

## MACRO INTERNATIONAL LIMITED

Registered Office: 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur- 208001 (U.P.)  
[CIN- L74120UP1993PLC015603]

Tel: (0141) 2373164, 2373364 Email: [mielt@rediffmail.com](mailto:mielt@rediffmail.com); website: [www.miel.co.in](http://www.miel.co.in)

13 September, 2019

To,  
BSE Limited,  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI- 400001

**Sub: Annual Report for the FY-2018-19 along with Notice of the Twenty Sixth Annual General Meeting of the Members of the Company**

Dear Sir/ Ma'am,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Annual Report for the Financial Year 2018-19 along with the Notice of Twenty Sixth Annual General Meeting of the Company scheduled to be held on Thursday, 26<sup>th</sup> September, 2019 at 11:00 A.M. to transact the business as set out in the Notice. Kindly take the above on record and oblige.

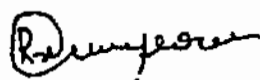
Thanking you,

Yours faithfully,

Thanking you,

Yours faithfully,

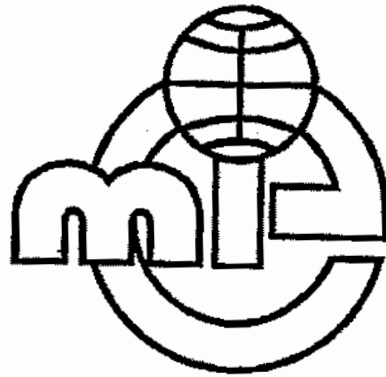
For **MACRO INTERNATIONAL LIMITED**



(RAKESH PANWAR)  
Company Secretary cum Compliance Officer  
ACS: 39235

Encls: As Above

# **MACRO INTERNATIONAL LIMITED**



*Annual Report*

**2018 - 2019**

## **BOARD OF DIRECTORS**

Shri Sudhir Kumar Parasrampur  
*Chairman and Managing Director*

Smt. Parwati Parasrampur  
*Director*

Gautam Lhila  
*Director*

Shri Manoj Kumar Poddar  
*Director*

## **STATUTORY AUDITOR**

M/s Om P. Agarwal & Associates  
Chartered Accountant,  
401, Plaza Kalpana,  
Birhana Road, Kanpur - 208 001

## **BANKERS**

HDFC BANK,  
VILLA STATION, STATION ROAD,  
JAIPUR - 302 001

## **REGISTERED OFFICE :**

24/147, GROUND FLOOR,  
PLAZA KALPANA,  
BIRHANA ROAD,  
KANPUR - 208 001

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### **NOTICE**

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of MACRO INTERNATIONAL LIMITED will be held on Thursday, the 26th September, 2019 at 11.00 A.M. at the Registered Office of the Company at 'Plaza Kalpana' Ground Floor, 24/147, Birhana Road, Kanpur-208001 (U.P.) to transact the following business:

1. To consider and adopt the audited Financial Statement of the Company for the Financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Parwati Parasrampuria (DIN: 00359065) who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s. Om P. Agarwal & Associates, Chartered Accountants (Firm Registration No. 006948C) as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

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

### **SPECIAL BUSINESS**

4. To re-appoint Shri Sudhir Kumar Parasrampuria (DIN: 00358982) as the Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

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

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

b) PERQUISITES:

- I. The Managing Director shall be entitled to the perquisites like furnished accommodation or House Rent Allowance in lieu thereof, together with reimbursement of expenses for utilisation of gas, electricity, water, reimbursement of medical expenses, leave travel concession for self and family including dependents, club fees, premium towards personal accident insurance and mediclaim and all other payments in the nature of perquisites and allowances as agreed by the Board of Directors from time to time, subject however that the aggregate monetary value of the perquisites in any year shall not exceed Rs.6,00,000/- per annum without restriction to any sub limit on individual perquisite.

### **EXPLANATION**

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

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

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

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

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- II. Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- III. Gratuity payable as per the Rules of the Company and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites to the extent the same are not taxable under the Income-Tax Act, 1961.
- IV. The Managing Director shall be entitled to reimbursement of entertainment and other expenses incurred by him in connection with the business of the Company.

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

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

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

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

5. To Re-appoint Shri Manoj Kumar Poddar (DIN: 02540514) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and

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

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

6. To Re-appoint Shri Gautam Lhila (DIN: 06956667) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

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

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

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

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

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

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

Registered Office:  
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Kanpur-208001 (U.P.).

Dated: 12.08.2019

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

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



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### **NOTES:**

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

A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting are given in this Notice under Note No. 16.
3. Corporate Members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days during the business hours upto the date of the Meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 20th September, 2019 to Thursday, 26th September, 2019 (both days inclusive).

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8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrar and Transfer Agents, Beetal Financial & Computer Services Private Limited (hereinafter referred to as "RTA")
9. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, the Company is required to obtain the copy of PAN Card and Bank details from all the Shareholders holding shares in physical form. Members are requested to get their details updated by sending the below-mentioned documents along-with a duly signed request letter to RTA:
  - a) Self-attested copy of PAN Card of all the holders;
  - b) Original cancelled cheque leaf with name of member printed on it (if name is not printed, a copy of Bank Passbook/ Statement bearing name, duly attested by the Bank) and;
  - c) Self-attested copy of address proof (viz. aadhaar, voter-id, passport, driving license, any utility bill not older than 3 months).
10. SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 has come out with SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 (effective date of implementation is 5th December, 2018), wherein it has mandated that the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulations, Members are requested to get their shares dematerialised at the earliest to avoid any inconvenience.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
12. Members holding shares in single name and physical form are advised to make nomination in respect of their Shareholding in the Company. The nomination form can be obtained from the Company/RTA.

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13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to RTA for consolidation into a single folio.
14. The Shareholders who wish to make nomination may send their application in prescribed Form No. SH-13 [under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014 which can be obtained from the Company / RTA.
15. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
16. Information and other instructions relating to remote e-voting are as under:
  - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
  - (ii) The poll shall be conducted at the Meeting and Members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting.
  - (iii) The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - (iv) The Company has engaged the Services of Central Depository Services Ltd ("CDSL") as the Agency to provide e-voting facility
  - (v) Voting rights shall be reckoned on the Paid-up value of Shares registered in the name of the Member / Beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 19th September, 2019
  - (vi) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e. 19th September, 2019 only shall be entitled to avail the facility of remote e-voting.

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

Commencement of remote e-voting	<b>Monday, 23rd September, 2019, 10.00 A.M. IST</b>
End of remote e-voting	<b>Wednesday, 25th September, 2019, 05.00 P.M. IST</b>

During this period, Shareholders of the Company holding Shares either in physical form or in dematerialized form, as on the cut-off date i.e. 19th September, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL after voting period ends.

- (ix) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a scrutinizer's report and submit the same to the Chairman. The results declared along with the scrutinizer's report shall be placed on the website of CDSL: <https://www.cdslindia.com>. The results shall simultaneously be communicated to the Stock Exchange.
- (x) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 26th September, 2019.
- (xi) Instructions and other information relating to remote e-voting:
- The e-voting facility can be availed by typing the link [www.cdslindia.com](http://www.cdslindia.com) in the internet browser.
  - Click on the "shareholders" tab.
  - Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID;
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
  - If you are a first time user follow the steps given below:

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

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

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

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- (s) Since the Company is required to provide Members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- (xii) The voting rights of Shareholders shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on 19th September, 2019.
- (xiii) The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizers' Report shall be placed on the website of CDSL and communicated to the BSE Ltd. within the prescribed period.
17. As required under Listing Regulations and Secretarial Standards on General Meetings (SS-2), the relevant details in respect of Director seeking re-appointment under Item No. 2 of this Notice is given below:-

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

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

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



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### **ANNEXURE TO NOTICE**

#### **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **ITEM NO. 4**

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

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

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

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

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

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

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

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### ANNEXURE TO NOTICE

#### I. GENERAL INFORMATION

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

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

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

#### II. INFORMATION ABOUT THE APPOINTEE :

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

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

### III. Other information

#### (I) Reasons for Loss or inadequate Profits:

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

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

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

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

**(iv) DISCLOSURES:**

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

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

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

**ITEM NO. 5 & 6:**

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

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

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

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

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

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

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

### **ITEM NO. 7**

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

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

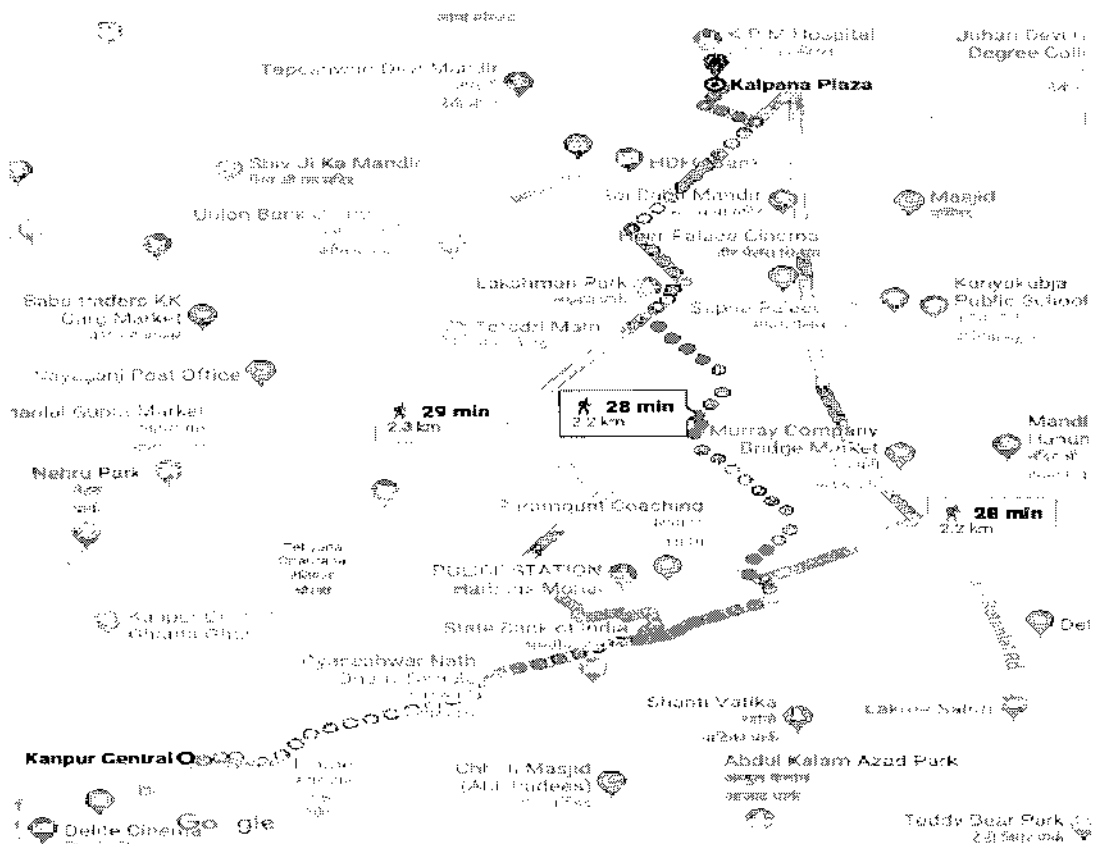
**Registered Office:**  
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**24/147, Birhana Road,**  
**Kanpur-208001 (U.P.)**

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

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

**Dated: 12.08.2019**

## ROUTE MAP



## MACRO INTERNATIONAL LIMITED

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### DIRECTORS' REPORT

To,  
The Members of  
**MACRO INTERNATIONAL LIMITED**

Your Directors have pleasure in presenting herewith the Twenty Sixth Annual Report along with Audited Financial Statement of the Company for the year ended 31st March, 2019.

#### FINANCIAL RESULTS

The summarized financial position of the Company for the Financial Year ended 31st March, 2019 as compared to previous year is as under:

PARTICULARS	Amount (Rs. in Lakhs)	
	2018-2019	2017-2018
Total Income	<u>30.04</u>	29.91
Profit / (Loss) before Interest and Depreciation	<u>(5.96)</u>	1.01
Less: Finance Cost	--	--
Less: Depreciation	<u>1.58</u>	<u>1.48</u>
Profit/ (Loss) before Exceptional and Extraordinary items and Tax	<u>(7.54)</u>	(0.47)
<b>Tax Expenses</b>		
(a) Current Tax	<u>(0.88)</u>	(0.15)
(b) Deferred Tax	<u>(0.20)</u>	<u>(0.04)</u>
Profit/ (Loss) after Tax	<u>(8.22)</u>	(0.66)
Add: Balance Brought Forward from the Previous Year	<u>109.84</u>	<u>110.50</u>
Surplus/ (Deficit) carried to Balance Sheet	<u>101.62</u>	<u>109.84</u>

#### TRANSFER TO RESERVES

In view of the unprofitable operations, no amount was required to be transferred to the Reserves during the year under review.

#### DIVIDEND

In view of the unprofitable operations, your Directors regret their inability to recommend any Dividend for the year under review.

#### OPERATIONS

During the year under review Total Income of the Company marginally increased from Rs. 29.91 Lakhs to Rs. 30.04 Lakhs. The Net Loss for the

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current year stood at Rs. 8.22 Lakhs as against Net loss of Rs. 0.66 Lakhs in the previous year due to higher incidence of administrative expenses.

### **DIRECTORS**

In accordance with the provisions of the Companies Act, 2013 read with Articles of Association of the Company, Smt. Parwati Parasrampur, Director [DIN: 00359065] of the Company retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. The Company has re-appointed Shri Sudhir Kumar Parasrampur as the Managing Director of the Company for a further period of three years w.e.f. 7th January, 2019. His re-appointment is subject to the approval of Members at the ensuing Annual General Meeting. Meeting.

Shri Rakesh Panwar was appointed as the Company Secretary (KMP) of the Company w.e.f. 22nd February, 2019.

There has been no other changes in the Board of Directors of the Company during the year under review.

### **INDEPENDENT DIRECTORS**

Shri Manoj Kumar Poddar was appointed as an Independent Director at the Twenty First Annual General Meeting held on 30th September, 2014 for the period of five years till the conclusion of Twenty Sixth Annual General Meeting and Shri Gautam Lhila was appointed as an Independent Director at the Board Meeting held on 31st December, 2014 for the period of 5 years w.e.f. 31st December, 2014. The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee and considering their valuable performance had decided to re-appoint them as an Independent Director for second term of 5 (five) consecutive years and same is placed for approval of Members at the ensuing Annual General

### **DECLARATION FROM INDEPENDENT DIRECTORS**

The Company had received the Declarations under Section 149(7) of the Companies Act, 2013 from all the Independent Directors of the Company that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **SUBSIDIARY COMPANY / ASSOCIATE / JOINT VENTURE COMPANY**

During the year under review, the Company does not have any Subsidiaries, Joint Venture or Associate Companies



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### **STATUTORY AUDITORS**

M/s Om P. Agarwal & Associates, Chartered Accountants, Kanpur were appointed as Statutory Auditors of the Company at the Twenty Fourth Annual General Meeting of the

Company held on 26th September, 2017 for a period of Five years to hold office from the conclusion of that Annual General Meeting till the conclusion of the Twenty Ninth Annual General Meeting in accordance with the provisions of the Companies Act, 2013. However, their appointment was subject to ratification by the Members at every Annual General Meeting. The Auditors have confirmed their eligibility and qualification under Section 141 of Companies Act, 2013 and, therefore, their ratification of appointment as Statutory Auditors for the year 2019-20 is being recommended for approval of Members of the Company at the ensuing AGM.

The observations made by the Auditors in their Report read with notes to the Accounts are self explanatory and do not call for any further explanation.

### **REPORTING OF FRAUDS BY THE AUDITOR**

No Material Frauds by the Company or on the Company by its officers or employees has been noticed or reported during the course of our Audit as per Section 143(12) of the Companies Act, 2013.

### **SECRETARIAL AUDITOR**

The Board has appointed M/s. MKGP & Associates, Company Secretaries, Jaipur to conduct Secretarial Audit for the Financial year 2018-19. The Secretarial Audit Report for the Financial Year ended 31st March, 2019 is annexed herewith as Annexure-'A' to this Report. As regards observation in Secretarial Audit, the Management's explanation / comments are as under:

#### **1. Updation of outcome of Board Meeting on the BSE website**

As regards updation of outcome of Board Meetings held on 30th May, 2018, 13th August, 2018 and 13th November, 2018, it is clarified that the said Board Meetings were held mainly for the purpose of approval of Audited / Unaudited Annual / Quarterly Financial Results of the Company which were duly informed to BSE Limited and the said results are updated and available for information of stakeholders at the BSE Website.

#### **2. Updation of data on BSE Website**

The Company has made timely compliance with respect to the reporting requirements under the SEBI Listing Regulations and most of the information is available on BSE website and accessible to stakeholders . As the Secretarial

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Auditor's observation is generic in nature, in the absence of specific observation with respect to deficiency in updation, we are unable to comment on the Secretarial Auditor's observation .

### 3. Date of approval of notice of AGM

The Notice convening the AGM held on 28th September, 2018 was duly approved by the Board of Directors at its Meeting held on 13th August, 2018 and the Board at the said Meeting authorized Shri Sudhir Kumar Parasrampurua, Managing Director of the Company for issuance of the said Notice. The date 1st September, 2018 mentioned in the Notice is the date on which it was actually issued to the Members of the Company pursuant to the approval granted by the Board at its meeting held on 13th August, 2018. In view of the above, no Meeting of the Board of Directors of the Company was held on 1st September, 2018, as observed, therefore, the question of issuance of notice thereof does not arise.

### MEETINGS OF THE BOARD

The Board of Directors duly met 6 (Six) times respectively on 30th May, 2018, 13th August, 2018, 13th November, 2018, 29th December, 2018, 13th February, 2019 and 22nd February, 2019 during the financial year. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The details of attendance of each Director at respective meetings held during the Financial Year 2018-19 are as under:-

Sl. No.	Name of Director	Total No. of Board Meetings held	Total No. of Board Meetings attended
1.	Shri Sudhir Kumar Parasrampurua	6	6
2.	Smt. Parwati Parasrampurua	6	6
3.	Shri Manoj Kumar Poddar	6	6
4.	Shri Gautam Lhila	6	6

### BOARD EVALUATION

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the Non-Executive Directors and Executive Directors. On the basis of recommendations of the Policy for Performance Evaluation of Independent Directors, Board, Committees and other individual Directors, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

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### **EXTRACT OF ANNUAL RETURN**

The extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in prescribed Form MGT-9 is annexed herewith as Annexure - 'B' to this report.

### **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred from the end of the Financial year 2018-19 till the date of this Report. Further, there was no change in the nature of business of the Company.

No significant or material order has been passed by the Regulator or Courts or Tribunals during the financial year.

### **DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE**

There are no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company and its future operations.

### **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

All contracts /arrangements /transactions entered by the Company during the Financial year with related parties were in the ordinary course of business and on arm's length basis. The details of material contracts /arrangements /transactions at arm's length basis for the year ended 31st March, 2019 is annexed hereto and form part of this Report as Annexure 'C'.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the Financial Statement provided in this Annual Report.

### **RISK MANAGEMENT**

As the Company did not pursue its main business activities during the year no Risk Management Policy was put in place by the Board.

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### **DISCLOSURES**

#### **Audit Committee**

The Audit Committee comprises of Independent Directors namely Shri Gautam Lhila (Chairman), Shri Manoj Kumar Poddar and Shri Sudhir Kumar Parasrampururia as other Members. All the recommendations made by the Audit Committee were accepted by the Board.

The members of Audit Committee duly met 4 (Four) times respectively on 30th May, 2018, 13th August, 2018, 13th November, 2018 and 13th February, 2019 during the financial year under review

#### **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee comprises of Shri Gautam Lhila (Chairman), Shri Manoj Kumar Poddar (Independent Director) and Smt. Parwati Parasrampururia as other Member. All the recommendations made by the Nomination and Remuneration Committee were accepted by the Board.

The members of Nomination and Remuneration Committee duly met only once on 29th December, 2018 during the financial year.

#### **Stakeholders Relationship Committee**

The Stakeholders Relationship Committee comprises of Independent Directors namely Shri Gautam Lhila (Chairman), Shri Manoj Kumar Poddar and Shri Sudhir Kumar Parasrampururia as other Members.

The members of Stakeholders Relationship Committee duly met 4 (Four) times respectively on 30th May, 2018, 13th August, 2018, 13th November, 2018 and 13th February, 2019 during the financial year under review

#### **Vigil Mechanism**

The Vigil Mechanism of the Company, which also incorporates a Whistle Blower Policy in terms of the Listing Regulations with the Stock Exchange. It aims to provide an avenue for employees through this policy to raise their concerns on any violation of legal or regulatory requirements, suspicious fraud, misfeasance, misrepresentation of any Financial Statements and Reports.

#### **Nomination and Remuneration Policy**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board members. The details of this policy are enclosed herewith as Annexure-'D'

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### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDAR)**

Due to continued suspension of main business activities of the Company, the Management is exploring the possibilities of entering into viable business proposition and at opportune time the effective steps will be taken.

### **COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS**

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings (SS-1) and General Meetings (SS-2).

### **STATUTORY INFORMATION**

#### **A. PARTICULARS OF EMPLOYEES**

As there were no significant operations in the Company, none of the employees of the Company was in receipt of remuneration in excess of the limits prescribed sub-Rule (2) of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details are not required to be furnished. In view of the above, information as per sub-section (12) of Section 197 of the Companies Act, 2013, read with sub-rule (2) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 being indeterminate as such not furnished.

#### **B. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

As the Company is not engaged in any manufacturing activity, the details relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as per Section 134 (3) (m) of the Companies Act, 2013 being inapplicable, hence not provided. There have been no earnings and expenditure in foreign currency during the year under review.

#### **C. DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134(5) of the Companies Act, 2013, the Directors of the Company state in respect of the year ended 31st March, 2019 that:-

- a) in the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- b) they 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 at the end of the Financial year and of the Loss of the Company for that period.

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[CIN: L74120UP1993PLC015605]

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

- c) they have taken proper and sufficient care for the maintenance of adequate Accounting Records in accordance with the provisions of the Act for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities.
- d) they have prepared Annual Accounts on a going concern basis.
- e) they have laid down internal financial controls to be followed by the Company and that such internal controls are adequate and are operating effectively.
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **DEPOSITS**

The Company has neither accepted nor renewed any deposits during the year under review.

### **LISTING**

The Equity Shares of the Company are presently listed at BSE Limited and the listing fee for the said Stock Exchange is paid upto date.

### **INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls with reference to Financial Statement. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

### **ACKNOWLEDGEMENTS**

The Directors wish to place on record their sincere appreciation of the co-operation received by the Company from the Company's Bankers and other Authorities. The Directors are also thankful to the Shareholders for abiding faith in the Company. Deep appreciation is also acknowledged for the support and hard work put in by the employees of the Company.

For and on behalf of the Board

Place: Kanpur  
Date: 12.08.2019

(SUDHIR KUMAR PARASRAMPURIA)  
Chairman & Managing Director  
DIN: 00358982

**MKGP & ASSOCIATES**  
**COMPANY SECRETARIES**

ADDRESS: - 204, Prism Tower, Infront of PHQ Gate No.2,  
Lalkothi, Behind Nehru Place, Tonk Road, Jaipur-302015  
Phone No. 0141-4112199, 09828046652  
E-Mail:[mabendra927@gmail.com](mailto:mabendra927@gmail.com)

**SECRETARIAL AUDIT REPORT**

**Form No. MR-3**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

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

To,  
The Members,  
**Macro International Limited**  
'Plaza Kalpana', Ground Floor,  
24/147, Birhana Road,  
Kanpur, Uttar Pradesh (208001)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **Macro International Limited (L74120UP1993PLC015605)** Secretarial audit was conducted in the manner that provided us a reasonable basis for evaluating the corporate conduct/ statutory compliance and expressing our opinion thereon.

Based on our verification of the Company's books, papers, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion; the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minutes' books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contract (Regulation) Act, 1956 and Rules made there under;
- III. The Depositories Act, 1996 and Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment ,Overseas Direct Investment and

## MKGP & ASSOCIATES COMPANY SECRETARIES

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Phone No. 0141-4112199, 09828046652  
E-Mail: [mahendra927@gmail.com](mailto:mahendra927@gmail.com)

External Commercial Borrowings; **(Not Applicable to the Company during Audit Process);**

- V. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.;
- 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;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - 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 as there was no reportable event during the financial year under review for secretarial audit]** and
  - h. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; **[Not applicable as there was no reportable event during the financial year under review for secretarial audit]**
- VI. As identified by the management, following laws are specifically applicable to the Company:
- a. Reserve Bank of India Act, 1934
  - b. Guidelines on Fair practices code for NBFC
  - c. Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998
  - d. Prudential Norms (Reserve Bank) Directions, 2007
  - e. Non-Banking Financial (Non- Deposit Accepting or Holding) Companies
  - f. Negotiable Instruments Act 1881
  - g. NBFC Auditors Directions, 2008
  - h. Guidelines, directions and instructions issued by RBI through notifications and Circulars



## **MKGP & ASSOCIATES**

### **COMPANY SECRETARIES**

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#### **Corporate Laws:-**

1. The Companies Act, 2013.
2. The Foreign Exchange Management Act,
3. Securities and Exchange Board of India Act, 1992
4. The Competition Act, 2002

#### **Labour Laws:-**

1. The Apprentices Act, 1961.
2. The Building and Other Construction Workers Welfare Cell Act, 1996.
3. The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1998.
4. The Child Labour (Prohibition and Regulation) Act, 1986.
5. The Coal Mines Provident Fund and Miscellaneous Provisions Act, 1948.
6. The Contract Labour (Regulation and Abolition) Act, 1976.
7. The Employees Compensation Act, 1923.
8. The Employees Provident Funds and Miscellaneous Provisions Act, 1952.
9. The Employees State Insurance Act, 1948.
10. The Employment Exchange (Compulsory Notifications of Vacancies) Act, 1959.
11. The Maternity Benefit Act, 1961.
12. The Minimum Wages Act, 1948.
13. Payment of Gratuity Act, 1972.
14. The Payment of Wages Act, 1936.
15. The Personal Injuries (Compensation in Wages) Act, 1963.
16. The Right to Information Act, 2005.
17. The Sexual Harassment Of Women At Workplaces (Prevention, Prohibition And Redressed) Act, 2013
18. The Trade Unions Act, 1926.
19. The Indian Fatal Accidents Act, 1885

#### **Law Applicable to Warehousing**

1. Food Safety and Standards Act, 2006
2. Warehousing (Development & Regulations) Act, 2007
3. The prevention of Food Adulteration Act, 1954
4. The Legal Metrology Act, 2009

#### **Law Applicable to Imports and Exports**

5. Imports and Exports (Control) Act 1947.
6. India's Export Import (EXIM) Policy

## **MKGP & ASSOCIATES**

### **COMPANY SECRETARIES**

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7. The Foreign Trade (Development And Regulation) Act, 1992
8. Custom act 1962
9. Customs Tariff Act, 1975
10. Imports and Exports (Control) Act, 1947
11. The Foreign Trade (Development & Regulations) Amendment Act, 2010

#### **Financial and Other Laws:-**

1. The Income Tax Act, 1961.

#### **Laws Applicable to Information Technology**

1. Information Technology Act, 2000
2. The Information Technology (Amendment) Act, 2008

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) **SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

During the period under review the, Company has-complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. Outcome for the following meetings is not updated on BSE:
  - a) 30/05/2018
  - b) 13/08/2018
  - c) 13/11/2018
2. Data on BSE site is not updated.
3. No notice of Board meeting held on 01/09/2018 for approval of Notice of AGM .

I further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

## **MKGP & ASSOCIATES**

### **COMPANY SECRETARIES**

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b) 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.

c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. Company has introduced compliance alert system for applicability of all applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has passed no special resolutions which are having major bearing on the Company's affairs in pursuant of the above referred laws, rules, regulations, guidelines, standards.

**For M/s MKGP & Associates  
Company Secretaries**

**Place: Jaipur**

**Date : 12/08/2019**

**Mahendra Prakash Khandelwal  
(Partner)  
Membership no.6266  
C.P.No-4459**

**(This report is to be read with my letter of even date which is annexed as Annexure - A which forms an integral part of this report.)**

**MKGP & ASSOCIATES**  
**COMPANY SECRETARIES**

ADDRESS: - 204, Prism Tower, Infront of PHQ Gate No.2,  
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Phone No. 0141-4112199, 09828046652  
E-Mail:[mahendra927@gmail.com](mailto:mahendra927@gmail.com)

To,  
The Members,  
**Macro International Limited**  
'Plaza Kalpana', Ground Floor,  
24/147, Birhana Road,  
Kanpur, Uttar Pradesh (208001)

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

1. 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.
2. 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.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance f laws, rules and regulations and happening of events etc.
5. 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.
6. The Secretarial Audit report is neither an assurance to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. The maximum liability of our firm under the secretarial audit in respect of the aggregate of all claims shall not exceed the fee charged by me.

**For M/s MKGP & Associates**  
**Company Secretaries**

**Place: Jaipur**  
**Date : 12/08/2019**

**Mahendra Prakash Khandelwal**  
**(Partner)**  
**Membership no.6266**  
**C.P.No-4459**

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
as on the financial year ended on 31st March, 2019  
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

i)	CIN:	L74120UP1993PLC015605
ii)	Registration Date:	03.08.1993
iii)	Name of the Company:	<b>MACRO INTERNATIONAL LIMITED</b>
iv)	Category / Sub-Category of the Company:	Public Limited Company / Limited by Shares
v)	Address of the Registered office and contact details:	PLAZA KALPANA', GROUND FLOOR, 24/147 BIRHANA ROAD, KANPUR - 208001(U.P.) Tel : 0512-2332481 E-Mail Id: miel1@rediffmail.com / co@miel.co.in
vi)	Whether Listed Company:	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any:	Beetal Financial And Computer Services Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, New Delhi-110062 Tel : 011-29961281, Fax : 011-29961284 Email ID : beetalrta@gmail.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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1.	NIL	NIL	NIL

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name And Address Of The Company	CIN/GLN	Holding / Subsidiary/ Associate	% of Shares held	Applicable Section
1	NIL	NIL	NIL	NIL	NIL

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### 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 Share	Demat	Physical	Total	% of Total Share	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual <input type="checkbox"/> H.F	7,79,869	NIL	7,79,869	19.62	7,79,869	NIL	7,79,869	19.62	NIL
b) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp.	18,80,222	NIL	18,80,222	47.31	18,80,222	NIL	18,80,222	47.31	NIL
e) Banks <input type="checkbox"/> FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any Other....	NIL	NIL	NIL	NIL	Nil	NIL	Nil	Nil	NIL
<b>Sub-total (A) (1):-</b>	<b>26,60,091</b>	<b>NIL</b>	<b>26,60,091</b>	<b>66.94</b>	<b>26,60,091</b>	<b>NIL</b>	<b>26,60,091</b>	<b>66.94</b>	<b>NIL</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other <input type="checkbox"/> Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks <input type="checkbox"/> FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any Other...	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub-total (A) (2):-</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>26,60,091</b>	<b>NIL</b>	<b>26,60,091</b>	<b>66.94</b>	<b>26,60,091</b>	<b>NIL</b>	<b>26,60,091</b>	<b>66.94</b>	<b>NIL</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

b) Banks <input type="checkbox"/> FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub-total (B)(1):-</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	44401	37200	81601	2.05	43344	34600	77944	1.96	-0.09
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	327973	451820	779793	19.62	334330	440920	775250	19.51	-0.11
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	415381	12000	427381	10.75	415381	12000	427381	10.75	Nil
<b>c) Others <input type="checkbox"/></b>									
1. HUF	23804	1400	25204	0.63	32004	1400	33404	0.84	□0.20
<b>Sub-total (B)(2):-</b>	<b>811559</b>	<b>502420</b>	<b>1313979</b>	<b>33.06</b>	<b>825059</b>	<b>488920</b>	<b>1313979</b>	<b>33.06</b>	<b>NIL</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>811559</b>	<b>502420</b>	<b>1313979</b>	<b>33.06</b>	<b>825059</b>	<b>488920</b>	<b>1313979</b>	<b>33.06</b>	<b>NIL</b>

C. Shares held by Custodian For GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	3471650	502420	3974070	100	3485150	488920	3974070	100	NIL

**(ii) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change 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	Smt. Parwati Parasrampur	138161	3.48	Nil	138161	3.48	Nil	NIL
2.	Shri Shashank Parasrampur	420385	10.58	Nil	420385	10.58	Nil	NIL
3.	Shri Sudhir Kumar Parasrampur	221323	5.57	Nil	221323	5.57	Nil	Nil
4.	Beopar Sahayak Private Limited	76900	1.93	Nil	76900	1.93	Nil	Nil
5.	Amber Mercantiles Limited	454822	11.44	Nil	454822	11.44	Nil	Nil
6.	Magnanimous Trade & Finance Ltd.	1348500	33.93	Nil	1348500	33.93	Nil	NIL
	<b>TOTAL</b>	<b>2660091</b>	<b>66.94</b>	<b>Nil</b>	<b>2660091</b>	<b>66.94</b>	<b>Nil</b>	<b>NIL</b>

**(iii) Change in Promoter's Shareholding: (please specify, if there is no change)**

S. No.		Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	<b>No changes during the Year</b>			
	Date wise Increase / Decrease in Promoters Share Holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year				



**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	For each of the top 10 shareholders	Shareholdings as on 31.03.2018		Shareholding as on 31.03.2019	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Shri Tushar Kisanlal Doshi	55000	1.38	55000	1.38
2.	Shri Harit Ratna	47922	1.21	47922	1.21
3.	Shri Janak Parasrampur	28100	0.71	28100	0.71
4.	Shri Jyotshna Harish Bhai Thakker	22000	0.55	22000	0.55
5.	Shri Surya Mohan Jha	21000	0.53	21000	0.53
6.	Makesworth Projects & Developers Private Limited	21000	0.53	21000	0.53
7.	Shri Santosh Sitaram Goenka	20500	0.52	20500	0.52
8.	Smt. Shruti Yashwant Bihari Kagji	20350	0.51	20350	0.51
9.	Smt. Sunita Santosh Goenka	20000	0.50	20000	0.50
10.	Shri Shivang Yashwant Bihari Kagji	19500	0.49	19500	0.49

No.	Shareholding of each Director and Key Managerial Personnel	Date	No. of Shares	% of total shares	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
					No. of Shares	% of total shares
<b>A: Directors:</b>						
1.	Shri Sudir Kumar Parasrampur, Managing Director					
	At the beginning of the Year	01.04.2018	221323	5.57	221323	5.57
	Changes during the Year	NIL	NIL	NIL	NIL	NIL
	At the end of the Year	31.03.2019	221323	5.57	221323	5.57

2	<b>Smt. Parwati Parasrampuria, Director</b>						
	At the beginning of the Year	01.04.2018	---	1,38,161	3.48	1,38,161	3.48
	Changes during the Year	NIL		NIL	NIL	NIL	NIL
At the end of the Year	31.03.2019	1,38,161		3.48	1,38,161	3.48	
3.	<b>Shri Gautam Lhila, Director</b>						
	At the beginning of the Year	01.04.2018		528	0.01	528	0.01
	Changes during the Year	NIL		NIL	NIL	NIL	NIL
At the end of the Year	31.03.2019	528		0.01	528	0.01	
4.	<b>Shri Manoj Kumar Poddar, Director</b>						
	At the beginning of the Year	01.04.2018		100	0.0025	100	0.0025
	Changes during the Year	NIL		NIL	NIL	NIL	NIL
At the end of the Year	31.03.2019	100		0.0025	100	0.0025	
<b>B: Key Managerial Personnel:</b>							
1.	<b>Shri Rakesh Panwar, Company Secretary</b> [Appointed w.e.f. 22.02.2019]						
	At the beginning of the Year	01.04.2018		NIL	NIL	NIL	NIL
	Changes during the Year	NIL		NIL	NIL	NIL	NIL
At the end of the Year	31.03.2019	NIL		NIL	NIL	NIL	

## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	NIL	NIL	NIL	<b>NIL</b>
ii) Interest due but not paid	NIL	NIL	NIL	<b>NIL</b>
iii) Interest accrued but not due	NIL	NIL	NIL	<b>NIL</b>
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

<b>Change in Indebtedness during the financial year</b>				
Addition (Net)	NIL	NIL	NIL	NIL
Reduction	NIL	NIL	NIL	NIL
<b>Net Change</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. no.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Shri Sudhir Kumar Parasrampuria (Managing Director)	
1.	Gross salary	6,00,000	6,00,000
	(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) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit -others, specify...	NIL	NIL
5.	Others, please specify		
	Contribution to PF Gas, Electricity and Water	NIL NIL	NIL NIL
	<b>Total (A)</b>	<b>6,00,000</b>	<b>6,00,000</b>
	<b>Ceiling Limit</b>	The remuneration is being paid in accordance with the ceiling limits laid down under Part II of Section II of Schedule V and other applicable provisions of the Companies Act, 2013.	

## B. Remuneration to other Directors

Sl. no	Particulars of Remuneration	Name of Directors	Total Amount
	1. Independent Directors		
	Fee for attending board <input type="checkbox"/> committee meetings	NIL	NIL
	Commission	NIL	NIL
	Others, please specify	NIL	NIL
	<b>Total (1)</b>	<b>NIL</b>	<b>NIL</b>
	2. Other Non-Executive Directors		
	Fee for attending board <input type="checkbox"/> committee meetings	NIL	NIL
	Commission	NIL	NIL
	Others, please specify	NIL	NIL
	<b>Total (2)</b>	<b>NIL</b>	<b>NIL</b>
	<b>Total (B) <input type="checkbox"/> (1 <input type="checkbox"/> 2)</b>	<b>NIL</b>	<b>NIL</b>
	<b>Total Managerial Remuneration</b>	<b>NIL</b>	<b>NIL</b>
	<b>Overall Ceiling as per the Act</b>	<b>NIL</b>	<b>NIL</b>

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Shri Rakesh Panwar, Company Secretary [Appointed w.e.f. 22.02.2019]	CFO	Total
1.	Gross salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	12,500	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - Others, specify...	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	<b>Total</b>	<b>NIL</b>	<b>12,500</b>	<b>NIL</b>	<b>NIL</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of The Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

For and on behalf of the Board

Place: Kanpur  
Date: 12.08.2019

(SUDHIR KUMAR PARASRAMPURIA)  
Chairman & Managing Director  
DIN: 00358982

## MACRO INTERNATIONAL LIMITED

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

[CIN: L74120UP1993PLC015605]

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

ANNEXURE-'C'

### Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

4 Form 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

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

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
NIL							

## MACRO INTERNATIONAL LIMITED

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

### 2. Details of material contracts or arrangement or transactions at arm's length basis

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Amber Mercantiles Limited  (Common Directors)	Lease of Property	2018-2019	Rs.12,000/-	12.08.2019	NIL
Sudhir Kumar Parasrampuriah H.U.F.  (Karta is the Managing Director in the Company)	Lease of Property	2018-2019	Rs. 54,000/-	12.08.2019	NIL

45

For and on behalf of the Board

Place Kanpur  
Date 12.08.2019

(SUDHIR KUMAR PARASRAMPURIA)  
Chairman & Managing Director  
DIN: 00358982



## **NOMINATION & REMUNERATION POLICY**

The Board of Directors of Macro International Limited ("the Company"), in view of enforcement of Companies Act, 2013 read with rules framed thereunder and amendment to Clause 49 of the Listing Agreement, re-designated the Remuneration Committee as "Nomination and Remuneration Committee" at the Meeting held on 13th May, 2014 with immediate effect.

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement (as may be amended from time to time).

### **1. DEFINITIONS**

**Board** means Board of Directors of the Company.

**Key Managerial Personnel** shall have the same meaning as given in Section 203 of the Companies Act, 2013 read with rules framed thereunder.

**"Senior Management"** shall mean personnel of the company (which include persons engaged as retainer or on contractual basis) and who are members of its core management team excluding Board of Directors, comprising all members of management one level below the executive directors, including the functional heads.

**Explanation 1:** In case of any dispute whether a person is member of Senior Management or not, decision of concerned Executive Director shall be final.

**Explanation 2:** Considering the criticality of a particular function, even if a person is not covered in the above definition, the Chairman will have discretion to treat him/ her as member of Senior Management for the purpose of this Policy.

The words and definitions not described herein above shall have the respective meanings under the Acts and legislations governing the same.

### **2. TERMS OF REFERENCE / ROLE OF COMMITTEE**

The Terms of Reference of the Committee shall be:-

- a) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and to carry out evaluation of every Director's performance.
- b) To ensure that the level and composition of remuneration is reasonable and is sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- c) To ensure that relationship of remuneration to performance in respect of Directors, Key Managerial Personnel and employees of Senior Management is clear and meets appropriate performance benchmarks; and

- d) To ensure that remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:
- e) To formulate the criteria for determining qualifications of Directors, Key Managerial Personnel and employees of Senior Management, and also to determine criteria for positive attributes and independence of Directors.
- f) To formulate criteria for evaluation of every Director including Independent Director and the Board.
- g) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation by the Board.
- h) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and employees of Senior Management.
- i) To provide to Key Managerial Personnel and Senior Management, reward linked directly to their efforts, performance, dedication and achievement relating to the Company's operations.
- j) To devise a policy on Board diversity from time to time.
- k) To develop a succession plan for the Board and to regularly review the plan.

### **3. RETIREMENT AGE OF DIRECTORS, KMP AND SENIOR MANAGEMENT PERSONNEL**

The KMP and Senior Management Personnel shall retire as per the prevailing HR policy of the Company. As decided by the Board of Directors in its meeting held on 13th May, 2014, the retirement age for Executive Directors shall be 65 years and for Non-Executive Directors shall be 70 years. The Board of Directors shall be at liberty to grant any extension as and when required on case to case basis.

### **4. STATUTORY POWERS OF THE COMMITTEE**

The committee shall have a power to express opinion whether the Director possesses the requisite qualification for the practice of the profession, when remuneration is proposed to be paid for the services to be rendered in any other capacity and such services to be rendered are of a professional nature. Where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, the Committee may approve the payment of remuneration as per Section II of Part II of Schedule V to the Companies Act, 2013.

### **5. COMPOSITION OF COMMITTEE**

The Committee shall comprise of at least three Non-Executive Directors, at least half of whom shall be independent Directors. The Board may appoint the Chairperson of the Company whether executive or non-executive as member of this committee.

## **6. CHAIRMAN**

The Chairman of the Committee shall be an Independent Director. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one of the Independent Directors amongst them to act as Chairman.

The Chairman of the Nomination and Remuneration Committee shall endeavor to be present at the Annual General Meeting.

## **7. MISCELLENEOUS**

A member of the Committee is not entitled to be present when his or her own or his or her relative(s) remuneration is discussed at a meeting or when his or her or his or her relative(s) performance is being evaluated.

The Committee may invite Executive Directors, functional heads and outside experts, as it considers appropriate, to be present at the meetings of the Committee. The Company Secretary of the Company shall act as Secretary of the Committee.

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF MACRO INTERNATIONAL LTD. KANPUR REPORT ON THE AUDIT OF STANDALONE FINANCIAL STATEMENTS**

#### **Opinion**

1. We have audited the accompanying standalone financial statements of MACRO INTERNATIONAL LTD ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2019, and the statement of Profit and Loss, and 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.
2. 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 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2019 and its Loss and its cash flows for the year ended on that date.

#### **Basis for Opinion**

3. We conducted our audit in accordance with the Standards on Auditing (SAs) 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 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 there under, 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 judgments, were of most significant in our audit for the financial statements of the current period.

4. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on the matters.

#### **Other Information**

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, 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 information is materially inconsistent with the financial information 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.

#### **Management's Responsibility for the Standalone Financial Statements**

6. 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 standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
7. 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. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

8. 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 is 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.
9. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatements 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 from 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 Act, 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 relate disclosures made by management.
  - Conclude on the appropriateness of management's use of 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 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 achieve fair presentation.
10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including and significant deficiencies in the internal control that we identify during our audit.
  11. 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.
  12. 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**

13. 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 Act, we give in the Annexure A, a statement on the matters specified in the paragraphs 3 and 4 of the order, to the extent applicable.

14. 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 standalone financial statements comply with the Accounting Standards 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 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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".
- (g) 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:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Om P. Agarwal & Associates  
(Chartered Accountants)**

**Place : Kanpur  
Date : 28.05.2019**

**Om Prakash Agarwal  
(Proprietor)  
M.No. 017821  
FRN No. 006948C**

## **ANNEXURE 'A' TO THE AUDITORS' REPORT**

The annexure referred to in Independent Auditors Report to the members of the Company on the financial statements for the year ended 31st March, 2019, we report that;

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The fixed assets of the Company have been physically verified by the management at reasonable intervals during the year; No material discrepancies were noticed on such verification;
- (c) According to the information and explanation given to us and on the basis of the examination of the records of the company, no material discrepancies were noticed on such verification and the title deeds of the immovable properties are held in the name of the company.
- (ii) The Company does not have inventory as there was no commercial activity being carried by the Company during the year. Therefore paragraph 3(ii) of the order is not applicable.
- (iii) According to the information and explanation given to us, the company has not granted unsecured loan to parties covered u/s 189 of The Companies Act, 2013 Therefore, paragraph 3(iii) of the order is not applicable.
- (iv) According to the information and explanation given to us and on the basis of examination of the records of the Company, the Company has neither given loans, guarantee, security nor made any investment under the provisions of section 185 and 186 of The Companies Act 2013. Accordingly paragraph 3(iv) of the order is not applicable to the Company.
- (v) According to the information and explanation given to us and on the basis of the examination of the records of the Company; The Company has not accepted any deposits from public. Therefore, paragraph 3(v) of the order is not applicable.
- (vi) The Company is not required to maintain any cost records that have been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Therefore, paragraph 3(vi) of the order is not applicable
- (vii)(a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has been regular in depositing its undisputed statutory dues including income tax, cess and other material statutory dues with the appropriate authority. As explained to us, there are no undisputed statutory dues as mentioned above in arrears as at 31st March, 2019 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us there are no material dues on account of income tax, cess that has not been deposited with the appropriate authority on account of any dispute.
- (viii) According to the information and explanation given to us and on the basis of our examination of records of the Company, the Company does not have any loans or borrowing from any financial institutions, bank, Government or dues to debenture holders during the year. Therefore paragraph 3(viii) of the order is not applicable



- (ix) According to the information and explanation given to us and on the basis of our examination of records of the Company, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Therefore paragraph 3(ix) of the order is not applicable.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (xi) According to the information and explanation given to us and on the basis of our examination, the company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion and according to the information and explanation given to us, the company is not a nidhi company. Therefore, paragraph 3(xii) of the order is not applicable.
- (xiii) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there are no transactions with the related party during the year, therefore provision of sections 177 & 188 of the act are not applicable to the Company. However as per the recommendation of applicable accounting standards the transactions have been properly disclosed in the financial statement.
- (xiv) According to the information and explanation given to us and on the basis of 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. Therefore paragraph 3(xiv) of the order is not applicable.
- xv) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not entered into any non-cash transactions with the directors or persons connected with him as specified under section 192 of the Act. Therefore, paragraph 3(xv) of the order is not applicable
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, paragraph 3 (xvi) of the order is not applicable.

For Om P. Agarwal & Associates  
(Chartered Accountants)

Om Prakash Agarwal  
(Proprietor)  
M.No. 017821  
FRN No. 006948C

Place : Kanpur  
Date : 28.05.2019

## **Annexure - B to the Auditors' Report**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditor's Report on financial statement of even date.)

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of MACRO INTERNATIONAL LTD ("the Company") as of 31st March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management 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 ('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 its business, including adherence to 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 Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 was 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 judgment, 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 Company's internal financial controls 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

- (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.

#### **Inherent 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 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.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, 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 our audit opinion on the Company's internal financial controls system over financial reporting.

For Om P. Agarwal & Associates  
(Chartered Accountants)

Om Prakash Agarwal  
(Proprietor)  
M.No. 017821  
FRN No. 006948C

Place : Kanpur  
Date : 28.05.2019

**MACRO INTERNATIONAL LIMITED**

Balance Sheet	Note No.	As at 31.03.2019 Amount (Rs.)	As at 31.03.2018 Amount (Rs.)
<b>ASSETS</b>			
<b>Non current Assets</b>			
Fixed Assets	1	8,40,616.35	9,98,299.55
Deferred Tax Assets (Net)	2	14,227.00	(5,981.00)
Security Deposits	3	39,496.00	34,996.00
Others	4	6,66,516.30	6,66,516.30
<b>Total Non Current Assets</b>		<b>15,60,855.65</b>	<b>16,93,830.85</b>
<b>Current Assets</b>			
<b>Financial Assets</b>			
Cash and Cash Equivalent	5	82,055.02	80,109.26
Loans & Advances	6	5,11,57,663.00	5,17,48,577.00
Income tax Assets (Net)	7	4,91,588.00	5,34,482.00
Other Current Assets	8	15,610.00	30,288.00
<b>Total Current Assets</b>		<b>5,17,46,916.02</b>	<b>5,23,93,456.26</b>
<b>Total Assets</b>		<b>5,33,07,771.67</b>	<b>5,40,87,287.11</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	9	3,98,96,120.00	3,98,96,120.00
Other Equity (Reserve & Surplus)	10	1,20,87,116.83	1,29,08,285.07
<b>Total Equity</b>		<b>5,19,83,236.83</b>	<b>5,28,04,405.07</b>
<b>LIABILITIES</b>			
<b>Current Liabilities</b>			
Current Liabilities	11	12,85,216.84	12,05,619.50
Provisions	12	39,318.00	77,262.54
<b>Total Liabilities</b>		<b>13,24,534.84</b>	<b>12,82,882.04</b>
<b>Total Equity &amp; Liabilities</b>		<b>5,33,07,771.67</b>	<b>5,40,87,287.11</b>

The notes form an integral part of these financial statements

As per our report of even date.  
For Om P. Agarwal & Associates  
(CHARTERED ACCOUNTANTS)

For & on behalf of the Board of Directors  
MACRO INTERNATIONAL LIMITED

Om Prakash Agarwal  
(Proprietor)  
M.No. 017821  
FRN No . 006948C

S.K.Parasrampur  
(Managing Director)

Parwati Parasrampur  
(Director)

PLACE : Kanpur  
DATE : 28-05-2019

**MACRO INTERNATIONAL LIMITED**

Statement of Profit & Loss for the	Note No.	Year ended March 31,	
		2019 Amount Rs.	2018 Amount Rs.
Other Income	13	30,04,395.00	29,90,709.00
Total Revenue		<u>30,04,395.00</u>	<u>29,90,709.00</u>
Expenses			
Employees benefits expenses	14	7,09,033.90	9,31,329.93
Depreciation		1,57,683.20	1,47,783.45
Other Expenses	15	22,91,534.14	13,58,376.04
MD'S Remuneration		6,00,000.00	6,00,000.00
Total expenses		<u>37,58,251.24</u>	<u>30,37,489.42</u>
Profit before exceptional and extraordinary items and tax		<u>(7,53,856.24)</u>	<u>(46,780.42)</u>
Exceptional items		-	-
Profit / (Loss) before Tax		(7,53,856.24)	(46,780.42)
Tax expenses			
Current Tax		87,520.00	15,500.00
Deferred Tax		20,208.00	3,738.00
Profit / (Loss) for the year		<u>(8,21,168.24)</u>	<u>(66,018.42)</u>
Other Comprehensive Income		-	-
<b>Total Other Comprehensive Income / (Loss)</b>		<u><b>(8,21,168.24)</b></u>	<u><b>(66,018.42)</b></u>
Earning per equity share			
Basic		-0.21	-0.02
Diluted		-0.21	-0.02
weighted average number of shares		<u>3974070</u>	<u>3974070</u>

The Notes form an integral part of these financial statements

As per our report of even date  
For Om P. Agarwal & Associates  
(CHARTERED ACCOUNTANTS)

For & on behalf of the Board of Directors  
MACRO INTERNATIONAL LIMITED

Om Prakash Agarwal  
(Proprietor)  
M.No. 017821  
FRN No . 006948C

S.K.Parasrampur  
(Managing Director)

Parwati Parasrampur  
(Director)

PLACE : Kanpur  
DATE : 28-05-2019

**MACRO INTERNATIONAL LIMITED**

S.No.	PARTICULARS	Note No.	As at 31.03.2019 Amount (Rs.)	As at 31.03.2018 Amount (Rs.)
<b>Note No. '9' - EQUITY SHARE CAPITAL</b>				
1	Authorised Share Capital (5000000 Equity Shares of Rs.10/- each)		5,00,00,000.00	5,00,00,000.00
2	Issued Subscribed and paidup Shares Capital (3974070 Equity Shares of Rs.10/- each fully paid)		3,97,40,700.00	3,97,40,700.00
3	Add : Amount paidup on forfeited shares/less call in arrear		1,55,420.00	1,55,420.00
	<b>TOTAL</b>		<b>3,98,96,120.00</b>	<b>3,98,96,120.00</b>

4 Details of Shares held by Shareholders holding more than 5% of the aggregate shaers in the company.

Name of the Shareholder	No. of sharesheld as at 31-03-19	% of holding	No. of sharesheld as at 31-03-18	% of holdin
Sudhir Kumar Parasrampur	221323	5.57	2,21,323	5.57
Amber Mercantiles Ltd.	454822	11.44	4,54,822	11.44
Magnanimous Trade & Finance Ltd.	1348500	33.93	13,48,500	33.93
Shashank Parasranpuria	420385	10.58	4,20,385	10.58

5 **Rights, Preferences and Restrictions attached to equity shares :**

The company has one class of equity shares having par value of Rs.10/= per share each shareholder is eligible for one vote per share held. The dividend if any proposed by the Board of Directors is subject to approval of the Shareholders in the ensuing Annual General Meeting.

**Note No. '10' - Other Equity (Reserve & Surplus)**

a. Capital Reserve	19,24,558.61	19,24,558.61
b. Surplus-opening balance	1,09,83,726.46	11049744.81
Add / (Less) : Net Profit / Net (Loss) during the year	(8,21,168.24)	(66018.42)
<b>TOTAL</b>	<b>1,20,87,116.83</b>	<b>1,29,08,285.07</b>

**MACRO INTERNATIONAL LIMITED**

<b>S.No.</b>	<b>PARTICULARS</b>	<b>Note No.</b>	<b>As at 31.03.2019 Amount (Rs.)</b>	<b>As at 31.03.2018 Amount (Rs.)</b>
<b>Note No. '11' - Current Liabilities</b>				
1	Security Deposits		-	10,000.00
2	Gratuity Payable		5,57,008.00	4,99,894.00
3	Beetal Finance & Computer Services Pvt. Ltd.		6,711.00	6,564.00
4	Shashank Parasrampur		14,781.54	-
5	Khandelwal Consultants		-	24,000.00
6	MKGP & Associates		29,900.00	14,000.00
7	Divya Saxena		18,000.00	9,000.00
8	Sudhir Kumar Parasrampur		6,16,516.30	5,99,861.50
9	Om P. Agarwal & Associates		42,300.00	42,300.00
	<b>Total</b>		<b><u>12,85,216.84</u></b>	<b><u>12,05,619.50</u></b>
<b>Note No. '12' - Current Liabilities (Provisions)</b>				
1	Expenses Payable		7,318.00	15,262.54
2	TDS Payable		32,000.00	62,000.00
	<b>Total</b>		<b><u>39,318.00</u></b>	<b><u>77,262.54</u></b>

**MACRO INTERNATIONAL LIMITED**

S.No.	PARTICULARS	Note No.	As at 31.03.2019 Amount (Rs.)	As at 31.03.2018 Amount (Rs.)
	<b>Note No. '2' - Non Current Assets [(Deferred Tax Assets ( NET ))]</b>			
	Opening Balance of Deferred Tax Liability		(5,981.00)	(2,243.00)
	Less : On account of Depreciation		5,358.00	22,520.00
	Less : On account of Gratuity		14,850.00	16,539.00
	Deferred Tax Assets for the year (Net)		20,208.00	(3,738.00)
	Deferred Tax Assets (Net)		14,227.00	(5,981.00)
	<b>Note No. '3' - Non Current Assets (Security Deposits)</b>			
1	Security Deposit (Phone)		3000.00	3000.00
2	Security Deposit (Electric)		31996.00	31996.00
3	Security Reliance Broadband		4500.00	0.00
			<u>39496.00</u>	<u>34996.00</u>
	<b>Note No. '4' - Other Non Current Assets</b>			
1	Claim Receivable (SKP)		6,16,516.30	6,16,516.30
2	CEO Nagar Nigam, Jaipur		50,000.00	50,000.00
	<b>Total</b>		<u><b>6,66,516.30</b></u>	<u><b>6,66,516.30</b></u>
	<b>Note No. '5' - Current Assets (Cash &amp; cash equivalents)</b>			
1	Cash in hand		68,005.86	62,669.87
2	Balance with scheduled bank in Current Account		14,049.16	17,439.39
	<b>Total</b>		<u><b>82,055.02</b></u>	<u><b>80,109.26</b></u>
	<b>Note No. '6' - Current Assets (Loans &amp; Advances)</b>			
1	BDPPC Trust (in which directors of the company are trustees)			
	(a) BDPPC Trust		4,96,50,105.00	4,71,06,361.00
	(b) Parasrampuria Gems international School (A unit of BDPPC Trust)		15,07,558.00	36,32,163.00
2	Others			
	(a) Dinesh Mohta		-	55,523.00
	(b) Drashtideep diagnostic & rearch Pvt. Ltd.		-	6,27,099.00
	(c) Subhash N. Kanodia		-	3,27,431.00
	<b>Total</b>		<u><b>5,11,57,663.00</b></u>	<u><b>5,17,48,577.00</b></u>
	<b>Note No. '7' Current Assets (Income Tax Assets (Net))</b>			
	<b>(A) Assets</b>			
1	Advance Income Tax (2017-18) (TDS)		-	3,01,837.00
2	Advance Income Tax (2018-19) (TDS)		2,95,815.00	2,95,815.00
3	Advance Income Tax (2019-20) (TDS)		2,98,793.00	-
	<b>Total (A)</b>		<u><b>5,94,608.00</b></u>	<u><b>5,97,652.00</b></u>
	<b>(B) Liabilities</b>			
1	Provision for Income Tax (2017-18)		-	47,670.00
2	Provision for Income Tax (2018-19)		15,500.00	15,500.00
3	Provision for Income Tax (2019-20)		87,520.00	-
	<b>Total (B)</b>		<u><b>1,03,020.00</b></u>	<u><b>63,170.00</b></u>
	<b>Total(A) - (B)</b>		<u><b>4,91,588.00</b></u>	<u><b>5,34,482.00</b></u>
	<b>Note No. '8'-Other Current Assets</b>			
1	Prepaid Expenses AMC RO		1,819.00	9,819.00
2	Prepaid Insurance Vehicle		13,791.00	20,469.00
	<b>Total</b>		<u><b>15,610.00</b></u>	<u><b>30,288.00</b></u>



**MACRO INTERNATIONAL LIMITED**

<b>S.No.</b>	<b>PARTICULARS</b>	<b>Note No.</b>	<b>As at 31.03.2019 Amount (Rs.)</b>	<b>As at 31.03.2018 Amount (Rs.)</b>
<b><u>Note No. 13 Other Income</u></b>				
1	Interest on Loan		29,87,932.00	29,90,709.00
2	Interest on Income Tax Refund		16,463.00	-
			<b><u>30,04,395.00</u></b>	<b><u>29,90,709.00</u></b>
 <b><u>Note No. 14 Employees Benefits Expenses ( Refer Note 16)</u></b>				
1	Salaries & Wages		5,88,000.00	7,77,750.00
2	Staff Welfare		14,919.90	27,523.93
3	Bonus		49,000.00	61,826.00
4	Gratuity		57,114.00	64,230.00
			<b><u>7,09,033.90</u></b>	<b><u>9,31,329.93</u></b>
 <b><u>Note No. 15 Other Expenses</u></b>				
1	Travelling Expenses		34,632.00	44,178.20
2	Printing & Stationery		14,778.00	20,281.50
3	Telephone including Cell phone exp.		11,925.25	13,690.88
4	Electricity Expenses		1,66,688.00	1,96,728.00
5	Insurance Charges		24,720.00	23,080.00
6	Subscription & Membership Fee		5,999.00	9,679.00
7	Conveyance Charges		1,941.00	8,973.00
8	Courier Charges		4,575.00	39,166.00
9	Repairing & Maintenance		40,649.00	18,328.00
10	Vehicle Running & Maintenance Expenses		1,68,856.89	1,28,682.46
11	Details of payment to auditors :-			
	Audit Fee		25,000.00	25,000.00
	Other Services		17,300.00	17,300.00
12	AMC Charges		8,000.00	12,000.00
13	Advertisement		57,004.00	55,985.00
14	Donation		25,000.00	20,000.00
15	Professional Charges		1,52,000.00	1,53,000.00
16	Listing Fee		3,22,140.00	3,25,900.00
18	Cable Charges		16,000.00	17,200.00
19	Software updation expenses		14,455.00	4,155.00
20	Misc.Exp.		3,388.00	27,592.00
21	Rates & Taxes		22,700.00	6,000.00
22	Office Maintenance		60,000.00	97,743.00
24	RTA Charges		27,730.00	27,596.00
25	Rent		66,000.00	66,000.00
26	Bank charges		-	118.00
27	Balances Written off		10,00,053.00	-
			<b><u>22,91,534.14</u></b>	<b><u>13,58,376.04</u></b>

**M/s. Macro International Ltd**

**Statement of admissible depreciation for the period ended 31-03-2019**

ANNEXURE - '1'

S.No.	Name of the Assets/Block of Assets	Rate	W.D.V. as on	Addition upto		Sales/Adjustment during the year	Total cost	Depreciation	Net Block as a
			1.4.2018	30.09.18	after 30-09-1				31.03.19
1	Air Conditioner	15%	17,237.57	-	-	-	17,237.57	2,585.63	14,651.93
2	Air Cooler	15%	34,776.20	-	-	-	34,776.20	5,216.43	29,559.77
3	Cycles	15%	34.37	-	-	-	34.37	5.15	29.21
4	Cell Phone	15%	1,57,102.05	-	-	-	1,57,102.05	23,565.31	1,33,536.74
5	Refrigerator	15%	3,277.52	-	-	-	3,277.52	491.63	2,785.89
6	P.B.X.	15%	3,749.30	-	-	-	3,749.30	562.39	3,186.90
7	Vehicle	15%	6,88,701.40	-	-	-	6,88,701.40	1,03,305.21	5,85,396.19
8	Inverter	15%	4,169.11	-	-	-	4,169.11	625.37	3,543.74
	Sub-Total (A)		9,09,047.51	-	-	-	9,09,047.51	1,36,357.13	7,72,690.39
8	Computer	40%	1,797.40	-	-	-	1,797.40	718.96	1,078.44
	Sub-Total (C)		1,797.40	-	-	-	1,797.40	718.96	1,078.44
	<b>GRAND TOTAL</b>		<b>9,10,844.92</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,10,844.92</b>	<b>1,37,076.09</b>	<b>7,73,768.83</b>

**MACRO INTERNATIONAL LIMITED**

**Fixed Assets**

Note - 1

64

S. No.	DESCRIPTION	GROSS CARRYING AMOUNT				DEPRECIATION			NET CARRYING AMOUNT		
		As at 01.04.2018	Additions	Adjustments	Disposals	As at 31.03.2019	UPTO 31.03.2018	Charge during the year	UPTO 31.03.2019	AS AT 31.03.2019	AS AT 31.03.2018
1	INVERTOR	15,300.00	-	-	-	15,300.00	6,981.82	1,049.08	8,030.90	7,269.10	8,318.18
2	VEHICLE	9,03,274.00	-	-	-	9,03,274.00	2,32,865.52	1,07,263.76	3,40,129.28	5,63,144.72	6,70,408.48
3	COMPUTER	2,58,200.00	-	-	-	2,58,200.00	2,56,210.00	-	2,56,210.00	1,990.00	1,990.00
4	CELL PHONE										
	a)	37,896.75	-	-	-	37,896.75	36,001.91	-	36,001.91	1,894.84	1,894.84
	b)	3,000.00	-	-	-	3,000.00	2,565.00	285.00	2,850.00	150.00	435.00
	c)	5,204.00	-	-	-	5,204.00	3,956.21	443.40	4,399.61	804.39	1,247.79
	d)	22,500.00	-	-	-	22,500.00	12,297.90	1,623.56	13,921.46	8,578.54	10,202.10
	e)	9,725.00	-	-	-	9,725.00	5,097.99	693.60	5,791.59	3,933.41	4,627.01
	f)	1,059.00	-	-	-	1,059.00	474.88	72.44	547.32	511.68	584.12
	g)	32,400.00	-	-	-	32,400.00	13,634.73	2,188.00	15,822.73	16,577.27	18,765.27
	h)	57,088.00	-	-	-	57,088.00	7,643.36	3,613.68	11,257.04	45,830.96	49,444.64
	i)	52,530.00	-	-	-	52,530.00	3,472.70	9,980.70	13,453.40	39,076.60	49,057.30
	j)	67,898.40	-	-	-	67,898.40	2,156.00	12,900.70	15,056.70	52,841.70	65,742.40
5	AIR CONDITIONER										
	a)	26,000.00	-	-	-	26,000.00	22,211.08	2,484.88	24,695.96	1,304.04	3,788.92
	b)	60,000.00	-	-	-	60,000.00	34,964.04	4,441.80	39,405.84	20,594.16	25,035.96
	c)	15,182.00	-	-	-	15,182.00	8,649.93	1,115.84	9,765.77	5,416.23	6,532.07
6	AIR COOLER	1,08,480.00	-	-	-	1,08,480.00	43,149.02	7,261.48	50,410.50	58,069.50	65,330.98
7	PBX	17,500.00	-	-	-	17,500.00	9,577.25	1,263.00	10,840.25	6,659.75	7,922.75
8	REFRIGERATOR	14,150.00	-	-	-	14,150.00	7,178.26	1,002.28	8,180.54	5,969.46	6,971.74
	<b>TOTAL RS.</b>	<b>17,07,387.15</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>17,07,387.15</b>	<b>7,09,087.60</b>	<b>1,57,683.20</b>	<b>8,66,770.80</b>	<b>8,40,616.35</b>	<b>9,98,299.55</b>
	<b>PREVIOUS YEAR</b>	<b>15,86,958.75</b>	<b>1,20,428.40</b>	<b>-</b>	<b>-</b>	<b>17,07,387.15</b>	<b>5,61,304.15</b>	<b>1,47,783.45</b>	<b>7,09,087.60</b>	<b>9,98,299.55</b>	<b>10,25,654.60</b>

**MACRO INTERNATIONAL LTD.**

**CASH FLOW STATEMENT FOR THE YEAR 2018-19**

PARTICULARS	2018-19		2017-18	
	AMOUNT (Rs.)	AMOUNT (Rs.)	AMOUNT (Rs.)	AMOUNT (Rs.)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :-</b>				
Net Loss before tax as per statement of Profit & Loss		-753856		-46780
Adjustment for :				
Depreciation	157683		147783	
Interest Income	-3004395	-2846712	-2990709	-2842926
Operating Profit before working capital changes.		-3600568		-2889706
Adjustment for :-				
Trade & other receivables	623778		-83333	
Trade & other payables	41653	665431	104689	21356
Cash generated from operations		-2935137		-2868350
Taxes paid ( Net )		-67312		-19238
Net cash ( used in ) Operating Activities		-3002449		-2887588
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :-</b>				
Interest Income		3004395		2990709
Less : Purchases of Fixed Assets		0		120428
Net cash from Investing Activities		3004395		2870281
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :-</b>				
Proceeds from Long Term Borrowing		0		0
Repayment from Long Term Borrowing		0		0
Short Term Borrowing		0		0
Net cash from ( used in ) Financing Activities		0		0
Net (Decrease)/Increase in Cash & Cash Equivalent (A+B+C)		1946		-17307
Opening Balance of Cash & Cash Equivalents		80109		97416
Closing Balance of Cash & Cash Equivalents		82055		80109

- 1- Figures in brackets represent cash out flows.
- 2- The above Cash Flow statement has been prepared under the "Indirect Method" set out in Accounting Standard (AS)-3 on Cash Flow statement issued by the Institute of Chartered Accountants of India.
- 3- Previous year comparative have been reclassified to confirm with current year's presentation wherever applicable.

Sudhir Kumar Parasrampurua  
(Managing Director)

Parwati Parasrampurua  
(Director)

This is the Cash Flow Statement referred in our report of even date.

For Om P. Agarwal & Associates  
Chartered Accountants  
FRN : 006948C

Place : Kanpur  
Date : 29.05.2019

(Om Prakash Agarwal)  
Proprietor  
M.No. : 017747

## **MACRO INTERNATIONAL LTD.**

Annexure-1

### **SIGNIFICANT ACCOUNTING POLICIES (NOTES NO. 22)**

(Annexed to and forming part of the financial Statements for the year ended 31st March,2019 )

#### **A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS :**

These Financial statements have been prepared to comply with Accounting Principles Generally accepted in India (Indian GAAP) the Accounting Standards notified under the Companies (Accounting Standard ) Rules,2006 and the relevant provisions of the Companies Act,2013 .

#### **B. USE OF ESTIMATES :**

The preparation of financial statement in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialized.

#### **C. FIXED ASSETS :**

1. Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price or construction cost including any attributable cost of bringing the assets to its working condition for its use.
2. The life of the asset has been determined as per provisions of the Companies Act, 2013.

#### **D. DEPRECIATION:**

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

#### **E INVENTORIES :**

There is no inventory in the Company as the year end.

#### **F. INVESTMENTS :**

The company has not invested in any long term investments during the year.

#### **G. REVENUE RECOGNITION:**

Interest on loans are recorded on accrual basis. In the opinion of the Management of the Company all the current assets and the loan and advances are approximately of the value stated if realized in the ordinary course of business. The provision for all known liabilities are adequate and are not in excess of the amount considered reasonably necessary. Sundry Advances, loans and creditors are shown as appearing in the accounts, and are subject to confirmations.

## **H. INCOME TAX :**

- (a) Tax expense comprises of current tax and deferred tax charge or credit. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. The deferred tax charge or credit is recognized using prevailing enacted or substantively enacted tax rate. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets/liabilities are reviewed as at each balance sheet date based on developments during the period and available case law to re-assess realization/liabilities.
- (b) Income Tax has been provided during the year as per the provisions of the Income Tax Act, 1961.

### **Notes No '15' ( RELATED PARTY TRANSACTION ) :-**

In accordance with accounting standard 18, the disclosures required are given below

Names of related party, description of relationship and amount : -

	<b><u>CURRENT YEAR</u></b>	<b><u>PREVIOUS YEAR</u></b>
a) Remuneration to M.D.	Rs. 6,00,000.00	Rs. 6,00,000.00
c) Rent to Sudhir Kumar Parasrampurua H.U.F	Rs. 54,000.00	Rs. 54,000.00
c) Rent to Amber Mercantiles Ltd.	Rs. 12,000.00	Rs. 12,000.00
(In which Sudhir Kumar Parasrampurua, M.D. & Smt. Parwati Parasrampurua, Director are Directors		
d) (i) Advance of Rs. 4,71,06,361.00 given to Bhuramal Durgi Devi Parasrampurua Public Charitable Trust ( Associate concern ) in earlier years & Interest of Rs. 28,26,382.00 earned on the same closing balance of advances is Rs.4,96,50,105.00 only.		
(ii) Advance of Rs. 36,32,163.00 given to Parasrampurua Gems International School a unit of Bhuramal Durgi Devi Parasrampurua Public Charitable Trust ( Associate concern ) in earlier years and received back Rs. 22,70,000.00 (Net) during the year & earned interest Rs. 1,61,550.00 (Gross) on the same. Closing balance of advances is Rs. 15,07,558.00 only.		

(Mr. Sudhir Kumar Parasrampurua (M.D.) & his wife Mrs. Parwati Parasrampurua (Director) are trustees of the trust.

### **Notes No '16' ( EMPLOYEE BENEFIT ( ACCOUNTING STANDARD 15 )**

- a) The company has not provided leave encashment as the employees are not entitled for that due to availment of leaves & there is no dues in this account.
- b) The provision of gratuity is being made as 15 days salary of completed years of service of employees. The gratuity provided during the year is Rs.57,114/-. The total provision of gratuity amounts to Rs. 5,57,008.00. The management does not see any need of actuarial valuation of the same as the number of employees are very few.
- c) The company has not provided the provident Fund & ESI as the company is not covered under E.P.F. & ESI Act.

**Notes No '17'**

Payment against suppliers from small scale and ancillary under taking are made in accordance with agreed credit terms and to the extent as ascertained from available information There was no amount overdue as on 31st March 2019.

**Notes No '18'**

The company do not have any dues of micro, small and medium enterprises as on 31ST March 2019 as per provision of the Section 16 of the micro, small and medium enterprises Act.2006.

**Notes No '19' (EARNING PER SHARE) :**

	2018-19	2017-18
(a) Net Loss after tax available to equity shareholders (Rs.in lacs)	(8.21)	(0.66)
(b) Weighted average number of equity shareholders of Rs.10/- each	3974070	3974070
( c) Basic/Diluted Earning per share	(0.21)	(0.02)

**Notes No '20' (IMPAIRMENT OF ASSETS):**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/ external factors. An asset is impaired when the carrying amount of the assets exceeds the recoverable amount. An impairment loss is charged to the Profit and Loss Account in the year in which an assets is identified as impaired. An impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

**Notes No '21' (Balance Written off )**

Loans & Advances amounting to Rs. 10,10,053.00 were given to three parties in earlier years. However Neither we are getting interest nor present outstanding loan amount. The management has decided to written off the same because these are not recoverable.

**Notes No '22'**

Significant Accounting Polices and practices adopted by the Company are disclosed in the statement annexed to these financial statements as Annexure-1.

**Notes No '23'**

Previous year figures have been regrouped and /or rearranged wherever found necessary. As per our report of even date.

For Om P Agarwal & Associates  
Chartered Accountants  
FRN 006948C

Place: Kanpur  
Dated: 28-05-2019

(Om Prakash Agarwal)  
Proprietor  
M.No. 017821

**MACRO INTERNATIONAL LIMITED**

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

**ATTENDANCE SLIP**

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

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

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER: \_\_\_\_\_

I hereby record my presence at the 26<sup>th</sup> Annual General Meeting of 'Macro International Limited' held on Thursday, the 26<sup>th</sup> September, 2019 at 11.00 A.M. at the Registered Office of the Company at 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur – 208001 (U.P.)."

\_\_\_\_\_  
Signature of the Shareholder(s) / Proxy

**PROXY FORM**

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

**MACRO INTERNATIONAL LIMITED**

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

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

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

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

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, the 26<sup>th</sup> September, 2019 at 11.00 A.M. at the Registered Office of the Company at 'Plaza Kalpana', Ground Floor, 24/147, Birhana Road, Kanpur – 208001 (U.P.) and at any adjournment thereof in respect of resolutions as indicated below:

Sl.No.	ORDINARY BUSINESS	For*	Against*
1.	Ordinary Resolution for adoption of Audited Financial Statement for the Financial year ended 31 <sup>st</sup> March, 2019 together with the Reports of Directors and Auditors thereon.		
2.	Ordinary Resolution for Re-appointment of Smt. Parwati Parasrampurua (DIN: 00359065) as Director who retires by rotation.		
3.	Ordinary Resolution for Ratification of Appointment of M/s. Om P. Agarwal & Associates, Chartered Accountants, as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company subject to ratification of appointment by the members at every Annual General meeting held after this Annual General Meeting.		
4.	Special Resolution for re-appointment of Shri Sudhir Kumar Parasrampurua (DIN: 00358982) as the Managing Director of the Company		
5.	Special Resolution to re-appoint Shri Manoj Kumar Poddar (DIN: 02540514) as an Independent Director for a second term of 5(five) Consecutive years		
6.	Special Resolution to re-appoint Shri Gautam Lhila (DIN: 06956667) as an Independent Director for a second term of 5(five) Consecutive years		
7.	Special Resolution to approve entering into contracts/arrangement with related parties		

Signed this.....day of.....2019

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

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

Affix Re. I  
Revenue  
Stamp

**Note :**

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