEIVABLES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Due over six months		
considered good	280.23	-
considered doubtful	-	323.15
Less: Provison for bad debts	-	(323.15)
	280.23	-
Others (considered good)		
Other receivables (Unsecured considered good)	466.15	1,118.82
Total	746.38	1,118.82

NOTE 8: CASH AND CASH EQUIVALENTS

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
(a) Balances with banks	13.42	341.29
(b) Cash on hand	0.41	1.60
Total	13.83	342.89

NOTE 9: OTHER BANK BALANCES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
(a) Earmarked balances with banks : Balance in Dividend /escrow Accounts	-	5.17
(b) Fixed Deposits	3,701.41	1,382.84
(c) Balances In Liquid Funds	-	7,799.69
Total	3,701.41	9,187.70

NOTE 10: OTHER CURRENT ASSETS

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
a) Deposits with Other Companies		
Unsecured, considered good	733.32	82.93
b) Balances with Government	109.85	266.59
c) Loans and advances to Suppliers ,Contractors & others		
Secured, considered good	-	-
Unsecured, considered good	9,830.31	10,405.46
d) Income Tax Refund Receivable /MAT cr	1,138.84	922.17
Total	11,812.32	11,677.15

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

NOTE 11: SHARE CAPITAL

(Rs. in Lacs)

a)

Particulars	For the year ended March 31, 2020		For the year ended March 31, 2019	
	Number of Shares	Amount (in Rs.)	Number of Shares	Amount (in Rs.)
Authorized				
Equity Shares of Rs. 10/- each	9,50,00,000	95,00,00,000	9,50,00,000	95,00,00,000
Cumulative/Non-Cumulative, Redeemable, Convertible/Non-convertible Preference Shares of Rs. 10/- each	2,50,00,000	25,00,00,000	2,50,00,000	25,00,00,000
	12,00,00,000	1,20,00,00,000	12,00,00,000	1,20,00,00,000
Issued, Subscribed & Paid-up				
Equity Shares of Rs. 10/- each	1,23,34,375	12,33,43,750	1,63,26,742	16,32,67,420
TOTAL	1,23,34,375	12,33,43,750	1,63,26,742	16,32,67,420

b) Rights of Equity Shareholders

The Company has only one class of Equity Shares having par value of Rs. 10 each, holder of equity shares is entitled to one vote per share.

c) Reconciliation of numbers of equity shares

Particulars	As at March 31, 2020		As at March 31, 2019	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	1,63,26,742	16,32,67,420	1,63,26,742	16,32,67,420
Shares issued during the year	-	-	-	-
Shares bought back during the year	39,92,367	3,99,23,670	-	-
Shares outstanding at the end of the year	1,23,34,375	12,33,43,750	1,63,26,742	16,32,67,420

d) In the preceding five years, the Company had not bought back, issued shares for consideration other than cash and bonus shares.

e) Details of members holding equity shares more than 5%

Name of Shareholder	As at March 31, 2020		As at March 31, 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Gautam kumar Mithalal Jain	10,61,959	8.61	10,61,959	6.50
Maiden Tradefin Private Limited	45,25,251	36.69	45,25,251	27.72
Anil Dyechem Industries Private Limited	28,92,082	23.45	28,71,176	17.59
Megha Biotech Private Limited	-	-	27,05,667	16.57
Worship Trading & Investment Private Limited	6,26,376	5.08	-	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)
NOTE 11: OTHER EQUITY

(Rs. in Lacs)

	Reserve and Surplus						Total other equity
	General Reserve	Capital Reserve	Capital Redemption Reserve	Securities Premium	Revaluation Reserve	Retained Earnings	
Balances as at April 1, 2018	17,374.26	1,076.05	1,500.00	10,253.97	3,114.62	(2,586.62)	30,732.28
Addition/-Reduction During the year					(1,188.79)		(1,188.79)
Profit during the year						1,247.40	1,247.40
Other Comprehensive Income net off tax						91.23	91.23
Cost of Control in Subsidiary	13.33						13.33
share of profit /(loss) of Minority of MCTL & Cum Dividend related to preference shareholders	(0.40)						(0.40)
Balance as at March 31, 2019	17,387.19	1,076.05	1,500.00	10,253.97	1,925.83	(1,247.99)	30,895.04
Addition/-Reduction During the year	(136.76)			(1,840.80)			(1,977.56)
Profit during the year						797.78	797.78
Other Comprehensive Income net off tax						(757.82)	(757.82)
Cost of Control in Subsidiary	26.20						26.20
share of profit /(loss) of Minority of MCTL & Cum Dividend related to preference shareholders	2.07						2.07
Balance as at March 31, 2020	17,278.70	1,076.05	1,500.00	8,413.17	1,925.83	(1,208.04)	28,985.71

NOTE 12: NON-CURRENT LIABILITIES-FINANCIAL LIABILITIES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Long Term Borrowings- At Amortised Cost		
Secured-		
Indian Rupee loan from ICICI Bank Limited (The loan is secured by mortgage over flat in scheme ADANI Western Heights owned by the company located at Mumbai) The loan is repayable in 240 monthly installments from the month in which construction is completed.	373.16	374.29
Sub total	373.16	374.29
Unsecured- At Amortised Cost		
Other Unsecured Loan from Corporate Bodies (associate companies)/directors which is expected to be paid within a period of 2-5 years.	157.62	1,437.77
Sub total	157.62	1,437.77
Total	530.78	1,812.07

NOTE 13: NON-CURRENT LIABILITIES-DEFERRED TAX LIABILITIES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Deferred Tax Liabilities	25.90	-
Total	25.90	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

NOTE 14: CURRENT LIABILITIES-FINANCIAL LIABILITIES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Borrowings-Current		
Secured -At Amortised Cost		
Working Capital Loans - From Banks	193.51	1,155.58
Current portion of long term borrowings	34.95	-
Total	228.46	1,155.58
Working Capital Facilities		
1) State Bank of India		
2) Kotak Mahindra Bank Limited		
3) HDFC Bank Limited		
Terms: Repayable on Demand		
Security		
1) Working capital loan from State Bank of India is secured by present and future book debts and inventories of the Company, collateral security, personal guarantee of the promoter directors.		
2) Drop line OD facility of Kotak Mahindra Bank Limited against mortgage of property of Director		
3) OD/working cap facility of HDFC bank is against pledge of Mutual funds and Fixed Deposits		

NOTE 15: TRADE PAYABLES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Trade Payables	227.27	5,473.28
Total	227.27	5,473.28
**Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	NIL	NIL
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end		
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year		
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year		
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year		
Interest due and payable towards suppliers registered under MSMED Act, for payments already made		
Further interest remaining due and payable for earlier years		

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

NOTE 16: OTHER FINANCIAL LIABILITIES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Other Payables for dividend/outstanding exp/other payables	39.33	185.69
Total	39.33	185.69

NOTE 17: OTHER CURRENT LIABILITIES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Other Current Liabilities	312.54	15.44
Total	312.54	15.44

NOTE 18: PROVISIONS

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for Expenses and other current liabilities	68.89	257.67
Total	68.89	257.67

NOTE 19: REVENUE FROM OPERATIONS

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
SALES - Domestic	23,353.00	31,432.95
- Exports	-	-
	23,353.00	31,432.95
Sale of Chhatral Land	119.36	-
Commision Income	22.54	-
Interest Income	1,153.54	1,799.75
Total	24,648.43	33,232.70
Sale of products comprises :		
<u>Manufactured goods</u>		
Dyes Intermediates		
Local	-	-
Export	-	-
Total - Sale of manufactured goods	-	-
<u>Traded goods</u>	<u>Traded goods</u>	<u>Traded goods</u>
Chemicals, Textiles, Metals and other traded products.	23,353.00	31,432.95
Total - Sale of traded goods	23,353.00	31,432.95
Total - Sale of products	23,353.00	31,432.95

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

NOTE 20: OTHER INCOME

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Profit/(loss) on Sale of Fixed Assets (Net)	(8.45)	276.05
Misc. Income	3.18	50.20
Profit/(loss) on Sale of Investments (Net)	40.48	(18.64)
Dividend income	6.97	29.49
Total	42.18	337.09

NOTE 21: (INCREASE)/DECREASE IN FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Stock at the Commencement :		
Finished Goods (traded products)	5,205.07	1,508.93
Stock at the End :		
Finished Goods (traded products)	728.60	5,205.07
Total	4,476.47	-3,696.14

NOTE 22: EMPLOYEE BENEFIT EXPENSE

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Salaries, Wages and Bonus	129.29	135.30
Contribution to Provident Fund , Family Pension Fund & other contribution	5.25	7.55
Workers & Staff Welfare Expenses	-	2.46
Total	134.53	145.31

NOTE 23: FINANCIAL COST

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Interest expenditure	179.35	209.43
Total	179.35	209.43

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

NOTE 24: OTHER EXPENSES

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Water, Power & Fuel	6.41	6.59
Other Misc. Factory Expenses	-	1.21
Rates & Taxes	10.65	5.03
Insurance	8.61	8.38
Postage, Telephone & Stationery	24.53	11.15
Legal & Consultancy Expenses	136.38	58.48
Other Administration Expenses	81.19	34.53
Audit Fees	6.00	6.00
Donation	18.93	130.31
Deferred Revenue Expenditure	-	5.06
Bill discounting cost & other bank charges	294.51	200.48
Sales Promotion Expenses	25.49	43.82
Inland Freight & Cartage & RM exp	84.39	184.38
Total	697.09	695.42

NOTE 25: EXCEPTIONAL ITEMS (EXPENSE/-INCOME)

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Income on transfer of Revaluation Reserve	-	(1,188.79)
Arbitration Expense	-	1,700.00
Total	-	511.21

NOTE 26: FINANCIAL INSTRUMENTS

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Financial Instruments are categorised in two level based on the inputs used to arrive at fair value measurements as described below:-

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Inputs which are not based on observable market data

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

The carrying amounts and fair values of financial instruments by category are as follows:

a) Financial assets & liabilities

(Rs. in Lacs)

Name of Shareholder	As at March 31, 2020			As at March 31, 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets						
At Amortised Cost						
Trade receivables	-	-	746.38	-	-	1,118.82
Cash and cash equivalents	-	-	13.83	-	-	342.89
Other Bank Balance	-	-	3,701.41	-	-	9,187.70
At FVTPL						
Trade receivables	-	-	-	-	-	-
Cash and cash equivalents	-	-	-	-	-	-
Other Bank Balance	-	-	-	-	-	-
At FVTOCI						
Trade receivables	-	-	-	-	-	-
Cash and cash equivalents	-	-	-	-	-	-
Other Bank Balance	-	-	-	-	-	-
Financial Liabilities						
Borrowings	-	-	228.46	-	-	1,155.58
Trade payables	-	-	227.27	-	-	5,473.28
Other financial liabilities	-	-	39.33	-	-	185.69

b) Fair value estimation

For financial instruments measured at fair value in the Balance Sheet, a three level fair value hierarchy is used that reflects the significance of inputs used in the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- Level 1: quoted prices for identical instruments
- Level 2: directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: inputs which are not based on observable market data.

For assets and liabilities which are carried at fair value, the classification of fair value calculations by category is summarised below:

(Rs. in Lacs)

	Level 1	Level 2	Level 3
As at March 31, 2019			
Investments	1746.43	-	-
As at March 31, 2020			
Investments	3591.87	-	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

NOTE 26-FINANCIAL RISK MANAGEMENT

Financial risk management objectives and policies

The company's principal financial liabilities comprises of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include mutual funds, trade and other receivable and cash and cash equivalents that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The senior management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purpose. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below :

i) Market Risk- Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from the long term borrowings with fixed rates. The Company's fixed rates borrowings are carried at amortized cost. The Company invests the surplus fund generated from operations in mutual funds. Considering these mutual funds are short term in nature, there is no significant interest rate risk. The Company has laid policies and guidelines including tenure of investment made to minimize impact of interest rate risk

Exposure to interest rate risk

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Borrowings bearing variable rate of interest	193.51	1,155.58
Borrowings bearing Fixed rate of interest	565.73	1,812.07

ii) Market Risk- Foreign currency risk

The Company does not have material foreign currency exposure as at balance sheet date. Hence, it does not have any significant foreign currency risk.

iii) Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the company periodically assess financial reliability of customer, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant increase in credit risk on other financial instruments of the same counterparty,
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Ageing of Account receivables

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
0-6 months	466.15	1,118.82
beyond 6 months	280.23	-
Total	746.38	1,118.82

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

iv) Liquidity Risk

Liquidity risk is defined as the risk that the company will not be able to settle or meet its financial obligations on time, or at a reasonable price. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related such risk are overseen by senior management. Management monitors the company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The company had access to following undrawn Borrowing facilities at end of reporting period:

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Variable Borrowing - Cash Credit expires within 1 year	193.51	1,155.58
Trade payable within 1 year	227.27	5,473.28
Current portion of Long term borrowing payable within 1 year	34.95	-
Total	455.73	6,628.86

v) Capital risk management

The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

The Company Monitors Capital on the basis of the following debt equity ratio:-

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Net Debt	759.24	2,967.65
Total Equity	30,360.12	32,668.58
Net Debt to Total Equity	2.50%	9.08%

NOTES 27 NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2020

1) EXEMPTIONS

i) Optional exemptions availed

A. Fair value measurement of financial assets or financial liabilities at Initial Recognition

Company has elected to apply requirement in paragraph B5.1.2A of Ind AS 109 prospectively to transactions entered into on or after the date of transition to Ind AS.

B. Deemed Cost

The Company has elected to measure all its intangible assets at the previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS.

ii) Applicable mandatory exceptions

A. Estimates

The estimates are consistent with those made for the same dates in accordance with previous GAAP (after adjustments to reflect any differences in accounting policies, if any) apart from the following items where application of previous GAAP did not require estimation:

- FVTPL investments
- FVTOCI – debt securities
- Impairment of financial assets based on expected credit loss model

B. Classification and measurement of financial assets

As required under Ind AS 101, the classification of financial assets to be measured at amortised cost or fair value through other comprehensive income is made on the basis of the facts and circumstances that existed on the date of transition to Ind AS.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

- 2) The amounts in the Balance Sheet and Statement of Profit and Loss are rounded off to the nearest thousand and indicated in Lacs of rupees.
- 3) Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification /disclosure. Value of Chhatral Land is reclassified from Fixed Assets to Other non-current assets & Inventory with respect to Land Development Agreement entered by MetroGlobal Limited with the respective Company.

Following are the reclassification done in the books of accounts:

Previous year classification	Amount	Current year Reclassification	Amount
Fixed Assets		Other non-current assets	
Land (Chhatral)	11,71,24,930	Long Term Loans and advances to Suppliers, Contractors & others	4,42,72,044
		Inventory	
		Land (Chhatral)	7,28,52,886

- 4) The Company has constituted a Corporate Social Responsibility (CSR) Committee and has framed a CSR Policy. The brief details of CSR Committee are provided in the Corporate Governance Report.
- 5) Company has not received any intimation from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the yearend together with interest paid / payable as required under the said Act have not been given.
- 6) No commission (Previous Year Rs. NIL) has been paid to the Managing Director for the year under review in view of resolution passed by the Board of directors and as agreed by the Managing Director.
- 7) Director's Remuneration:

(Rs. in Lacs)

Particulars	2019-20	2018-19
i) Salary	75.46	75.19
ii) Contribution to Provident & other Funds	2.16	1.97
iii) Other Perquisites	0.00	12.93
Total	77.62	90.09

- 8) The Company is engaged in the business of Dyes and Dyes Intermediates, Infrastructure and Realty Segment, Trading and finance during the financial year under review, are considered reportable business segments. Business segment information have been reported as below:

INFORMATION ABOUT BUSINESS SEGMENTS

(Rs. in Lacs)

	Dyes & Intermediates		Infrastructure and Realty		Trading & Finance		Others Unallocable		TOTAL	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
REVENUE										
External Sales	0.00	0.00	119.36	0.00	23353.00	31432.95	0.00	0.00	23472.35	31432.95
Inter Segment Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Interest & Dividend Income	0.00	0.00	0.00	165.08	1176.08	1634.67	0.00	0.00	1176.08	1799.75
Total Revenue	0.00	276.05	119.36	165.08	24648.43	33067.62	0.00	0.00	24648.43	33232.70
Interest expense	0.00	0.00	0.00	0.00	179.35	209.43	0.00	0.00	179.35	209.43
Profit before tax	0.00	0.00	0.00	165.08	1036.43	1471.71	0.00	0.00	1036.43	1636.79

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

(Rs. in Lacs)

	Dyes & Intermediates		Infrastructure and Realty		Trading & Finance		Others Unallocable		TOTAL	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Income taxes/ Deferred ta	0.00	0.00	0.00	0.00	238.66	389.39	0.00	0.00	238.66	389.39
Profit /(loss) After Tax before prior period	0.00	0.00	0.00	165.08	797.78	1082.32	0.00	0.00	797.78	1247.40
Pripr Period expenditure	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Profit /(loss) After Tax after prior period(Before comprehensive income)	0.00	0.00	0.00	165.08	797.78	1082.32	0.00	0.00	797.78	1247.4
Capital Employed	0.00	0.00	3631.00	4426.88	26729.12	28241.70	0.00	0.00	30360.12	32668.58

Previous Year figures have been regrouped/reclassified wherever necessary to correspond with the figures for the figures for the year under review.

9) Related Party Disclosures as per Indian Accounting Standard

List of Related Parties with whom transactions have taken place during the year

(i) List of Related party and their relationships

a. Other Related / Associated Companies with whom the Company had transactions

- i. Anil Dyechem Industries Private Limited
- ii. Harvest Tradelink Private Limited
- iii. Maiden Tradefin Private Limited
- iv. DK Metro Procon Private Limited
- v. Dual Metals Private Limited
- vi. Rian Chemicals Private Limited (striked off)
- vii. Sunalco Alloys Private Limited

b. Entity over which Company has joint control

- i. Ganesh Infrastructure
- ii. PMZ Developers
- iii. Keshavji Developers
- iv. Metro Apptech LLP
- v. Myspace Infracon LLP

c. Key Managerial Personnel

- i. Mr. Gautam M. Jain – Chairman & Managing Director
- ii. Mr. Rahul G. Jain – Executive Director
- iii. Mr. Nitin S. Shah – CFO, Company Secretary & Compliance Officer

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)
(ii) Nature and volume of transaction with Related Parties

(Rs. in Lacs)

S. No.	Nature of Transaction	Name of Related Party	For the year ended March 31, 2020
1	Sale of Goods	Sunalco Alloys Private Limited	69.88
2	Loan Given	DK Metro Procon Private Limited	1.02
		Dual Metals Private Limited	39.26
		Ganesh Infrastructure	44.03
3	Loan Recovered	DK Metro Procon Private Limited	274.50
		Dual Metals Private Limited	76.64
		Ganesh Infrastructure	9.64
		Keshavji Developers	67.28
		Myspace Infracon LLP	413.85
		PMZ Developers	14.11
4	Loan Taken	Anil Dyechem Industries Private Limited	505.49
		Harvest Tradelink Private Limited	64.02
		Maiden Tradefin Private Limited	24.77
		Mr. Gautam M. Jain	715.25
5	Loan Repaid	Anil Dyechem Industries Private Limited	831.28
		Harvest Tradelink Private Limited	901.38
		Maiden Tradefin Private Limited	207.05
		Mr. Gautam M. Jain	662.37
6	Interest Received	Dual Metals Private Limited	3.75
		Myspace Infracon LLP	2.28
7	Interest Paid	Anil Dyechem Industries Private Limited	9.35
		Harvest Tradelink Private Limited	45.99
		Maiden Tradefin Private Limited	2.77
		Mr. Gautam M. Jain	12.40
8	Rent Paid	Mr. Gautam M. Jain	2.64
9	Remuneration	Mr. Gautam M. Jain	42.32
		Mr. Rahul G. Jain	35.30
		Mr. Nitin S. Shah	7.86
10	Loan Receivable	DK Metro Procon Private Limited	854.25
		Dual Metals Private Limited	14.00
		Ganesh Infrastructure	812.00
		Keshavji Developers	269.81
		Metro Apptech LLP	17.94
		Myspace Infracon LLP	369.16
		PMZ Developers	597.24
11	Loan Payable	Mr. Gautam M. Jain	124.51

(iii) Notes:

No amounts in respect of related parties have been written off/written back/provided for during the year. Related party relationships have been identified by the management and relied upon by the auditors.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

10. DISCLOSURE PURSUANT TO IND AS - 19 "EMPLOYEE BENEFITS"

- i) **Gratuity:** In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Company makes annual contribution to the gratuity fund administered by Reliance Nippon life Insurance Company & Future General life Insurance Co. Limited

The disclosure in respect of the defined Gratuity Plan is given below:

A. Defined benefit plans

(Rs. in Lacs)

	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Present value of plan liabilities	41,02,869	36,58,633	35,96,673
Fair value of plan assets	38,32,363	37,53,269	33,11,673
Asset/(Liability) recognised	(2,70,506)	94,636	(2,85,000)

B. Movements in plan assets and plan liabilities

(Rs. in Lacs)

Particulars	Present value of obligations
As at April 1, 2019	36,58,633
Current service cost	1,88,606
Past service cost	-
Interest Cost/(Income)	2,70,739
Liability transferred in/ acquisition	
Adjustments to opening fair Value of Plan Assets-	
Actuarial (gain)/loss arising from changes in demographic assumptions	(1,528)
Actuarial (gain)/loss arising from changes in financial assumptions	2,16,695
Actuarial (gain)/loss arising from experience adjustments	(62,161)
Employer contributions	-
Benefit payments	(1,68,115)
As at March 31, 2020	41,02,869
As at April 1, 2018	35,96,673
Current service cost	1,75,611
Past service cost	-
Interest Cost/(Income)	2,69,559
Return on plan assets excluding amounts included in net finance income/cost	
Actuarial (gain)/loss arising from changes in demographic assumptions	-
Actuarial (gain)/loss arising from changes in financial assumptions	-
Actuarial (gain)/loss arising from experience adjustments	3,32,325
Employer contributions	-
Benefit payments	(50,885)
As at March 31, 2020	36,58,633

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

C. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Financial Assumptions			
Discount rate	5.75%	7.99%	7.99%
Salary Escalation Rate	5.00%	5.00%	5.00%
Expected Return on Plan Assets	5.75%	7.99%	7.99%
Rate of Employee Turnover	3.00%-1.00%	5.00%	5.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
Mortality Rate After Employment	N.A.	N.A.	N.A.
Demographic Assumptions			

Mortality in Service: Indian Assured Lives Mortality (2006-08)

D. The defined benefit obligations shall mature after year end March 31, 2020 as follows:

(Rs. in Lacs)

Year ending	Defined benefit obligation
March 31, 2020	24,28,880
March 31, 2021	4,48,627
March 31, 2022	33,226
March 31, 2023	35,071
March 31, 2024	6,69,622
Thereafter	2,52,004

Sensitivity Analysis

(Rs. in Lacs)

Particulars		As at March 31, 2020
Projected Benefit Obligation on Current Assumptions		41,02,869
Delta Effect of + 0.5% Change in Rate of Discounting	-1.73	40,31,783
Delta Effect of -0.5% Change in Rate of Discounting	+1.86	41,79,347
Delta Effect of + 0.5% Change in Rate of Salary Increase	+1.47	41,63,152
Delta Effect of + 0.5% Change in Rate of Salary Increase	-1.40	40,45,296
Delta Effect of + 10% Change in Rate of Employee Turnover	+0.14	41,08,576
Delta Effect of - 10% Change in Rate of Employee Turnover	-0.14	40,97,034

11. i) In the Opinion of the Management, any of the assets other than fixed assets and non-current investments have value on realisation in the ordinary course of business at least equal to the amount as stated. The accounts of certain Trade Receivables, Trade Payables, Loans and Advances are however, subject to formal confirmations/reconciliations and consequent adjustments, if any. The management does not expect any material difference affecting the current year's financial statements on such reconciliation/adjustments.
- ii) No provision for interest has been made for loans and advances given to some of the parties as counter parties not able to make repayment of due amount and company will make provision for such interest in the year of realisation as prudent practice by the company in respect of such parties.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

- iii) During the year, the Company has recalculated its income tax receivable / demand payable for prior years with respect to the intimations & demand notices raised by the department from time to time. After detailed analysis of all the relevant provisions of Income Tax Act, 1961 along with Ind AS 12 "Income Taxes", management has decided to write off the overstated amount reflecting in "Other Current Asstes" against the General Reserve of the company. Hence, an amount of Rs. 136.76 Lacs has been reduced from General Reserve.

- 12) The Deferred Tax Assets & Liabilities for the year comprise of the following:

	(Rs. in Lacs)	
	2019-20	2018-19
Deferred Tax Liability	25.90	0

- 13) Auditors' Remuneration

	(Rs. in Lacs)	
	2019-20	2018-19
Audit Fees	6.83	6.41
Service Tax /GST	0.00	1.15
Total	7.56	7.56

- 14) Calculation of Earning Per Share (EPS):

	(Rs. in Lacs)	
	2019-20	2018-19
Numerator:		
Profit/(Loss) after Tax	797.78	1247.40
Total Comprehensive Income	39.96	1338.63
Denominator:		
Weighted Average Equity Shares (No.) in Lacs	129.561	163.267
Face Value	10	10
Basic and Diluted Earnings Per Share (excluding other Comprehensive income)	6.16	7.64
Basic and Diluted Earnings Per Share (including other Comprehensive income)	0.31	8.20

- 15) i) Contingent liabilities not provided for in respect of

	(Rs. in Lacs)	
Particulars	As at March 31, 2020	As at March 31, 2019
Income Tax	257.06	386.11
VAT/Sales Tax	0.00	25.05
Excise Duty (Interest thereon not ascertainable at present)	0.00	196.24
Custom Duty	576.76	0.00

An Appeal challenging the Final Order No. A/86346/2019 dated August 5, 2019 in Appeal No. C/178/2012 passed by the Customs, Excise and Service Tax Appellate Tribunal (CESTAT) has been filed before the Hon'ble High Court of Bombay by the Company. The said final order by the CESTAT had confirmed the demand of differential duty on the ground of non-fulfillment of export obligation as per the condition of the Notification No.160/92-Cus by erstwhile Global Boards Limited. However, the CESTAT also went on to hold that Global Boards Limited is liable to pay interest @ 24% per annum of the differential duty amount which is Rs. 5,76,75,989/-. However, the said order has set aside the confiscation and penalty imposed on the Company. The demand of interest in this case is not sustainable therefore an appeal has been filed before the High Court which is pending admission. Based on the facts of the case, in our lawyer's opinion, there is a good chance of succeeding before the Hon'ble High Court in light of the decision of the Supreme Court in the case of Jaswal Neco Ltd. v. CC, 2015 (322) ELT 561 (SC). In either case, this will not have any adverse impact on the Company as a going concern.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS (CONTD.)

The company's pending litigation comprises mainly claims against the Company, proceedings pending with tax & other Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material impact on its financial statements. Future cash outflow in respect of the above are determinable only on receipts of judgments/decisions pending with various forums/authorities.

(ii) Commitment

Operating Lease:

The Company has acquired certain Building/Office Premises under Lease arrangement. The future lease payment committed is as under:

(Rs. in Lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Within one year	2.64	2.64

(iii) Capital Commitment: Rs. NIL (Previous Year **Rs. NIL**)

16) Due to outbreak of COVID-19 globally and in India the Company's management has made initial assessment of likely adverse impact on business and financial risk, and believes that the impact is likely to be short term in nature. The management does not see any medium to long term risks in the company's ability to continue as a going concern and meeting its liabilities as and when they fall due.

17) Company had offered to Buy-Back 4,000,000 Equity Shares of MetroGlobal Limited by Letter of Offer by tender bidding process and M/s Vivro Financial Services Private Limited had been appointed as a Manager to the Buy-Back. On the closure date (May 27, 2019) Company had received 3,992,367 Equity Shares through valid Tender offer process using the Stock Exchange Mechanism. Accordingly the capital in the books of account of the company has been reduced.

18) Other Additional Information

Value of import on CIF Basis

	2019-20	2018-19
Raw Material	-	-
Capital Goods	-	-
Traded Goods	3602.85	12069.94

AOC-1

Salient features of the Financial Statement of Subsidiary/Associate/Jointly controlled entities as per Companies Act, 2013
(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Part A: Subsidiary

Sr. No.	Entity Name	Reporting Period	Currency	Share Capital	Other Equity	Total Assets	Total Liabilities	Investment	Revenue	PBT	Tax	PAT	% Holding
1	Metrochem Capital Trust Limited	Same as Holding Company April to March 2020	INR (in Lacs)	181.50	106.12	291.57	291.57	13.75	15.93	14.19	4.76	9.43	78.37%

Part B: Associates and Joint Ventures

Name of Associates/ Joint Ventures	DK Metro Procon Private Limited	Dual Metals Private Limited	Metro Apptech LLP	Myspace Infracon LLP	Rian Chemicals Private Limited (Strike off)	Ganesh Infrastructure	Keshavji Developers	PMZ Developers
1. Reporting period	March 31, 2020	March 31, 2020	March 31, 2020	March 31, 2020	March 31, 2020	March 31, 2020	March 31, 2020	March 31, 2020
2. Shares of Associate/Joint Ventures held by the company on the year end	4,500	4,500	80,000	2,500,000	45,000	48,113,259	13,343,197	3,949,584
No.	45%	45%	80%	25%	45%	24%	27%	35%
Amount of Investment in Associates/ Joint Ventures	45,000	45,000	80,000	2,500,000	450,000	48,113,259	13,343,197	3,949,584
Extent of Holding (%)	45%	45%	80%	25%	45%	24%	27%	35%
3. Description of how there is significant influence	Holding is more than 20%	Holding is more than 20%	Holding is more than 20%	Holding is more than 20%	Holding is more than 20%	Holding is more than 20%	Holding is more than 20%	Holding is more than 20%
4. Reason why the Associate/ Joint venture is not consolidated	Consolidation is on Equity Method	Consolidation is on Equity Method	Consolidation is on Equity Method	Consolidation is on Equity Method	Consolidation is on Equity Method	Consolidation is on Equity Method	Consolidation is on Equity Method	Consolidation is on Equity Method
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	(29,060,894)	7,022,979	(577,185)	(17,890,375)	(7,222)	244,870,259	22,848,207	100,501,954
i. Considered in consolidation	-	-	-	-	-	-	-	-
ii. Not Considered in consolidation	-	-	-	-	-	-	-	-

**For and on behalf of the Board of Directors of
MetroGlobal Limited**

Gautam M. Jain

Chairman & Managing Director
DIN: 00160167

Place: Ahmedabad
Date: June 29, 2020

NOTICE

NOTICE OF 28th THE ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the 28th (Twenty Eighth) Annual General Meeting (AGM) of MetroGlobal Limited will be held on Tuesday, September 29, 2020 at 11.30 a.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Gautam M. Jain (DIN: 00160167) who retires by rotation and being eligible, offers himself for reappointment.
- 3) To appoint statutory auditors and fix their remuneration and to consider and if thought fit to pass, with or without modification, 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, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s KPSJ & Associates LLP, Chartered Accountants (Firm Registration No: 124845W/W100209), be appointed as statutory auditors of the Company, in place of retiring auditors M/s AMPAC & Associates, Chartered Accountants (Firm Registration No: 112236W), to hold office from the conclusion of this **28th AGM** until the conclusion of the **33rd AGM**, at a remuneration of Rs. 600,000/- (inclusive of tax audit fee) plus GST and travel & out of pocket expenses, if any for any outstation visit made by them, on actual basis.'

SPECIAL BUSINESS

- 4) **KEEPING ACCOUNTING AND OTHER RECORDS AT A PLACE OTHER THAN REGISTERED OFFICE**

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 Section 94 of the Companies Act, 2013 ('the Act') and all other applicable provisions of the Act and relevant rules applicable, if any, consent of the members of

the Company be and is hereby accorded to keep the Books of Accounts, Accounting Records, Secretarial Records, Minutes Books and other registers/records at the Corporate Office of the Company **506-509 & 808-809, SHILP Building, CG Road, Ahmedabad-380009** or at such other place as the Board may decide from time to time.

RESOLVED FURTHER THAT the Register of Members in respect of shares held in or to be held in electronic mode will be kept at the place of Registrar and Share Transfer Agent, M/s Sharex Dynamic (India) Private Limited, (Mumbai) appointed by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, either of Executive Director or Company Secretary of the Company be and are hereby severally authorised to intimate to the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this resolution.'

- 5) **RENT AGREEMENT WITH MR. GAUTAM M. JAIN, CHAIRMAN & MANAGING DIRECTOR**

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 188 (1)(d) and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (Act), including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, consent of the members be and is hereby accorded for entering into rent agreement with Mr. Gautam M. Jain, Chairman & Managing Director with effect from April 01, 2020 for a period of ten years at a yearly rent of Rs. 900,000/- plus GST, maintenance charges and other taxes, if any, subject to incremental rise of 5% per annum in rent.'

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors and/or Audit Committee thereof be and are hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things, as may be necessary in its absolute discretion and deem necessary, proper desirable and to finalise any documents and writings related thereto.'

NOTICE (CONTD.)

6) TO APPROVE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

'RESOLVED THAT subject to the provisions of Section 185, 186 and such other provisions, as may be applicable, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any Director or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to give loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a group concern to be utilised for its principal business activities only and not for any other purpose, (in which any director is deemed to be interested) up to a sum not exceeding Rs. 100 Crores at any point in time (including amount outstanding as on date), in their absolute discretion deem beneficial and in the interest of the Company.

RESOLVED FURTHER THAT the term group concern shall mean the subsidiary or associate or joint venture companies where the investments are made by the Company and the entities where in Mr. Gautam Jain and Mr. Rahul Jain or their relatives are the Directors, partners and/or promoter shareholders.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof, be and are hereby authorised to do all such acts, deeds and matters from time to time, that may be required in connection with the above resolution.'

7) APPOINTMENT OF MR. PRASHANT M. KHESKANI (DIN: 02589654) AS AN INDEPENDENT DIRECTOR FOR A PERIOD OF FIVE YEARS.

To consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

'RESOLVED THAT Mr. Prashant M. Kheskani (DIN:02589654), **appointed to hold office as an Independent Director of the Company, in the 27th Annual General Meeting held on September 30, 2019**, and that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable

provisions of the Companies Act, 2013 and applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), it is hereby confirmed that the said appointment was for a period of 5 (five) consecutive years **with effect from April 01, 2019** upto March 31, 2024.'

NOTES

1. In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through Video Conferencing (VC) or other Audio Visual Means (OAVM). Hence, the Members can attend and participate in the ensuing AGM through VC/OAVM. The detailed procedure for participation in the meeting through VC/OAVM is annexed as a part of this notice.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members with respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

NOTICE (CONTD.)

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
6. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars, the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose mail addresses are registered with the Company/Depositories. Member may note that Notice and Annual Report 2019-20 has been

uploaded on the website of the Company at <https://www.metrogloballimited.com/annual-reports/>. The Notice can also be accessed from the websites of the BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

Instructions for e-voting and attending the AGM through VC/OAVM are annexed to this Notice.

By Order of the Board

Nitin S. Shah

Company Secretary

ACS-7088

Place: Ahmedabad

Date: August 20, 2020

NOTICE (CONTD.)

EXPLANATORY STATEMENT:

[Pursuant to Section 102 of the Companies Act, 2013 ('Act')]

As required by Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 5 of the accompanying Notice dated August 14, 2020.

Item No: 3

Though not mandatory, this statement is provided for reference. M/s AMPAC & Associates, Chartered Accountants (Firm Registration No: 112236W) were appointed as statutory auditors of the company, since 2010-11. In terms of their appointment made at the 23rd AGM held on September 30, 2015, they are holding office of the auditors up to the conclusion of the 27th AGM and hence, would retire at the conclusion of the forthcoming 28th AGM. As per second proviso to Section 139(2) of the Companies Act, 2013 ('the Act'), the existing auditor's firm has completed two terms of five consecutive years. Accordingly, M/s KPSJ & Associates LLP, Chartered Accountants (Firm Registration No: 124845W/W100209) is proposed to be appointed as statutory auditors of the company, for a period of 5 years, commencing from the conclusion of 28th AGM till the conclusion of the 33rd AGM. M/s KPSJ & Associates LLP, Chartered Accountants (Firm Registration No: 124845W/W100209), have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice. The Board recommends the Resolution at Item No. 3 to be passed as an ordinary resolution.

Item No: 4

Keeping registers, returns, etc. at a place other than registered.

In terms of section 128 (1) of the Companies Act, 2013, the company is required to prepare and keep at its registered office books of accounts and papers and financial statement, Secretarial Records, Minutes Books & Register of Members for every financial year. However subject to shareholders' approval by a special resolution, aforesaid books of account and papers and financial statement, Secretarial Records, Minutes Books & Register of Members for every financial year can be kept at place other than registered office of the company. The members at their 22nd Annual General Meeting held on September 30, 2014 authorised the directors to maintain records required to be kept under the Companies

Act, at a place other than registered office of the Company i.e. at Ahmedabad. The Board, for operational and administrative convenience, recommends that the books of accounts and financial statement for every financial year be kept at a place other than the registered office of the Company i.e. at Ahmedabad. The resolution as set out at Item No. 4 is recommended for approval of the members as Special Resolution.

None of the Directors and key managerial personnel of the company and their relatives are concerned and interested, financially or otherwise in the said resolution.

Item No: 5

The contract of rent as set out in the resolution was entered w.e.f. April 01, 2020 by the Company in its ordinary course of business and at arm's length basis. The Board of Directors of your Company has approved the proposed transaction in their meeting held on August 20, 2020 being in ordinary course of business and at arm's length basis. Disclosures as required to be given under the Companies (Meetings of Board and its Powers) Rules, 2014 are furnished below for kind perusal of the members:

- a) Name of the related party and nature of relationship:
Mr. Gautam M. Jain, Chairman and Managing Director
- b) Nature, duration of the contract 10 (ten) years
- c) Particulars of the contract or arrangement:
The rented office premises is admeasuring about 2187 sq. ft. The rent is fixed at Rs. 34.30 per square feet/month.
- d) Material terms of the contract or arrangement including the value, if any:
Period: 10 (ten) Years
Incremental increase in rent: 5% every year.
Value of the arrangement per annum: Rs. 900,000
- e) Any advance paid or received for the contract or arrangement, if any:
Nil.
- f) Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract:
The prevailing lease rent in the same building and nearby premises.
- g) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:
All factors have been considered.
- h) Any other information relevant or important to take a decision on the proposed transaction: Nil.

NOTICE (Contd.)

The Board recommends the resolution as set out in the accompanying Notice for the approval of members of the Company as an Ordinary Resolution.

Members are hereby informed that the member of the company who is a related party of Mr. Gautam M. Jain shall not vote on this special resolution.

Except Mr. Gautam M. Jain Chairman & Managing Director being landlord, Mr. Rahul G. Jain, Executive Director and Mrs. Krati R. Jain, Non-Executive Woman Director being relatives of Mr. Gautam M. Jain, no other Director is concerned or interested in the resolution.

Item No. 6

The shareholders had vide resolution passed on September 30, 2014 consented and authorised the Board of Directors to make investments / acquisitions / give loan(s) and / or guarantee(s) / provide any security(ies), in excess of limits prescribed under Section 186 of the Companies Act, 2013 viz., 60% of the paid-up share capital, free reserves and securities premium of the Company or 100% of free reserves and securities premium of the Company, whichever is more or up to Rs. 500 Crore, whichever is higher.

The Board of Directors have been judicious in acting upon the delegations by the shareholders including limits and regularly monitoring the same through proper review mechanisms. The Company renders support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by the way of loan, guarantee or security to other entities in the Group. In the light of amendments notified effective May 07, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

As on the date of approval of this notice, the following entities fall under the category of the group company:

- a) Where the Company is the investor either by way of shareholding or otherwise:

D K Metro Procon Private Limited
Dual Metals Private Limited
Metro Apptech LLP
Myspace Infracon LLP
Keshavji Developers
Ganesh Infrastructure
PMZ Developers
Metrochem Capital Trust Limited

- b) The entities where in Mr. Gautam Jain and Mr. Rahul Jain or their relatives are the Directors, partners and/or promoter shareholders:

Maiden Tradefin Private Limited,
Anil Dyechem Industries Private Limited,
Amaze Trading and Investment Private Limited,
Harvest Tradelink Private Limited

The members may note that Board of Directors would carefully evaluate proposals and provide such loans, guarantees or security proposals through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of the entities in the Group.

The Board recommends passing the resolution as set out at Item No.6 of this notice as a Special Resolution.

None of the Directors or Key Managerial Personnel except Mr. Gautam M. Jain, Chairman & Managing Director, Mr. Rahul G. Jain, Executive Director and Mrs. Krati R. Jain, Non-Executive Woman Director and/or their relatives are deemed to be interested or concerned financial or otherwise, in this resolution.

Item No. 7

Mr. Prashant M. Kheskani, Chartered Accountant was appointed as an Independent Director w.e.f April 01, 2019 in the 27th Annual General Meeting held on September 30, 2019 in compliance of provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013. His appointment was proposed for five years by the Board of Directors on recommendation of Nomination and Remuneration Committee.

The Board recommends passing the resolution as set out as an ordinary resolution as through oversight, the ordinary resolution approved in a 27th Annual General Meeting did not mention the period of appointment.

None of the Directors of the Company except Mr. Prashant Kheskani are interested in the said resolution.

By Order of the Board

Place: Ahmedabad
Date: August 20, 2020

Nitin S. Shah
Company Secretary
ACS-7088

NOTICE (CONTD.)

ANNEXURE TO THE NOTICE

A STATEMENT GIVING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT AS SET OUT AT ITEM NO: 2 & 7 OF THE NOTICE

Details of the Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings].

Name of Directors:	Mr. Gautam M. Jain	Mr. Prashant M. Kheskani
Director Identification Number (DIN)	00160167	02589654
Date of Birth	June 18, 1952	January 24, 1984
Nationality	Indian	Indian
Date of Appointment	November 12, 2011	November 10, 2018
Qualification	Bachelor of Science & LLB	B.com, Chartered Accountant
Expertise in a Specific Functional Area	Mr. Gautam M. Jain has a diverse experience in managing and running large corporates, including, long experience in chemicals and dyestuff industries. Out of over 45 years of experience, he has spent 33 years in chemicals, and dyestuff industries. He is the Promoter & Executive Director at present and also the Chairman and Managing Director of the Company.	Mr. Prashant M. Kheskani has a vast experience in finance. He is a Chartered Accountant (CA) and has an outstanding professional career. He is at present the Independent Director, Non-Executive Director and member of Audit Committee, Nomination & Remuneration Committee & Stakeholder Responsibility Committee of the Company.
List of the Directorships Held in Listed Companies	1. Akshar Chem India Limited	NIL
List of the Directorships Held in other Companies	1. Metrochem Capital Trust Limited 2. MaidenTradefin Private Limited 3. Anil Dyechem Industries Private Limited 4. Amaze Trading & Investment Private Limited 5. DK Metro Procon Private Limited 6. Jain International Trade Organisation (JITO)	NIL
Chairman/Member in the Committees of the Boards of Companies in which he is Director*	Chairman of CSR committee of MetroGlobal Limited and Akshar Chem India Limited	Member of Audit Committee Member of Nomination & Remuneration Committee Member of Stakeholder Relationship Committee
Number of Board Meetings Attended during the Year 2019-20	4	4
Relationships between Directors Inter-Se	Mr. Gautam M. Jain is the Father of Mr. Rahul G. Jain and Father-in-Law of Mrs. Krati R. Jain	None
Number of Shares Held in the Company	1,061,959	NIL
Remuneration details (Including Sitting Fees during the Financial Year	Rs. 4,232,240	NIL

NOTICE (CONTD.)

INSTRUCTIONS FOR E-VOTING AND ATTENDING THE AGM THROUGH VC / OAVM ARE AS FOLLOWS:

A. Instructions for Members for remote e-voting through Electronic means are as under:

- i) The remote e-voting period begins on September 26, 2020 at 9.00 a.m. and ends on September 28, 2020, at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., September 22, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the AGM.
- iii) Shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on "Shareholders" module.
- v) Enter User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 digits Client ID;
 - c. Shareholders holding shares in physical form should enter Folio Number registered with the Company, OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-voting** option and proceed directly to cast your vote electronically.
- vi) Next, enter the Image Verification as displayed and click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted in the e-voting of any company earlier, then your existing password is to be used.
- viii) If you are a first-time user follow the steps given below:

	For Shareholders Holding Shares in Demat Form 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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / communicated by mail indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company, please enter the member id / folio number in the dividend bank details field as mentioned in instruction (v).

- ix) After entering these details correctly, click on the "SUBMIT" tab.
- x) Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders 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 also to be 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.
- xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

NOTICE (CONTD.)

- xii) Click on the EVSN for MetroGlobal Limited on which you choose to vote.
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- a. For Physical shareholders, please provide necessary details like folio number, name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Sharex Dynamic (India) Private Limited at support@sharexindia.com**
- b. For Demat shareholders, please provide demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), name, client master or copy of Consolidated Account statement, PAN (self-

attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Sharex Dynamic (India) Private Limited at support@sharexindia.com**.

B. Instructions for Members attending the AGM through VC / OAVM are as under:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of the Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / Ipads for better experience.
3. Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to the meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@metroglobal.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least **5 days prior to the meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@metroglobal.in. These queries will be replied to by the Company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

NOTICE (CONTD.)

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
3. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non-Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, among others) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

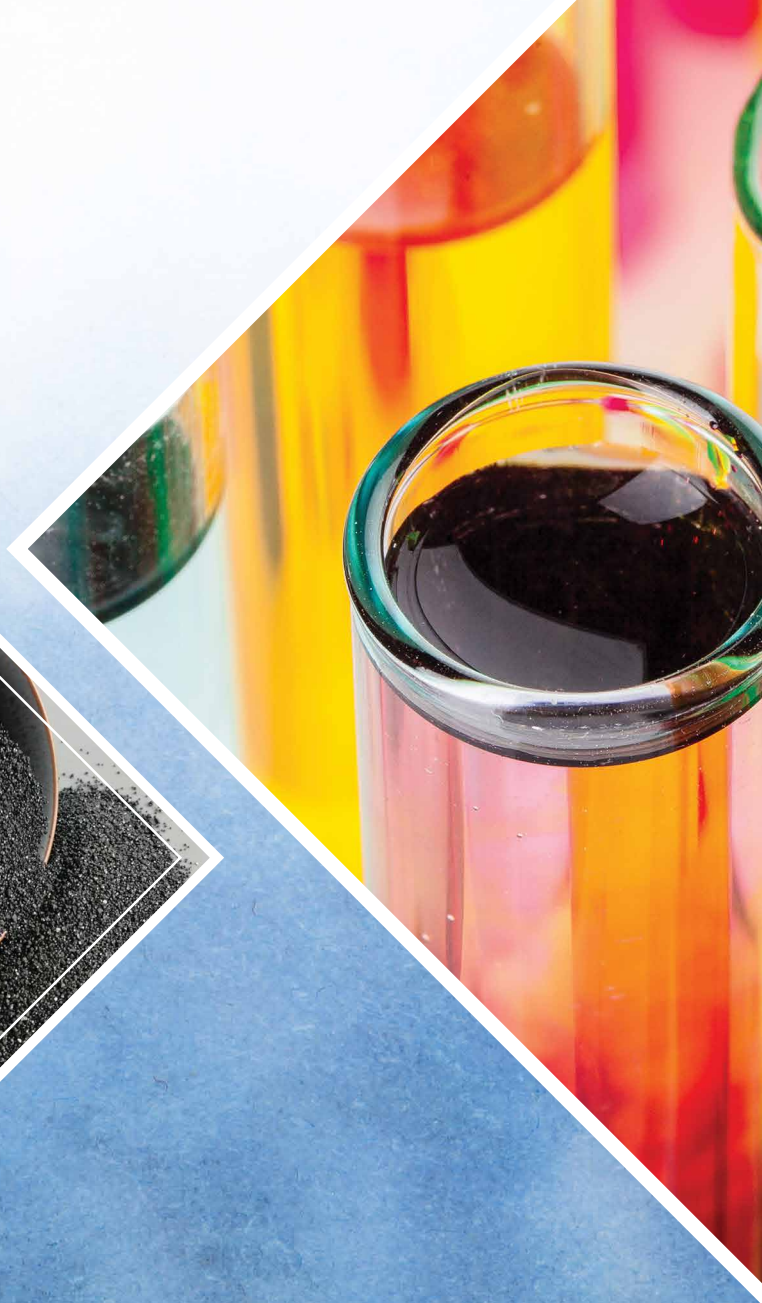
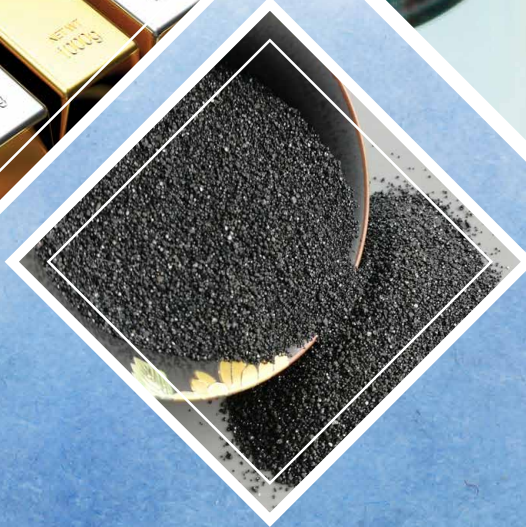
A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.

Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter, among others, together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address viz; investors@metroglobal.in if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

The Company has appointed CS Mehul Raval, Practising Company Secretary (Membership No: A28155; CP No: 10500), to act as the Scrutiniser for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

If you have any queries or issues regarding attending AGM and e-voting from the e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.



METROGlobal Limited

(CIN No.: L21010MH1992PLC069527)

REGISTERED OFFICE

101, 1st Floor, 'Mangal Disha',
Near Guru Gangeshwar Temple,
6th Road, Khar (W), Mumbai-400052
Maharashtra (India)

CORPORATE OFFICE

506-509, 'SHILP', C.G.Road,
Navrangpura, Ahmedabad - 380 009, Gujarat (India)
Phone: +91-79-2646 8016, 2646 9150, 2640 3930
website: www.metrogloballimited.com