

ANNUAL REPORT

2012-13



MetroGlobal Limited



CHAIRMAN MESSAGE 2013

MEETING CHANGE WITH CHANGE. INTEGRATION OF DIVERSITY

Your company has started with diversified activities that promise the scope for successful performance in the dynamic and competitive environment of the future.

During the year under review , Company has three diversified segments in the year: Dyes and Dyes Intermediates, Realty & Infrastructure and Trading and Finance Business.

As markets are becoming increasingly and globally competitive, it is imperative to plan and prepare well to cope up with the challenges and to have a strategic vision and professional implementation that is flexible to match the demands of rapidly changing scenarios and situations.

This diverse portfolio offers the company of becoming aware and alert to the opportunities that arise and take suitable steps with agility to managing overall resources to receive meaningful returns.

The task ahead is challenging, especially with the possibility of global slowdowns and volatile markets, but with the positive change already obtained, as can be seen, there is room for optimism about the ability of your company to overcome hurdles successfully.

In the year under consideration: **Revenues have gone up, made Profits, Listing approval received from BSE.**

The revenue from operations of the company from the various segment was ₹ 19669.63 lacs for the year 2012-13 as against the turnover of ₹ 14533.06 lacs during the year 2011-12.

Company earned net profit of ₹ 2151.82 lacs during the year 2012-13 as against the net profit of ₹ 2183.22 lacs during the year 2011-12

Such turnaround is never possible without the combination of vision, determination, and hard work of a talented, capable and dedicated team that your company is fortunate to have. It also indicates the heights to which your company can reach in the future.

I would like to take this opportunity to express my heartfelt thanks to several persons who individually and collectively guided and supported me in this transitional phase – my board of directors, the entire professional team of managers and other staff, associates, suppliers, distributors, bankers and customers who have shown that they all believe in the potential and value of your company.

It is with this valuable team that I am encouraged to move in a new direction with confidence and energy to take the company forward to reach high levels of performance and recognition.

8th August, 2013



Gautam M. Jain



METROGLOBAL LIMITED

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**METROGLOBAL LIMITED**

- BOARD OF DIRECTORS** : **Mr. Gautam M. Jain**
Chairman & Managing Director
Mr. Rahul G.Jain
Executive Director
Mr. Sandeep S.Bhandari
Independent Director
Mr. Nilesh R.Desai
Independent Director
- COMPANY SECRETARY & COMPLIANCE OFFICER** : **Mr. Nitin S. Shah**
- AUDITORS** : **M/s AMPAC & Associates,**
Chartered Accountants,
Mumbai
- REGISTERED OFFICE** : 101, 1st Floor, "Mangal Disha",
Near Guru Gangeshwar Temple, 6th Road,
Khar (West),
Mumbai-400052, Maharashtra, (India)
- CORPORATE OFFICE** : 5th Floor, 508-509, "SHILP " Building,
Opp: Girish Cold Drinks, C.G.Road, Navrangpura,
Ahmedabad-380009
- WORKS** : (1) Metroglobal Limited (Unit I)
Plot No: A-472-475, & 489-492 ,
Phase II, GIDC, Vatva,
Ahmedabad-382445
(2) Metroglobal Limited (Unit II)
Plot No: A1-407, & A2-408 ,
Phase II, GIDC, Vatva,
Ahmedabad-382445
- SHARE TRANSFER REGISTRAR** : Metroglobal Limited
Sharex Dynamic (India) Pvt.Ltd.
Unit No-1, Luthara Ind. Premises,
Andheri Kurla Road ,Safed pool,
Andheri (E), Mumbai 400 072



NOTICE

NOTICE is hereby given that the **TwentyFirst Annual General Meeting** of the Shareholders of the MetroGlobal Limited will be held on **Saturday, 28th September, 2013** at 11.30 a.m. Hotel Royal Inn, Opp: Khar Telephone Exchange, Khar (West), Mumbai-400052 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and Statement of Profit and loss account for the financial year ended on 31st March, 2013 together with the reports of the Board of Directors and the Auditors thereon.
2. To Declare dividend on Equity Shares.
3. To appoint M/s. AMPAC & Associates, Chartered Accountants, Mumbai, the retiring Auditors as the Statutory Auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting at the remuneration to be fixed by the Board of Directors.
4. To appoint a Director in place of Mr Sandeep S. Bhandari who retires by rotation and being eligible, offers himself for reappointment.

Registered Office :

101, 1st Floor, "Mangal Disha",
Near Guru Gangeswar Temple,
6th Road, Khar (West),
Mumbai-400052, Maharashtra, (India)
Date : 8th August, 2013

By the Order of the Board
Sd/-
Nitinkumar S. Shah
Company Secretary

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will be closed from 23rd September, 2013 to 27th September, 2013 (both days inclusive).
3. Members/proxies should bring the enclosed attendance slip duly filled in for attending the meeting along with the annual report.
4. Members desirous of obtaining any information, concerning the accounts and operations of the company, are requested to send their queries to the company at least seven days before the meeting, so that the information required by the members may be made available at the meeting.
5. Members are requested to bring their copy of the annual report and the attendance slip duly filled in with them at the annual general meeting.
6. Please intimate the changes, if any, in your registered address, to the Company's Registrar & Share Transfer Agent at the following address:-
Sharex Dynamic (India) Pvt. Ltd.
Unit: Metroglobal Limited
Unit No-1, Luthara Ind. Premises,
Andheri Kurla Road , Safed pool,
Andheri (E), Mumbai 400 072
7. In terms of Section 205A and 205C of the Companies Act, 1956, any dividend remaining unclaimed of Metrochem Industries Limited, merged with Metroglobal Limited (Formerly Known as Global Boards Limited) for a period of seven years from the due date of payment is required to be transferred to the 'Investors' Education and Protection Fund (IEPF). The dividend for the financial year 2005-06 of Metrochem Industries Limited, which remains unclaimed for a

period of seven years, will be transferred by the Company to the IEPF. Members, who have not encashed their dividend warrant so far, for the financial year 2005-2006 and the subsequent years, are requested to make their claims to the office of the Registrars Transfer Agents.

It may be noted that once the unclaimed dividend is transferred to the IEPF as above, no claim shall lie against the Company or the said fund and no payment shall be made in respect of any such claims. Company in terms of requirement of Ministry of Corporate Affairs (MCA) has uploaded the name of the shareholders on the web site of Company and that of MCA (www.mca.gov.in)

8. As required under the Listing Agreement with the Stock Exchanges, the particulars of Directors who are proposed to be appointed / re-appointed are as per attached Annexure 1

Registered Office :

101, 1st Floor, "Mangal Disha",
Near Guru Gangeshwar Temple,
6th Road, Khar (West),
Mumbai-400052, Maharashtra, (India)
Date : 8th August, 2013

By the Order of the Board

Sd/-

Nitinkumar S.Shah
Company Secretary

ANNEXURE 1 TO THE NOTICE

**Details of Directors seeking appointment/reappointment at the forthcoming Annual General Meeting.
(in pursuance of Clause 49 of the Listing Agreement)**

Name of Director	Mr.Sandeep S.Bhandari
Date of Birth	19/12/1962
Date of Appointment	12/11/2011
Qualification Expertise in specific functional areas	MBA Finance, Worked as General manager in Chemical and different Industries.
List of Companies in which outside Directorship held	NIL
Chairman / Member of the Committee of the Board of Directors of the Company	Chairman of Audit Committee Chairman of Shareholders/Investors Grievance Committee Member of Remuneration Committee
Chairman/Member of the Committees of Directors of other Companies in which he is a Director	NIL

Registered Office :

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Near Guru Gangeshwar Temple,
6th Road, Khar (West),
Mumbai-400052, Maharashtra, (India)
Date : 8th August, 2013

By the Order of the Board

Sd/-

Nitinkumar S.Shah
Company Secretary

IMPORTANT COMMUNICATION TO MEMBERS

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

DIRECTORS' REPORT

DEAR MEMBERS,

Your Directors have pleasure in submitting the Twentyfirst Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2013.

FINANCIAL RESULTS

The highlights of the Financial Results are as under:

(₹ Lacs)

Particulars	YEAR ENDED 31-03-2013	YEAR ENDED 31-03-2012
Net Revenue from operations	19669.63	14533.06
Other Income	629.17	294.13
Total Revenue	20298.80	14827.19
Profit Before Finance Cost & Depreciation & Impairment	2360.81	2278.07
Less: Finance Cost	99.86	86.96
Depreciation & Impairment	109.13	53.40
Profit Before Extraordinary item & Tax	2151.82	2137.71
Extraordinary items	-	-
Profit Before Tax	2151.82	2137.71
Payment & Provision for Current Tax		
(1) Current tax	-	-
(2) Deffered tax asset/(liability) written off	-	(45.51)
(3) Earlier year excess (-) /Short (+) provision for tax	-	-
Prior period Expenditure/(Income)	-	-
Profit After Tax	2151.82	2183.22
Add: Balance brought forward from the previous year	(14080.88)	(15470.92)
Appropriations:		
Transfer to General Reserve	(200.00)	(200.00)
Transfer to Debenture Redemption Reserve	-	(300.00)
Proposed Dividend on Equity Shares	(310.79)	(252.26)
Tax on Dividend	(50.42)	(40.92)
Total	(561.21)	(793.18)
Balance Carried to Balance Sheet	(12490.27)	(14080.88)

OPERATIONAL PERFORMANCE

The turnover of the company for the various segments was ₹ 19669.63 lacs for the year 2012-13 as against the turnover of ₹ 14533.06 lacs during the year 2011-12.

Your Company earned net profit of Rs. 2151.82 lacs during the year 2012-13 as against the net profit of ₹ 2183.22 lacs during the year 2011-12.

The management of the company is hopeful for the better performance in the coming years.

DIVIDEND

Your directors pleased to recommend dividend @ 20% ₹ 2/- per Share (Tax Free) on paid up capital of 15539709 equity shares of ₹ 10/- each.

The 787033 Equity Shares issued on 30th May,2013 and listed on 23-07-2013 are also entitled for the dividend.

OJ APPEAL No.27 of 2012 FILED AGAINST REVIEW APPLICATION MISC CIVIL APPLICATION NO.59 of 2010 DISMISSED BY HIGH COURT OF GUJARAT

The Income tax department, Ahmadabad had filed Original Jurisdiction Appeal No: 27 of 2012 against the Order passed by Gujarat High Court in OJ Misc Civil Application No: 59 of 2011 in Company Petition No. 177 of 2010. The above said OJ Appeal is dismissed by Hon'ble Gujarat High Court by their order dated 21st September,2012.

COMMISSIONER OF INCOME TAX-1 FILED COMPANY APPLICATION NO: 451/2012 IN CSP/761/2010 IN BOMBAY HIGH COURT.

The Commissioner of Income tax -1, Mumbai had filed Original Company Application No: 451 in Company Scheme Petition No. 761 of 2010. Passed by the Bombay High Court. The above said Company Application is pending in Hon'ble Bombay High Court.

LISTING & TRADING OF EQUITY SHARES ON BOMBAY STOCK EXCHANGE (BSE) SCRIP CODE : 500159

The Company has received Listing Approval from Bombay Stock Exchange Limited, Mumbai on 9th July,2012 by their letter No:DCS/AMAL/AK/IP/190/2012-13 and trading permission by their Notice No: 20120801-26 dated 1st August,2012 subject to revocation of suspension by Bombay Stock Exchange Limited, Mumbai

The BSE has issued Revocation of Suspension of trading of shares by their Notice No: 20121116-14 dated 16th November, 2012 and Company's equity shares are actively traded from 22nd November,2012 at Bombay Stock Exchange Limited, Mumbai.

SHIFTING OF REGISTERED OFFICE:

During the year under review the company has shifted its registered office from Plot No: C-86, C/o Indian Copper Industries, MIDC, Mahad, Dist.Raigad, Pin-402309 to 101, 1st Floor, " Mangal Disha", Near Guru Gangeshwar Temple,6th Road, Khar (West), Mumbai-400052.

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS ON CONVERSION OF 5268000 UNSECURED CONVERTIBLE DEBENTURES OF ₹ 100/- EACH IN TO 2926667 EQUITY SHARES OF ₹ 10/- EACH AT A PREMIUM OF ₹ 170/- PER EQUITY SHARE.

During the year under review the company has converted 5268000 Unsecured Convertible Debentures each of ₹ 100/- each in to 2926667 Equity Shares of ₹ 10/- each at a premium of ₹ 170/- per Equity Share The Company has received In-Principle approval from BSE by their letter No: DCS/PREF/PS/PRE/966/2012-13 dated March 26, 2013 and Board of directors in their meeting held on 30th March,2013 allotted 2926667 Equity Shares. The Company has received Listing Approval from BSE by their letter No: DCS/PREF/LP/FIP/112/2012-13 dated May 21, 2013. The BSE has issued trading Notice No: 20130531-15 dated 31st May,2013. The effective paid up capital of the Company increased from 12613042 to 15539709 Equity Shares.

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS ON CONVERSION OF 1416660 UNSECURED CONVERTIBLE DEBENTURES OF ₹ 100/- EACH IN TO 787033 EQUITY SHARES OF ₹ 10/- EACH AT A PREMIUM OF ₹ 170/- PER EQUITY SHARE.

During the current financial year 2013-14 the company has converted 1416660 Unsecured Convertible Debentures each of ₹ 100/- each in to 787033 Equity Shares of ₹ 10/- each at a premium of ₹ 170/- per Equity Share The Company has received In-Principle approval from BSE by their letter No: DCS/PREF/RD/PRE/123/2013-14 dated May 24,2013 and Board of directors in their meeting held on 30th May, 2013 allotted 787033 Equity Shares. The Company has received Listing Approval from BSE by their letter No: DCS/PREF/RT/FIP/198/2013-14 dated July 09, 2013. The BSE has issued trading Notice No: 20130723-20 dated 23rd July, 2013. The effective paid up capital of the Company increased from 15533709 to 16326742 Equity Shares.

CONSOLIDATED ACCOUNTS

As required under Clause 32 of the Listing Agreement with the Stock Exchanges, audited consolidated financial statements form part of the Annual Report.

SUBSIDIARY COMPANY

In terms of the General Exemption under Section 212 (8) of the Companies Act,1956 granted by the Ministry of Corporate Affairs vide its circular no.02/2011 dated 8th February,2011 and in compliance with the conditions enlisted therein, the Audited Statement of Accounts and the Auditors ' Report thereon for the financial year ended 31st March,2013 along with the Reports of the Board of Directors of the Company's subsidiary has not been annexed with the Balance Sheet of your Company.

The Annual Accounts and related documents of the Subsidiary Company shall be made available for inspection at the Registered Office of the Company. The same will also be made available upon request by any member of the Company interested in obtaining the same.

As directed by the said circular, the financial data of the Subsidiary has been furnished under 'Subsidiary Companies Particulars' forming part of the Annual Report. Further Pursuant to Accounting Standard As-21 issued by the Chartered

Accountants of India, Consolidated Financial Statements presented by the Company in this Annual Report includes the financial information of its subsidiaries.

DIRECTORS

Pursuant to the requirement of the Companies Act, 1956 and Articles of Association of the Company, Mr. Sandeep S. Bhandari, director of the Company, retire by rotation and being eligible offer himself for reappointment.

During the year under review Mr.Arvind Bedekar, Mr.G.K.Pillai & Mr.D.K.Singh have resigned from the Board of Directors. Brief resume of the Director proposed to be appointed/reappointed, nature of their expertise and details as stipulated under Clause 49 of the Listing Agreement are provided in the Notice for convening Annual General Meeting forming part of the Annual Report.

FIXED DEPOSITS

During the year under review, the Company has neither invited nor accepted / renewed any deposit from the public within the meaning of section 58A & 58AA of the Companies Act, 1956 and rules made there under and as on March 31, 2013 the Company had no unclaimed deposits or interest thereon due to any depositor.

CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Company is committed to focus on good corporate Governance practices in line with emerging standards. Your Company has implemented the mandatory conditions of Corporate Governance as contained in Clause 49 of listing Agreement. Separate Reports on Corporate Governance and Management Discussion and Analysis along with necessary certificates form part of this report.

FORMATION OF VARIOUS COMMITTEES

Details of the various committees constituted by the Board of Directors as per the provisions of the Clause 49 of the Listing Agreement and Companies Act, 1956 are given in the Corporate Governance Report as annexed and forming part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, your directors place on record a Responsibility Statement, subject to the notes to accounts, stating that :

- i) In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) Accounting policies selected were applied consistently and have made judgments and estimates that are reasonable and prudent ;
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) The annual accounts of the Company have been prepared on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The information relating to energy conservation, required to be disclosed under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, is set out in the Annexure A forming part of this report.

On account of merger of Metrochem Industries Limited with the Metroglobal Limited (Formerly known as Global Boards Limited) the information relating to energy conservation, required to be disclosed under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, is set out in the Annexure A forming part of this report.

PARTICULARS OF EMPLOYEES

Information required to be disclosed u/s 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 is not applicable as none of the employee was in receipt of a remuneration of ₹ 5,00,000/- and above per month or ₹ 60,00,000/- and above per annum during the year.

INSURANCE

During the year all insurable interests of the Company including inventories, building, plant & machinery, equipments and others to the extent necessary were adequately insured.

COST AUDIT

During the year under review there was no production of "Dyes" or "Paper" hence Cost Audit as required under Section 233B of the Companies Act, 1956 is not applicable to the company. The company has made application to the Ministry of Company affairs, Cost Audit Branch, New Delhi for Exemption from cost unit for F.Y.2012-13 & F.Y.2013-14.

AUDITORS:

AMPAC & Associates, Chartered Accountants, Mumbai, retire at the conclusion of the forthcoming Annual General Meeting and being eligible have offered themselves for re-appointment.

The company has received letter from them to the effect of their reappointment, if made, would be within prescribed limit under section 224 (B) of the Companies Act, 1956 and that they are not disqualified for reappointment within the meaning of Section 226 of the said Act.

INDUSTRIAL RELATIONS

During the year under review, the industrial relations remained harmonious and cordial. The Directors wish to place on record the unstinted efforts and dedicated services extended by the employees at all levels. With their support the Company looks forward to a brighter future.

ACKNOWLEDGEMENT

The Directors extend their sincere thanks to the Bankers, Central and State Government Authorities, Customers, Shareholders and all other who have been associated with the Company, for their co-operation, continued support and for the confidence reposed in the management of the Company.

For and on behalf of the Board

Sd/-

Gautam M.Jain

Chairman & Managing Director

Place : Ahmedabad

Date : 8th August, 2013

ANNEXURES A TO DIRECTORS' REPORT

Information as required Under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

A. CONSERVATION OF ENERGY

The Company is making continuous effort for energy conservation. Effective measures have been taken to monitor generation & consumption of energy during the process of manufacture.

Total energy consumption and energy consumption per unit of production:

From A is annexed.

B. TECHNOLOGY ABSORPTION

Form B is annexed.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

	(₹ Lacs)	
	2012-13	2011-12
Earnings	317.60	619.03
Outgo	22.17	4.98

FORM 'A'
A. POWER AND FUEL CONSUMPTION

	(₹ Lacs)	
PARTICULARS	2012-13	2011-12
1. Electricity		
a) Purchased		
Units (kwh/Lacs)	0.90	1.53
Total Amount (₹ Lacs)	8.16	12.52
Rate/Unit (₹)	9.06	8.18

		(₹ Lacs)	
PARTICULARS	2012-13	2011-12	
Own Generation Through Power Plant			
Units (kwh/Lacs)	-	-	
Total Amount (₹ Lacs)	-	-	
Rate/unit (₹)	-	-	
b) Own Generation Through Diesel Generator			
Unit (kwh/Lacs)	-	-	
Unit per litre of diesel oil	-	-	
Rate/unit (₹)	-	-	
2. Light Diesel Oil (LDO) and Furnace Oil			
Quantity (ltr/Lacs)	0.06	0.12	
Total Cost (₹ Lacs)	2.84	5.67	
Average Rate (₹/Ltr)	47.16	47.25	
3. Fire wood			
Quantity (M.T.)	-	-	
Total Cost (₹ Lacs)	-	-	
Average Rate (₹ Lacs/MT)	-	-	

B. CONSUMPTION PER UNIT OF PRODUCTION

Production of Dyes & Dyes Intermediates (MT)	371.57	610.12
(i) Electricity (Units/MT)	242.22	250.52
(ii) LDO and Furnace Oil (per MT)	16.22	19.67
(iii) Firewood (Units per tonne)	-	-

Note : There are no separate standards available for each product since the product range consists of various products with different consumption.

FORM 'B'

Form for disclosure of particulars with respect to:

RESEARCH AND DEVELOPMENT (R&D)

- 1) Areas in which R & D is being carried out :
No expenditure incurred on R & D during the year under review.
- 2) Benefits derived as a result of above R & D :
During the year review, Toll manufacturing arrangement with Huntsman continues, So there is no expenditure incurred on R & D.
- 3) Future plan of action :
Company is exploring good business opportunities.
- 4) Expenditure on R & D.

		(₹ Lacs)	
PARTICULARS	2012-13	2011-12	
i) Capital	NIL	NIL	
ii) Recurring	NIL	NIL	
iii) Total	NIL	NIL	
iv) Total R & D Expenditure as percentage to turnover	NIL	NIL	

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

Company is pursuing alternate business opportunities so there is no technology absorption, adaptation and innovation during the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS

A. OVERALL INDUSTRIAL VIEW

India's economic growth rate during 2012-13 is estimated to be sharply lower at 5%, lowest in a decade, on account of poor performance of manufacturing, agriculture and services sector.

"The growth in GDP (Gross Domestic Product) during 2012-13 is estimated at 5% as compared to a growth rate of 6.2% in 2011-12," according to the Advanced Estimates released today by the Central Statistical Organisation (CSO).

CSO's advance estimate lowered the growth in agriculture and allied activities to 1.8% in 2012-13, compared to 3.6% 2011-12. Manufacturing growth is also expected to drop to 1.9% in 2012-13, from 2.7% last year. The current estimate is a sharply lower than the 7.6% growth projection for 2012-13 made by government in Budget.

The latest estimate of 5% for the entire fiscal means that the pace of economic expansion has slowed sharply in the second half of 2012-13, given that GDP growth in the April-September period stood at 5.4%. According to the advance estimates, the services sector including finance, insurance, real estate and business services sectors are likely to grow by 8.6% this fiscal, against 11.7% last fiscal.

Growth in construction is also likely to be 5.9% in 2012-13, against 5.6% last year.

Overall, the 5% growth in the advanced estimates is lower than what experts have been forecasting. The Indian economy's growth flight seems to have hard-landed in last two years with the GDP growth rates declining sharply. Accompanying in tandem are other major worrisome macro variables – viz. High level of Inflation, widening Current Account Deficit and rather sharp depreciation of the external value of Indian Rupee against all major currencies of the World

International Monetary Fund (IMF) had said that the Indian economy would grow by 5.4% in 2012-13, but should pick up to 6% in next fiscal.

Dyes and Intermediates:

Growth of dyes and dye intermediates industry in India is basically a post independence phenomenon. With the availability of basic feedstock and self reliance in intermediates over five decades, the industry has achieved self sufficiency. In 1977, certain dyes were reserved for exclusive development in the small scale sector. With the 1978 Budget, excise concessions were introduced for this sector, which led to a very fast growth of the small-scale sector in dyes. This eventually led to fragmentation of the sector. At present there are about 50 units in the organized sector and 900 units in the small scale sector, with a total aggregate installed capacity of 1,50,000 tonnes per annum. **Two Western States viz Maharashtra and Gujarat account for over 90% of the dyestuff production in the country.** Several units, which were not complying with Pollution control norms have been shut down.

Due to Internal and external competition, the margin of profits in the Dyes industries is rapidly being squeezed. The consequence is that there is low expenditure incurred for R&D. Expenditure incurred by Industry on R & D is only to the extent of 1-2% of their total sales, as compared to 5% being spent by other developed countries. Virtually no research work is being carried out to recover or invent new types of dyes. Research is only being carried out to modify existing unit processes and to improve yields and quality of the finished products.

Realty Infrastructure:

Ahmedabad, among India's fastest-growing cities for years, has only recently started realising its real estate potential. It is witnessing a construction boom and an increase in population.

Ahmedabad, the city is witnessing a boom in industrial and real estate activities.

The city has huge potential due to industrial growth. For example, considerable economic activity is expected because of Tata Motors' small-car project, which is expected to boost real estate prices in and around Sanand,

The city has many developing and premium areas and a large number high-income individuals. According to the National Housing Bank's (NHB's) residential index (Residex), prices of houses rose 33 per cent in the year up to June 2012. Despite this, properties are relatively affordable. Land, too, is available at relatively low rates.



Ahmedabad-Surat-Vadodara is an emerging metropolitan cluster. While Ahmedabad is the largest city in Gujarat, Vadodara is a major industrial centre with big pharmaceutical and chemical manufacturers. Surat is known for its textile and diamond processing industries. The region is expected to embark on a growth trajectory with landmark projects such as the Delhi-Mumbai Industrial Corridor (DMIC) and the Gujarat International Financial Tec-City

Paper Industry:

India Ratings expects that modest demand growth in the paper industry in 2013 will provide marginal uplift to the operating profitability and credit metrics of domestic paper companies. However, margins would continue to suffer from high input costs and manufactures' limited ability to pass on such cost increases to customers due to overcapacity in the industry .

B. OPPORTUNITIES & THREATS :

Your Company has diversified its activities in various segments for better performance and growth.

Dyes & Intermediates:

During the year under review the non-compete agreement with Huntsman Group with MCIL (Transferor Company) the turnover of its Dyes and dyes intermediates is very limited. During the year under review toll manufacturing Dyes and dyes intermediates related to the Huntsman Group terminated from September, 2012 after completion of three years.

Realty Infrastructure:

Ahmedabad has been one of the fastest-growing cities in the country. The city has huge potential in terms of real estate investment due to industrial growth. Prices of properties and land are relatively low.

Your Company has also diversified and made investments in the Realty and Infrastructure business. Your company has acquired land and entered into partnerships with established Realty developers to launch new residential projects. Your Company has increased its investment allocation to the Realty and Infrastructure business.

Various projects under Implementation:**Residential Projects:**

Metro Luxuria: Located at prime location off CG Road, Navrangpura. It is a luxurious 4-BHK residential apartment with modern amenities. The project is completed during the year under review.

Alpine Heights: Located at Income Tax office on Ashram Road, Ahmadabad. It is a 2 BHK high-rise building with lifestyle residential apartment with modern amenities. This housing project is launched with the partnership with Samved Engineers through an SPV Metro-Samved Engineers.

Satej Homes: Located at Vatva, Ahmadabad. It is a 2BHK affordable housing lowrise apartment project. This housing project is also launched with the partnership with Samved Engineers through an SPV Metro-Samved Engineers.

Simandhar Metro: Your Company has acquired land at Village Gota (T.P. 32), Ahmadabad in partnership with Simandhar Construction Private Limited for and put a residential apartment project under the name of " Simandhar Metro".

Ganesh Infrastructure: Your company has also become partner of " Ganesh Infrastructure" for development of land and Building at Ankles war. This project comprises of residential apartments, bungalows, commercial complexes & shopping malls.

DK Metro: Your Company has acquired land in the industrial area of Chattral. The Commercial project is launched to develop an Industrial Estate comprising of commercial shops, sheds and plots under the Name of "DK Metro".

Paper Industry:

The volatility of INR-USD exchange rate around the current levels would continue to impact paper manufacturers' operating profitability in 2013 due to their significant reliance on imported inputs – coal and pulp. Though many large domestic manufacturers have backward integrated to pulp manufacturing, certain variants are still being imported. Besides, the companies' significant energy requirements are met from coal imports due to erratic domestic supply.

C. SEGMENT WISE PERFORMANCE

The Company was engaged in the business of Dyes and dyes intermediates, Realty and Infrastructure and other business during the financial year under review.

Manufacturing of Dyes and Dyes Intermediates:

The turnover of the manufacturing of Dyes and dyes intermediates during the year under review is ₹ 8.13 crores as against ₹ 11.34 crores during the previous year.

Realty and Infrastructure:

Your Company has an income of ₹ 8.35 crores from the Realty and Infrastructure Segment during the year under review as against ₹ 4.85 crores during the previous year

Trading and Finance business :

The turnover of the trading and finance segment during the year under review is ₹ 184.39 Crores as against ₹ 132.07 crores during the previous year.

D. RISKS MANAGEMENT

As a diversified Company, the Company has always had a system based approach to business risk management. Backed by strong internal control systems, the current risk management consists of following elements:

- The Company has clearly lay down roles and responsibilities in relation to risk management
- The Company has planned its activities and long term arrangement for supply of raw materials such as cement, steel etc to reduce the risk of instability of prices of such raw materials.
- The Company ensures that the risks it undertakes are commensurate with better returns
- In order to minimize the risks, planning and risks management is the main objective of the Company.

E. INTERNAL CONTROL SYSTEMS AND ADEQUACY

Your Company has adequate internal controls for its business across departments to ensure efficiency of operations, compliances with internal policies and applicable laws and regulations, protection of resources and assets and accurate reporting of financial transactions.

The internal control system is supplemented by extensive internal checking system, regular reviews by management and standard policies and guidelines to ensure the reliability of financial and all other records.

F. HUMAN RESOURCES

Your Company believes that it is the employee's skills and capabilities which will provide the necessary cutting edge to face challenges and market competition. Your Company re-emphasizing philosophy that employee well-being is extremely important, welfare activities have been given a boost. Your Company strives to maintain a professional work environment where every employee feels satisfied and appreciated.

G. CAUTIONARY STATEMENT

Certain statements in this report may be forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties like regulatory changes, local, political or economic developments, technological risks, and many other factors that could cause our actual results to differ materially from those contemplated by the relevant forward-looking statements.

The Company will not be in any way responsible for any action taken based on such statements and undertakes no obligation to publicly update these forward-looking statements to reflect subsequent events or circumstances.

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY

Though the Company believes in corporate governance to ensure transparency, timely disclosures and independent monitoring of the functioning of the Company to enhance the value of its shareholders, the critical financial condition of the Company has forced limitations on its ability to implement practices of good governance.

Corporate Governance standards for listed companies are regulated by Securities and Exchange Board of India (SEBI) through Clause 49 of the listing Agreement of the Stock Exchange.

The Company has Complied with the requirements of the Corporate Governance in terms of Clause 49 of the listing Agreement.

The Board of Directors presents a Corporate Governance report on the compliance of clause 49 of the listing Agreement.

2. BOARD OF DIRECTORS

2.1 Composition of Board

The Board has an optimum combination of Executive and Non- executive Directors, and is in conformity with clause 49 of the Listing Agreement. As on 31st March, 2013 the total strength of the Board of Directors consists of 4 directors, comprising of

Category	No	Percentage of total number of directors
Executive Directors	2	50%
Non Executive Directors	2	50%
Total	4	100%

The Composition of Board of the Company is complying with the requirements of Clause 49 (I) (A) of listing agreements as more than 50% of the directors are non executive Independent.

Name of the Director	Designation	Category	Directorship held in other Public Limited Companies	Committee Membership of other Companies
Mr. Gautam M.Jain	Chairman & Managing Director	Executive	1	Nil
Mr. Rahul G.Jain	Executive Director	Executive	Nil	Nil
Mr.Sandeep S.Bhandari	Independent Director	Non Executive	Nil	Nil
Mr. Nilesh R.Desai	Independent Director	Non Executive	Nil	Nil

During the year under review Mr.G.K.Pillai, Mr.Arvind Bedekar & Mr.D.K.Singh have resigned from the Board of Directors. They have not attended any Board Meeting of the Company during the year under review.

2.2 Board Procedure

During the year under review, the Board of the Company met 7 times. Notices along with Agenda papers were sent to Directors in advance of each Board Meeting. The necessary information including agenda, the workings & statements containing status of various matters were placed before the Board of the Company.

Minimum four Board meetings are held in each year. Apart from the four prescheduled Board meetings, the meetings would be convened to address specific needs of the company.

The intervening period between two Board meetings was well within the maximum gap of four months prescribed under clause 49 of the listing Agreement with Stock Exchanges.

2.3 Attendance of the Directors at the Board Meetings and at the last Annual General Meeting

During the Financial Year (FY) ended on 31st March, 2013, meeting of the Board of Directors were held 7 (Seven) times. The intervening period between two Board Meetings was well within the maximum gap of four months prescribed under Clause 49 of the Listing Agreement.

Name of the Director	Number of Board Meetings Held	Attended	Attended the Last AGM held on 29 th September, 2012.
Mr. Gautam M.Jain	7	6	Yes
Mr. Rahul G.Jain	7	7	No
Mr. Sandeep S.Bhandari	7	7	No
Mr. Nilesh R.Desai	7	7	No

2.4 Information to Board

The Board of Directors has Complete access to the information within the Company , which interalia includes:-

- (a) Quarterly results and results and operation of subsidiary Company and business segments.
- (b) Annual revenue budgets and Capital expenditure plans of the Company and its subsidiary.
- (c) Financing plan of the Company.
- (d) Minutes of the Board of Directors, Audit Committee, Shareholders/Investors Grievance Committee, Nomination & Remuneration Committee.
- (e) Any issue, which involves liability of claims substantial nature including any judgment or order, if any which may have strictures on the conduct of the company
- (f) Development in respect of human resources.
- (g) Non-compliance of any regulatory, statutory nature or listing requirements and investor service such as non-payment of dividend ,delay in share transfer etc, if any.
- (h) Any fatal or serious accident.
- (i) Any material relevant default in financial obligations to and by the Company or substantial nonpayment by the customer for the goods sold.

The details of Board meetings held and the Directors' attendance in each meeting are given in the following table.

Meeting Held At	Date of Board Meeting	No. Of Directors Present
Ahmedabad	14-05-2012	4
Ahmedabad	02-07-2012	4
Ahmedabad	09-08-2012	4
Ahmedabad	10-11-2012	4
Ahmedabad	22-12-2012	4
Ahmedabad	11-02-2013	4
Ahmedabad	30-03-2013	3

Brief resume summary of the directors seeking appointment / re-appointment during the year have been disclosed in the Annexure to the notice to the Annual General Meeting. The last Annual General Meeting was held on 29th September, 2012

COMMITTEES OF THE BOARD

- (1) Audit Committee
- (2) Remuneration Committee
- (3) Shareholders'/Investors' Grievance and Share Transfer Committee

The terms of reference of the Board Committee are determined by the Board from time to time.

3. AUDIT COMMITTEE :

3.1 Composition of Committee:

The Audit Committee comprises of two independent Directors and one Executive Director as at 31st March, 2013 . Mr. Sandeep S.Bhandar, Independent Director is the Chairman of the Committee. Mr. Nitin S. Shah, Company Secretary acts as Secretary of the Audit Committee.

Name of Member	Category of Director	Status	No. of Meetings Attended
Mr. Sandeep S. Bhandari	Independent Director	Member	5
Mr. Nilesh R.Desai	Independent Director	Member	5
Mr. Rahul G.Jain	Executive Director	Member	5

3.2 Meeting and Attendance:

Five audit committee meetings were held on 14th May, 2012, 9th August, 2012, 10th November, 2012, 22nd December, 2012 & on 11th February, 2013 the attendance of the members at the meetings are give below :

In addition to the above, the Committee meeting attended by Manager (Finance), Company Secretary and Statutory Auditors.

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

**3.3 Terms of reference**

The terms of reference of the Audit Committee are as set out in Clause 49 of the listing Agreement with the Stock Exchanges, under the Companies Act and with other applicable laws. The Audit Committee reviews the financial Statements of the Company and Subsidiary Company and also perform the following functions.

- To review the audit plan and Company's external Audit Report.
- To review financial Statements of the Company before their submission to the Board.
- To review company's staff support to the external auditors.
- To nominate external auditors for re-appointment.
- To review the scope and results of internal audit procedure.
- To review related party transactions.
- To generally undertake such other functions and duties as may be required by statute or by the Listing Agreement and by such other amendments made thereto from time to time.

4. REMUNERATION COMMITTEE :

The Remuneration Committee consisted of following members: -

- Mr. Nilesh R.Desai
- Mr. Sandeep S.Bhandari
- Mr. Rahul G.Jain

During the year under review the remuneration committee met two times.

Name of Member	Category of Director	Status	No. of Meetings Attended
Mr. Sandeep S.Bhandari	Independent Director	Member	2
Mr. Nilesh R.Desai	Independent Director	Member	2
Mr. Rahul G.Jain	Executive Director	Member	2

4.1 Terms of reference

The role of Remuneration Committee is to facilitate the transparency, accountability and reasonableness of the remuneration of Director and Senior Management Personnel.

The Remuneration Committee will recommend to the Board a remuneration package for Executive Chairman & Managing Director, Executive Director and Senior Management Personnel

All aspects of remuneration, including but not limited to directors' fees, salaries, allowances and benefits- in-kind shall be covered by remuneration committee. The Remuneration Committee Director shall abstain from voting any resolution of his remuneration package.

4.2 Remuneration policy

The Company pays remuneration to its Executive Chairman & Managing Director and Executive Directors by way of Salary, perquisites and bonus. The remuneration approved by the Board.

4.3 Details of remuneration to all the Directors:

Name of Director	Category of Director	Salary ₹	Perquisites ₹	Sitting fees ₹
Mr.Gautam M.Jain	Chairman & Managing Director	8,47,000	6,13,125	NIL
Mr.Rahul G.Jain	Executive Director	3,85,000	2,02,992	NIL
Mr.Sandeep S. Bhandari	Independent Director	NIL	NIL	NIL
Mr. Nilesh R. Desai	Independent Director	NIL	NIL	NIL

5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE**5.1 Composition of Committee**

The Shareholders/Investors Grievance committee Meetings consisted of following members: -

- Mr. Sandeep S. Bhandari
- Mr. Nilesh R. Desai
- Mr. Rahul G.Jain

During the year under review the Shareholders/Investors Grievance committee met four times.

Name of Member	Category of Director	Status	No. of Meetings Attended
Mr. Sandeep S.Bhandari	Independent Director	Chairman	4
Mr. Nilesh R.Desai	Independent Director	Member	4
Mr. Rahul G.Jain	Executive Director	Member	4

Mr. Nitin S. Shah, Company Secretary acts as Secretary of the Shareholders'/Investors' Grievance and Share Transfer Committee.

5.3 Terms of Reference

The Current terms of reference of the Committee are as follows.

- i. To allot the equity shares of the Company.
- ii. Efficient transfer of shares, including cases for refusal of transfer/transmission of shares
- iii. Redressal of Shareholders and Investor complaints like transfer of shares, non receipt of Balance Sheet, Non receipt of declared dividend etc.
- iv. Issue of duplicate/split/consolidated Share Certificate
- v. Allotment and listing of shares.
- vi. Review cases for refusal /transmission of Shares.
- vii. Reference to Statutory and regulatory authorities regarding investor grievance.
- viii. Proper and timely attendance and redressal of investor queries and grievances.

5.4 Details of Shareholders Complaints:

Details of Complaints received	Nos.
Number of Shareholders Complaints received from 01.04.2012 to 31.03.2013	10
Number of Complaints resolved	10
Number of Outstanding Complaints as on 31.03.2013	0

6. CODE OF CONDUCT

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

DECLARATION BY MANAGING DIRECTOR UNDER CLAUSE 49 OF THE LISTING AGREEMENT REGARDING COMPLIANCE WITH CODE OF CONDUCT

In accordance with Clause 49 (I) (D) of the listing Agreement with the Stock Exchange, I hereby confirm that all the Directors and Senior Management of the Company have affirmed compliance with Code of Conduct as applicable to them for the financial year ended on 31st March, 2013.

08-08-2013

Ahmedabad

For Metroglobal Limited,

Sd/-

Gautam M.Jain
Chairman & Managing Director

7. DETAILS OF GENERAL BODY MEETINGS:

(i) Date, Time & Location of the last three Annual General Meetings and details

AGM and date	Time	Location	No. of Special Resolution passed
20 th AGM 29 th September, 2012	9.30 a.m	Hotel Kuber Palace, Bombay-Goa High Way, Mahad, Dist: Raigadh , Maharashtra	Nil
19 th AGM 30 th December, 2011	9.30 a.m	Hotel Kuber Palace, Bombay-Goa High Way, Mahad, Dist: Raigadh , Maharashtra	Three
18 th AGM 30 th July, 2010	9.00 a.m	Plot no. 25, GBL Housing Colony Mahad Nagalwadi, MIDC, Mahad, 402302 Dist Raigad	Nil

Special Resolution Passed at the last 3 (Three) AGMs.

Financial Year (FY)	Items
2009-2010	Change in Designation of Mr.Arvind Bedekar to Director
2010-2011	Appointment of Mr.Rahul Jain as Executive Director, Appointment of Mr.Gautam Jain as Chairman & Managing Director and Re-appointment of Mr.Dinesh Singh as Whole Time Director
2011-2012	Nil

POSTAL BALLOT

Prescribed procedure for postal ballot as per the provisions contained in this behalf in the Companies Act, and rules made there under namely Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 as amended from time to time shall be complied with whenever necessary. During the year following resolutions passed through Postal Ballot.

1. Postal Ballot Resolution passed on 8th October, 2012 with requisite majority.
Voting Pattern:

Particulars	No of Votes.	Invalid Votes	Votes in favor	Votes against
Special Resolution-1	58	00	48(9743065)	10(2368)
Ordinary Resolution-2	58	00	48(9743065)	10(2368)

Special Resolution pursuant to the Section 372A and other applicable provisions, if any, of the Companies Act, 1956 for to make any loan, Investment or to give guarantee in excess of limits specified under section 372A of the Companies Act, 1956 to the maximum aggregate amount not exceeding ₹ 200 crores.

Ordinary Resolution pursuant to the Section 293 (1) (a) of the Companies Act, 1956 for sell/lease and / or disposal of the undertaking including lands & buildings, furniture & fixtures and equipments situated at GIDC, Vatva, Ahmedabad-382445 and other assets.

2. Postal Ballot Resolution passed on 2nd February, 2013 with requisite majority.
Voting Pattern:

Particulars	No of Votes.	Invalid Votes	Votes in favor	Votes against
Special Resolution-1	80	06	70(85,45,296)	4(12)
Special Resolution-2	84	11	60(85,44,816)	3(106)

Special Resolution pursuant to Section 146 and other applicable provisions of the Companies Act, 1956 and subject to the approval of members and Articles of Association of the Company the registered office of the Company be and is hereby shifted outside the local city limits but within the same jurisdiction of Registrar of Companies, Mumbai and within the state of Maharashtra i.e. from Plot No. C- 86, C/o Indian Copper Industries, MIDC, Industrial Area, Mahad Pin - 402 309, District Raigad, Maharashtra to, 101, 1st Floor, "MANGAL DISHA", Near Guru Gangeswar Temple, 6th & 10th Road, Khar (West), Mumbai-400052.

Special Resolution for Conversion of 33,06,660 0.1% Convertible Unsecured Debentures in to equity Shares on Preferential basis to Promoters in two trenches i.e 10,50,000 equity shares of ₹ 10/- each at a premium of ₹ 170/- to be issued on or before 31st March, 2013 and 7,87,033 equity shares ₹ 10/- each at a premium of ₹ 170/- to be issued on or before 30th June,2013 and Conversion of 33,78,000 0.1% Convertible Unsecured Debentures in to equity Shares on Preferential basis to Non promoter into 1876667 equity shares ₹ 10/- each at a premium of ₹ 170/- to be issued on or before 31st March,2013.

3. Postal Ballot Resolution passed on 15th May,2013 with requisite majority.
Voting Pattern:

Particulars	No of Votes.	Invalid Votes	Votes in favor/shares	Votes against/shares
Special Resolution	102	05	81(93,73,192)	10(323)

Special Resolution for accept and approve change in terms and conditions of 14,16,660 Zero Coupon Optionally Convertible Debentures each of ₹ 100/- to 14,16,660 0.1% Unsecured convertible Debentures (UCD) each of ₹ 100/- and conversion of 14,16,660 0.1% Unsecured Convertible Debentures (UCD) in to 7,87,033 equity Shares each of ₹ 10/- each at a premium of ₹ 170/- on Preferential basis to the promoter of the Company.

Practicing Company Secretary appointed as a Scrutinizer of Postal Ballot Process:

Ravi Kapoor & Associates, Practicing Company Secretary appointed as a Scrutinizer to Scrutinize the Ballot Papers and to submit report under Postal Ballot Process.

8. DISCLOSURES:**(A) Related party transactions**

Particulars of related party transactions are listed out in the Schedules forming part of the Balance Sheet.

(B) Disclosure of accounting treatment

The Company has followed all applicable Accounting Standards while preparing the financial statements subject to notes thereon.

(D) Proceeds from public issues, right issues, preferential issues etc

During the year, the Company has converted unsecured debentures in to equity shares by Preferential issue as per SEBI (ICDR) guidelines, 2009.

(E) Management

The Management Discussion and Analysis Report, published as a separate section of this report is prepared in accordance with the requirements laid out in Clause 49 of the Listing Agreement and forms part of the Annual Report.

(F) Disclosure of Directors seeking appointment / reappointment

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

(G) Statutory Compliance

The Company has made an application for Revocation of Suspension in trading of Equity Shares to Bombay Stock Exchange and has complied with all the pending compliance of Listing Agreement.

(H) Whistle Blower Policy and affirmation that no personnel has been denied access to the audit committee

At present the Company has no whistle-blower policy. However, no personnel have been denied access to the audit committee.

(I) Details of Compliance with mandatory requirements and adoption of the non –mandatory requirements of this clause

The Company has complied with mandatory requirements of Listing Agreement .

1. The Company has set up a Remuneration Committee pursuant to Clause 49 of the Listing Agreement.

(J) CEO/CFO Certification

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges the Chairman & Managing Director of the Company has certified to the Board, compliance with Clause 49 (V) regarding CEO/CFO certification only on an annual basis.

(K) Auditors' Report on Corporate Governance

Certificate from the Statutory Auditors confirming compliance with the conditions of Corporate Governance, as stipulated in clause 49 of the Listing Agreement of the Stock Exchanges in India, forms part of this report.

9. MEANS OF COMMUNICATION :

- Newspapers wherein results normally published

The Company has started publishing the results in Newspaper. The Company has published the results for the quarter ended 30th June, 2012, 30th September, 2012, 31st December, 2012 & 31st March, 2012 in the following newspaper :

1) The Free Press Journal

2) Navshakti

- Any Web site, where displayed

The data and information relating to the Company can be accessed from the following websites :

www.metrogloballimited.com

Pursuant to the requirement of Clause 47 (F) of the Listing Agreement, the company has also created email address for making investor's grievance directly i.e. nitin.shah@metroglobal.in

Green Initiative for Paperless Communications:

To support the "Green Initiative in the Corporate Governance" an initiative has been taken by the ministry of Corporate Affairs (MCA). The Company has sent the soft Copies of Annual Report 2012-13 to those members whose email ids were registered with the Depository Participants (DPs) .

10. GENERAL SHAREHOLDER INFORMATION :

(i) Annual General Meeting:

Day	Saturday
Date	28-09-2013
Time	11.30 a.m.
Place	Hotel Royal Inn, Opp: Khar Telephone Exchange, Khar (West), Mumbai-400052
Last date of receipt of Proxy	26-09-2013
Posting of Annual Report	05-09-2013

(ii) Financial Year:-

The Financial Year of the Company is from 01April to 31st March. The Board Meeting for approval of Quaterly financial Results during the year ended 31st March,2013 were held on the following dates:-

Quarter	Date of Board Meeting
First Quarter Results-30-06-2012	09-08-2012
Second Quarter and Half yearly results 30-09-2012	10-11-2012
Third Quarter 31-12-2012	11-02-2013
Fourth Quarter 31-03-2013 (Audited)	30-05-2013

Financial Calendar 2013-14

First Quarter Results-30-06-2013	Within 45 days from the close of quarter
Second Quarter and Half yearly results 30-09-2013	Within 45 days from the close of quarter
Third Quarter 31-12-2013	Within 45 days from the close of quarter
Fourth Quarter & Annual Results 31-03-2014	Within 60 days from the close of quarter

(iii) Dates of Book Closure :-

Book Closure dates : Monday, 23rd September,2013 to Friday, 27th September,2013 (both days inclusive).

(iv) Dividend Payment:-

The Board of Directors at their meeting held on 30th May, 2013 recommended a final dividend of ₹ 2/- per equity share of the face value of ₹ 10/- each for the Financial Year 2012-13 subject to approval of the shareholders.

Final dividend, if approved by the shareholders will be paid within the prescribed statutory period.

(V) Listing details of Equity Shares:

Name of the Stock Exchange	Stock Code
Bombay Stock Exchange of India Limited (BSE)	500159

(VI) Stock Code:-

The ISIN allotted to the Company's equity shares of face value of ₹ 10/- each under the depository system is INE085D01033

(VII) Stock Market Price Data:

During the year, the as per Scheme of Arrangement after the reduction of Capital of Global Boards Limited and issue of new shares to the shareholders of Metrochem Industries Limited, the Company has received Listing

Approval from Bombay Stock Exchange Limited, Mumbai on 9th July, 2012 by their letter No:DCS/AMAL/AK/IP/190/2012-13 and trading permission by their Notice No: 20120801-26 dated 1st August, 2012 subject to revocation of suspension by Bombay Stock Exchange Limited, Mumbai The BSE has issued Revocation of Suspension of trading of shares by their Notice No: 20121116-14 dated 16th November, 2012 and Company's equity shares are actively traded from 22nd November, 2012 at Bombay Stock Exchange Limited, Mumbai.

Bombay Stock Exchange Limited: Metroglobal Limited (500159)

Month	METROGLOBL Share Price			No. of Shares Traded during the Month	Turnover in ₹ Lacs
	HighRs.	Low ₹	Close ₹		
November-2012	55.00	44.25	45.50	26,300	12.85
December-2012	54.20	41.30	49.00	82,135	40.10
January-2013	52.00	42.05	43.30	34,719	16.61
February-2013	48.00	34.00	37.60	26,752	11.41
March-2013	43.00	31.15	36.80	88,352	30.43
Total				2,58,258	111.40

(VIII) Registrar and Share Transfer Agents:

The Company in compliance with the SEBI guidelines has appointed Sharex Dynamic (India) Pvt.Ltd. Mumbai as a common share transfer agent for Physical and Electronic form of Shareholding :-

For Share Transfer, Demat, & any other Communications relating to Share Certificates, Change of address, Investor Grievances etc. to be sent to

Sharex Dynamic (India) Pvt. Ltd.

Re : Metroglobal Limited (Formerly known as Global Boards Limited)

Unit No-1, Luthara Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai 400 072.

(IX) Share Transfer System:

Job of Registrar and Transfer Agents is carried out by Sharex Dynamic (India) Pvt.Ltd, Mumbai. Transfer and dematerialization of shares are processed by Sharex Dynamic (India) Pvt.Ltd, Mumbai. The transfer of shares in depository mode need not be approved by the Company. The Physical transfers of Shares are approved by Shareholders'/ Investors' Grievance and Share Transfer Committee.

(X) Distribution of Shareholding as on 31st March, 2013

SHAREHOLDING OF NOMINAL VALUE OF (1)	SHAREHOLDERS		SHARE AMOUNT	
	Number (2)	% to Total (3)	In ₹ (4)	% to Total (5)
Upto to 5000	16178	97.30	8143910.00	5.24
5001-10000	185	1.11	1464090.00	0.94
10001-20000	109	0.66	1584530.00	1.02
20001-30000	39	0.23	982770.00	0.63
30001-40000	21	0.13	735130.00	0.47
40001-50000	14	0.08	655790.00	0.42
50001-100000	29	0.17	1986790.00	1.28
100001 & above	52	0.31	139844080.00	89.99
TOTAL	16627	100.00	155397090.00	100.00

Distribution of Shareholding as on 31st March, 2013

Category	No of Shares	Percentage %
Promoters Holding	9317897	59.96
Financial Institutions/Bank/Mutual Fund	20180	00.13
Private Body Corporate	3738391	24.06
Individuals	2166700	13.95
NRI's/Clearing Member	296541	01.90
Total	15539709	100.00

**(xi) Dematerialisation of Share and Liquidity**

Share Capital	No of shares	Percentage %
Total Capital	15539709	100.00%
Listing & Trading Approval received on 31-05-2013 (In-Principal Approval received)	2926667	18.83%
Listed Capital	12613042	81.17%
Held in Dematerialized Form		
Central Depository Services (India) Limited (CDSL)	763933	4.92%
National Securities Depository Limited (NSDL)	11023356	70.93%
Held in Physical Form	3752420	24.14%
Total	15539709	100.00%

(xii) Lock in details of Shares:

Name of the Shareholder	No of Shares under Lock-in	Lock in From	Lock in upto
1. Gautam M.Jain(Promoter)	10,50,000	30 th March,2013	30 th March,2016
2. Megha Biotech Pvt Ltd(Non-promoter)	18,76,667	30 th March,2013	30 th March,2014
3. Gautam M.Jain(Promoter)	7,87,033	30 th May,2013	30 th May,2016

(xiii) Location of manufacturing facility:-

Works: (1) Metroglobal Limited (Unit I)
Plot No: A-472-475 & 489-492,
Phase II, GIDC, Vatva, Ahmedabad-382445

(2) Metroglobal Limited (Unit II)
Plot No: A1-407,& A2-408,
Phase II, GIDC, Vatva, Ahmedabad-382445

(xiv) Investor Correspondence:-

Mr. Nitin S. Shah
Metroglobal Limited,
808-809, "SHILP" Building, 8th Floor, Opp: Girish Cold Drinks,
C.G.Road, Navrangpura. Ahmedabad-380009
Email ID: nitin.shah@metroglobal.in

11. DISCLOSURES :

- There were no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, directors or the management, their subsidiaries or relatives etc. that may have potential conflict with interests of the Company at large. The related party transactions are duly disclosed in the Notes to the Accounts.
- There were no cases of non-compliance by the company and no penalties imposed, strictures passed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years.
- No treatment different from the Accounting Standards, prescribed by the Institute of Chartered Accountants of India, has been followed in the preparation of Financial Statements.
- The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement.
- The Company at present has adopted the non-mandatory requirement in regard to constitution of Remuneration Committee, which has been constituted to determine the remuneration package of the whole-time Directors.

12. SECRETARIAL AUDIT FOR RECONCILIATION OF CAPITAL

A qualified practicing Company Secretary carried out quarterly secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirmed that the total issued / paid-up capital was in agreement with the aggregate of the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

13. CEO/CFO CERTIFICATION :

Managing Director (CEO) and Chief Finance Officer (CFO) Certification

We Gautam M. Jain, Chairman & Managing Director and Nitin S Shah, Company Secretary & Manager (Finance) of Metroglobal Limited, to the best of our knowledge and belief, certify that :

1. We have reviewed the balance sheet as at 31st March 2013 and Profit & Loss account, and all its schedules and Notes on accounts, as well as the cash flow statement and the Director's Report for the year ended on that date;
2. Based on our knowledge and information, these statements do not contain any untrue statement of a material fact or omit to state a material fact or do not contain any statement that might be misleading;
3. Based on our knowledge and information, the financial statements, and other financial information included in this report, present in all material respects, a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as on , and for the year presented in this report and are in compliance with the existing accounting standards and /or applicable laws and regulations;
4. To the best of our knowledge and belief, no transaction entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct;
5. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and we have;
 - a. evaluated the effectiveness of the Company's disclosure, controls and procedures pertaining to financial reporting;
 - b. disclosed in this report any change in the Company's internal controls over financial reporting that occurred during the Company's most recent accounting year that may have materially affected, or is reasonably likely to affect , the Company's internal control pertaining to financial reporting.
6. We have disclosed based on our most recent evaluation, wherever applicable, to the Company's auditors and the audit committee of the Company's Board of Directors;
 - a. Deficiencies in the design or operation of internal controls, which could adversely affect the Company's ability to record, process, summarize and report financial data and have identified for the Company's auditors, any material weakness in internal control over financial reporting including any corrective actions with regard to such deficiencies, if any;
 - b. Significant changes in internal controls during the year covered by this report, if any;
 - c. All significant changes in accounting policies during the year, if any and that the same have been disclosed in the notes to the financial statements;
 - d. No instances of significant fraud of which we are aware, involving management or other employees who have significant role in the Company's internal control system;
7. We further declare that all the Board Members and senior management personnel have affirmed compliance with the code of conduct during the year.

Place : Ahmedabad
Date : 8th August, 2013

Gautam M. Jain
Chairman & Managing Director

Nitin Shah
Company Secretary &
Manager (Finance)

14. UNCLAIMED DIVIDEND OF METROCHEM INDUSTRIES LIMITED (TRANSFEROR COMPANY)

Unclaimed Dividend for the year 2005-06 ₹ 323722/- will be transferred to the Investor Education and Protection Fund of Central Government during the year 2013-14.

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

Following tables give information relating to outstanding dividend accounts and dates when due for transfer to IEPF

DATES WHEN UNCLAIMED DIVIDEND TO BE TRANSFERRED TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF) OF CENTRAL GOVT.

Year	Type	Date of declaration	Date of proposed transfer to IEPF of Central Government
2005-06	FINAL	29-Sep-2006	28-Oct-2013
2006-07	FINAL	28-Sep-2007	27-Oct-2014
2007-08	FINAL	27-Sep-2009	26-Oct-2015
2009-10	FINAL	8-Sep 2010	17 Oct 2017
2012	FRACTIONAL WARRENTS	02-April,2012	01-May,2019
2011-12	FINAL	29-Sep-2012	28-Oct-2019

15. Status of adoption of the Non Mandatory Requirements

Apart from Complying with all the mandatory requirements, the Company has adopted non-mandatory requirement of Clause 49 of the Listing Agreement as under.

a. Chairman Office

The Company has an Executive Chairman and hence, the need for implementing this non mandatory requirement has not arisen.

b. Remuneration Committee

The Company has a Remuneration Committee to recommend appointment/re-appointment and recommend/ review remuneration of the Executive Chairman/Executive Directors.

c. Shareholders rights

The quarterly /half quarterly financial results of the company after being subjected to a Limited Review by the Statutory Auditors are published in newspaper and posted on company's website www.metrogloballimited.com The Same are also available at the site of the stock exchange where the Company are listed i.e www.bseindia.com

d. Postal Ballot

The provisions relating to Postal Ballot are being complied with in respect of matters where applicable

e. Audit Qualifications

The Company continues to adopt best practices to ensure the regime of the unqualified financial statements.

f. Whistle Blower Policy

The employees of the Company are accessible to the senior management for any counseling consultation and the Company has not denied any employee to access the audit committee.

g. Training of Board Members

All the Non-Executive Directors have rich experience and expertise in their functional areas. During Audit and Board Meetings, the Management and the Executive Directors give briefings to the Board Members on the business of the Company.

16. COMPLIANCE CERTIFICATE FROM THE AUDITORS OF THE COMPANY

Certificate from M/s AMPAC & Associates, Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement, is annexed to this report forming part of the Annual Report.

For and on behalf of the Board

Sd/-

Place : Ahmedabad

Date : 08-08-2013

**Gautam M.Jain
Chairman & Managing Director**

AUDITOR'S CERTIFICATE

To
The Members of
Metroglobal Limited

We have examined the compliance of conditions of Corporate Governance by METROGLOBAL LIMITED for the year ended on March 31, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

As required by Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that no investor grievances were pending for a period of one month against the Company as per the records maintained by the Shareholders / Investor's Grievance Committee.

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

For, M/s **AMPAC & Associates,**
CHARTERED ACCOUNTANTS
Firm Registration No.112236w

Mumbai
Date: 08-08-2013

Piyush B.Sheth
(Partner)
Membership NO: 44062

AUDITOR'S REPORT**The Members of
MetroGlobal Limited****Report on the Financial Statements**

We have audited the accompanying financial statements of MetroGlobal Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these 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 Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments; the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as 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 Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in section 211(3C) of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2013, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of Section 274(1)(g) of the Act.
- f) Without qualification of Audit report, the Company has made a payment of ₹ 1,92,98,493/- under protest on 14th December 2010. Of the total ten cases, four cases (involving an amount of ₹ 7,44,689/-) have yet to come for hearing, the balance 6 cases (involving an amount of ₹ 1,88,78,805/-) have been decided in favour of the Company by the respective appellate authorities. However the excise department has filed appeals and the cases are pending in respective forums. Hence interest if any, payable till 14th December 2010, is unascertainable in case of negative verdict.. The said payment is shown as 'Balances with Excise and other statutory authorities under protest account' under the head Loan and advances of asset side. in our opinion, the value of realization of said 'Balances with Excise and other statutory authorities under protest account for ₹ 1,92,98,483/- in the ordinary course of business would be less than the amount at which they are stated in the Balance Sheet in the event of negative verdict.

For AMPAC & ASSOCIATES
Chartered Accountants

Mumbai
30th May, 2013

Piyush B Sheth
(Partner)
Membership No.: 44062
FRN: 112236W

ANNEXURE TO AUDITOR'S REPORT

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

1. In respect of fixed assets:
 - (a) The Company has generally maintained proper records showing particulars, including quantitative details and situation of fixed assets.
 - (b) As explained to us, fixed assets, according to the practice of the Company, are physically verified by the Management at reasonable intervals, in a phased verification-programme, which, in our opinion, is reasonable, looking to the size of the Company and the nature of its business.
 - (c) There was no disposal of substantial fixed assets during the year.
2. In respect of inventories:
 - (a) During the year, the inventories have been physically verified by the management, except for stock lying with outside parties, which have, however, been confirmed by them.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) On the basis of our examination of the record of inventories, we are of the opinion that, the Company is maintaining proper records of inventories. Discrepancies noticed on physical verification of inventories as compared to book records were not material and have been properly dealt with in the books of account.
3. In respect of loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:



- (a) (I) According to the information and explanations given to us, the Company has granted loans to firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. The Maximum amount involved during the year was ₹ 25.82 crores from 2 parties and the year end balance of loan given to such parties was ₹ 25.82 crores
- (II) According to the information and explanation given to us, the Company had taken loans from the parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 19.63 Crores from 11 parties and the year end balance of loan taken from such parties was ₹ 19.19 crores.
- (b) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from the companies and other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the Company.
- (c) The Company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest.
- (d) There is no overdue amount in respect of loans taken from or granted to companies and other parties listed in the register maintained under section 301 of the Companies Act, 1956.
4. According to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
5. In respect of transactions covered under Section 301 of the Companies Act, 1956:
- (a) On the basis of the audit procedures performed by us, and according to the information, explanations and representations given to us, we are of the opinion that, the transactions in which directors were interested, and which were required to be entered in the register maintained under Section 301 of the Companies Act, 1956, have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 exceeding the value of rupees five lacs in respect of any party during the year have been made at price which are reasonable having regard to prevailing market prices at that time.
6. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 58A of the Companies Act, 1956 and its Rules, and also the directives of Reserve Bank of India. The Company has not defaulted in repayments of deposits and therefore compliance of Section 58AA or obtaining any order from the National Company Law Tribunal does not arise.
7. On the basis of the internal audit reports broadly reviewed by us, we are of the opinion that, coverage of internal audit functions carried out by the internal audit department constituted by the management is commensurate with the size of the Company and the nature of its business.
8. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 in respect of the Company's products to which the said rules are made applicable, and are of the opinion that, prima-facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate.
9. (a) According to the records of the company and according to explanations given to us, the statutory dues payable by the Company comprise of provident fund, investors education and protection fund, employees state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess, octroi, entry tax, purchase tax, municipal tax, service tax and other applicable statutory dues. According to the records of the Company, the Company is normally regular in depositing undisputed statutory dues with the appropriate authorities. There are no undisputed statutory dues as referred to above as at 31st March, 2013 outstanding for a period of more than six months from the date they became payable.
- (b) On the basis of our examination of the documents and records and representations made by the Management,

the statutory disputed dues which have not been deposited with the appropriate authorities are as under :

Name of the Statute	Nature of dues	Amount (₹ in Lacs)	Forum where dispute is pending
The Income Tax Act, 1961	Variations made in regular assessment	145.44	The Commissioner of Income Tax (Appeal)/ITAT
The Gujarat Sales Tax Act	Variations made in regular assessment	33.09	The Jt. Commissioner of Sales Tax (Appeals)
Bombay Sales Tax Act 1959,	Deferment of Sales tax liability under the Package Scheme of Incentives.	20.00	Sales Tax Tribunal
The Foreign Trade (Development and Regulation) Act 1992	Interest	Unascertain- able	Commissioner of Adjudication, custom (Refer note Below)

Note: The Company has paid the entire differential duty amount for ₹ 94,68,900 on 10.05.2011 and has made necessary submissions before the aforesaid forum. In view of these submission interests liability is not ascertainable.

10. The Company has accumulated losses both, in the financial year under report and in the immediately preceding financial year and it has not incurred cash losses, both, in the financial year under report and in the immediately preceding financial year.
11. On the basis of the records examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
12. In our opinion and according to the information and explanations given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or any other securities;
13. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society and therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In respect of investments dealt or traded by the Company, proper records are maintained in respect of transactions and contracts and timely entries have been made therein. All the investments are held by the Company in its own name;
15. According to the information and explanations given to us, and the representations made by the management, the Company has not given any guarantee for loans taken by others from any bank or financial institution;
16. In our opinion, the company has not raised any term loan during the year under review.
17. According to the Cash Flow Statement and other records examined by us and the information and explanations given to us, on an overall basis, funds raised on short terms basis have not, prima facie, been used during the year for long terms investment and vice versa.
18. The Company during the year under review has made preferential allotment of shares to party covered in the register maintained under section 301 of the Companies Act, 1956 and in our opinion, the shares have been issued at the price, which is not prejudicial to the interest of the Company.
19. In respect of debentures issued by the Company and outstanding during the year, The Company has not created any security or charge in respect of debentures issued.
20. The Company has not raised any money by way of public issue during the year and therefore paragraph 4(xx) of the Order is not applicable.
21. According to the information and explanations given to us and to the best of our knowledge and belief, no fraud on or by the Company has been noticed or reported during the course of our audit during the year.

For AMPAC & ASSOCIATES
Chartered Accountants

Piyush B Sheth
(Partner)

Membership No.: 44062
FRN: 112236W

Mumbai
30th May, 2013

**BALANCE SHEET AS AT MARCH 31, 2013**

	Note No.	As at March 31, 2013 (₹/lacs)	As at March 31, 2012 (₹/lacs)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	1,553.97	1,261.30
(b) Reserves and Surplus	3	16,378.52	9,612.58
Sub total		17,932.49	10,873.88
(2) Non-Current Liabilities			
(a) Long-term borrowings	4	3,335.87	8,464.02
(b) Deferred tax liabilities (Net)		46.07	46.07
Sub total		3,381.94	8,510.09
(3) Current Liabilities			
(a) Short-term borrowings	5	1,637.76	1,546.76
(b) Trade payables		266.50	192.17
(c) Other current liabilities		135.53	140.66
(d) Short-term provisions		373.05	302.84
Sub total		2,412.84	2,182.43
Total		23,727.27	21,566.40
II. Assets			
(1) Non-current assets			
(a) Fixed assets	6		
(i) Tangible assets		500.98	510.83
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		250.47	473.67
Sub total		751.45	984.50
(b) Non-current investments	7	926.84	992.66
(c) Long term loans and advances	8	11,340.96	10,779.92
(d) Other Non current assets	8	65.26	73.04
		13,084.51	12,830.12
(2) Current assets			
(a) Inventories	9	1,418.17	93.70
(b) Trade receivables	9	629.29	779.84
(c) Cash and cash equivalents	9	1,472.83	622.92
(d) Short-term loans and advances	9	7,122.47	7,239.82
		10,642.76	8,736.28
Total		23,727.27	21,566.40

Significant accounting policies 1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For AMPAC & ASSOCIATES,

Chartered Accountants

Piyush B Sheth

Partner

Membership No.: 44062

FRN : 112236W

Ahmedabad

May 30, 2013

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

Chairman & Managing Director

Sandeep Bhandari

Director

Rahul Jain

Executive Director

Ahmedabad

May 30, 2013

Nitin Shah
Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2013

	Note No	2012-13 (₹/lacs)	2011-12 (₹/lacs)
I. Revenue from operations	10	19,669.63	14,533.06
II. Other Income	11	629.17	294.13
III. Total Revenue (I +II)		20,298.80	14,827.19
IV. Expenses:			
Cost of materials consumed	12	575.64	783.52
Purchase of Stock-in-Trade		16,855.21	11,002.05
(Increase)/Decrease in Finished goods, Work In Progress & Stock in Trade	13	5.87	192.79
Employee benefit expense	14	95.08	107.12
Financial costs	15	99.86	86.96
Depreciation and amortization expense		38.17	53.40
Impairment expense		70.96	-
Other expenses	16	406.19	463.63
IV. Total Expenses		18,146.98	12,689.48
V. Profit/(Loss) before exceptional and extraordinary items and tax	(III - IV)	2,151.82	2,137.71
VI. Exceptional Items			
Profit/(loss) on sale of Fixed Asset		-	-
VII. Profit/(Loss) before extraordinary items and tax (V - VI)		2,151.82	2,137.71
VIII. Extraordinary Items		-	-
IX. Profit/(Loss) before tax (VII - VIII)		2,151.82	2,137.71
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax asset/(liability) written off		-	(45.51)
(3) Earlier year excess(-)/short(+) provisions for tax		-	-
		-	(45.51)
XI. Profit/(Loss) after Tax before Prior Period	(IX-X)	2,151.82	2,183.22
XII. Prior Period expenditure/(income)		-	-
XIII Profit/(Loss) after Tax after Prior Period	(XI-XII)	2,151.82	2,183.22
XIV Earning per equity share:			
(1) Basic		13.85	17.31
(2) Diluted		13.85	17.31

Significant accounting policies

1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For AMPAC & ASSOCIATES,

Chartered Accountants

Piyush B Sheth

Partner

Membership No.: 44062

FRN : 112236W

Ahmedabad

May 30, 2013

Nitin Shah

Company Secretary

For & on behalf of the Board
Gautam M. Jain

Chairman & Managing Director

Sandeep Bhandari

Director

Rahul Jain

Executive Director

Ahmedabad

May 30, 2013

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

	Year Ended March 31, 2013 (₹ in lacs)	Year Ended March 31, 2012 (₹ in lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax	2151.82	2137.71
Adjustments for		
Depreciation	38.17	53.40
Impairment expense	70.96	0.00
Misc. Expenditure w/off	14.53	37.02
Interest paid	99.86	86.96
Loss/-(Profit) on Sale of Fixed Assets	-119.05	1.51
Loss/(Profit) on Sale of Investments	-37.89	-34.06
	66.58	144.83
Operating Profit before Working Capital Changes	2218.39	2282.54
Adjustments for		
Trade Receivables (Incl. export bill purchased/negotiated)	150.55	1333.97
Other Receivables	164.22	-2276.24
Inventories	-1324.47	171.59
Trade Payables & Provisions	-221.80	-197.79
	-1231.50	-968.47
Cash generated from Operations	986.89	1314.07
Direct Taxes paid /Refund Received	455.22	-169.08
Cash flow before Extraordinary items	1442.11	1144.99
Net Cash flow from Operating Activities	1442.11	1144.99
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets & Capital WIP (net of Sale proceeds)	312.00	-272.66
Long term investments	27.93	-62.33
Net Cash used in Investing Activities	339.93	-334.99
C. CASH FLOW FROM FINANCING ACTIVITIES		
Advances to Suppliers, Contractors & Others	-561.04	-386.99
Unsecured Loans	230.85	-1044.65
Deposit with Other Companies	-502.09	-950.00
Interest paid	-99.86	-86.96
Net Cash used in Financing Activities	-932.14	-2468.61
D. NET CASH INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	849.91	-1658.61
Opening Balance of Cash & Cash Equivalents	622.92	2281.53
Closing Balance of Cash & Cash Equivalents	1472.83	622.92

As per our report of even date

For AMPAC & ASSOCIATES,
Chartered Accountants

Piyush B Sheth
Partner
Membership No.: 44062
FRN : 112236W
Ahmedabad
May 30, 2013

Nitin Shah
Company Secretary

For & on behalf of the Board

Gautam M. Jain Chairman & Managing Director
Sandeep Bhandari Director
Rahul Jain Executive Director
Ahmedabad
May 30, 2013

AUDITORS' REPORT

We have examined the attached Cash Flow Statements of Metroglobal Ltd. for the year ended on the 31st March 2013. The statement has been prepared in accordance with the requirements of Listing Agreement Clause No.32 with Stock Exchange and is based on and in agreement with the corresponding Profit and Loss Accounts and the Balance Sheets of the company covered by our report of even date to the members of the Company.

For AMPAC & ASSOCIATES
Chartered Accountants

Ahmedabad
May 30, 2013

Piyush B Sheth
(Partner)
Membership No.: 44062
FRN: 112236W



1) Significant accounting policies:

- a) The accounts are prepared on historical cost convention in accordance with the generally accepted accounting principles as adopted consistently by the company and comply with the accounting standards issued by the Institute of Chartered Accountants of India referred to in section 211(3C) of the Companies Act 1956. The preparation of financial statements in conformity with Accounting Standards requires management to make estimates and assumptions that effect the reported amounts of assets and liabilities at the date of financial statements and the reported amounts of revenues and expenses during the reporting period.
- b) It is the practice of the Company to state the Fixed Assets at cost of acquisition/construction less accumulated depreciation. In the case of fixed assets acquired for new projects / expansion interest cost on borrowings and other related expenses up to the date of completion of projects incurred towards acquiring the fixed assets are capitalised. Advances paid towards acquisition of the fixed assets and cost of the assets not put to use before end of the year are disclosed under capital work in progress.
- c) Inventories are valued as under :
- I. Raw materials at cost (net of CENVAT & State VAT Credits) (First in First out-FIFO) or Market Value, whichever is less.
 - II. Work in process at raw material cost.
 - III. Finished goods at cost or net realizable value, whichever is less.
 - IV. Packing materials and stores & spares at cost or net realizable value, whichever is less.
 - V. Traded goods at cost. (First in First out-FIFO/Specific identification of the individual costs- as the case may be) or net realizable value whichever is less.
- d) Depreciation :
- Depreciation has been provided on the fixed assets on straight line method u/s 205(2)(b) of the Companies Act, 1956 consistent with the Company's accounting policy, at the rates and in the manner laid down in Schedule XIV to the Companies Act, 1956 read with the relevant circulars issued by the Department of Company Affairs. Depreciation on the fixed assets added or sold during the year has been calculated on pro-rata basis from the month of such addition or upto the month of sale.
- e) Excise Duty :
- i) Excise duty paid in respect of raw materials purchased and used for manufacture does not form part of consumption of raw materials to the extent of the CENVAT credit availed. Such duty is debited to Central Excise Duty Account and adjusted against excise duty payable on the finished goods.
 - ii) Excise duty payable on stock of finished goods not cleared from excise bonded warehouse is included in closing inventory.
Revenue in respect of insurance, interest, commission and other claims etc. is recognized only when it is reasonably certain that the ultimate collection will be made.
- f) Compensation to employees who have opted for retirement under the Voluntary Retirement Scheme of the Company is amortized equally over ten years.
- g) Long Term Investments are stated at cost. Provisions for diminution in value of long term investments is made only if such decline is other than temporary in opinion of the management.
- h) Retirement Benefit :
- Defined Contribution Plan:**
- i) Provident Fund and Pension Fund : The Company contributes towards provident and pension fund which is administered by the Central Government and are charged against revenue every year.
- Defined Benefit Plan:**
- ii) Gratuity Fund : Liabilities for payment of gratuity to employees are covered through Group Gratuity Scheme and are charged against revenue every year. Provision for gratuity is made on basis of the actuarial valuation. Actuarial gain or loss is recognized immediately in the statement of profit and loss account as income or expense. The company has one employee gratuity fund managed by Future Generati India Life Insurance Company Ltd.

- i) The expenditure on research & development is expensed out under the respective heads of accounts in the year in which it is incurred. Expenditure which results in creation of Capital Asset is treated in the same way as the expenditure on other Fixed Assets.
- j) Foreign Currency Transactions:
Transactions in foreign currency are recorded at the rate of exchange prevailing on the date of transaction. Foreign currency monetary items (except forward contract transactions) are reported using closing rate of exchange at the end of the year. The resulting exchange gain/ loss is reflected in the Profit and Loss Account. Other non-monetary items, like fixed assets are carried in terms of historical cost using the exchange rate at the date of transaction. Exchange rate difference arising on account of conversion/ translation of liabilities for acquisition of Fixed Assets is recognized in the Profit & Loss account.
- k) Contingent liabilities are disclosed by way of notes to the accounts. Provision is made in the accounts in respect of those liabilities which are likely to materialise after the year end till the finalisation of accounts and have material effect on the position stated in the accounts.
- l) Tax expenses comprise current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted at the reporting date. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.
- m) Prior period items
Prior period expenses/income are accounted under the respective heads. Material items, if any, are disclosed separately by way of note.
- n) Related party transactions
Disclosure of transactions with related parties, as required by Accounting Standard 18 "Related Party Disclosures" has been set out in separate statement annexed to this schedule. Related parties as defined under clause 3 of the Accounting Standard have been identified on the basis of representations made by key managerial personnel and information available with the Company.
- o) Leases
The Company's significant leasing arrangements are in respect of cancellable operating leases for machineries and premises. The leasing arrangements which are cancellable are renewable by mutual consent on agreed terms. The aggregate lease rentals payable are charged as rent including lease rentals.
- p) Earning per share
The Company reports basic and diluted earnings per share (EPS) in accordance with Accounting Standard-20 issued by the Institute of Chartered Accountants of India. The basic EPS has been computed by dividing the income available to equity shareholders by the weighted average number of equity shares outstanding during the accounting year.
- q) Export Incentives
Export benefits under duty entitlement pass book and duty draw back are accounted for on accrual basis to the extent considered receivable.
- r) Impairment of Assets
An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit & Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.
- s) Sundry creditors, sundry debtors and loans and advances include certain items for which confirmations are yet to be received and include certain long outstanding balances which are considered payable/realizable, as the case may be.
- t) In the opinion of the directors, current assets, loans and advances, other than doubtful, have the value at which they are stated in the Balance-Sheet if realised in the ordinary course of business. The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	As at	As at
	31st March, 2013 (₹/lacs)	31st March, 2012 (₹/lacs)
NOTE-2 :		
SHARE CAPITAL		
AUTHORIZED, ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL		
Authorised Share capital		
95000000 (95000000) Equity Shares of ₹ 10/- each	9,500.00	9,500.00
25000000 (25000000) Cumulative/Non-Cumulative, Redeemable, Convertible/Non-convertible Preference Shares of ₹ 10/- each	2,500.00	2,500.00
	12,000.00	12,000.00
Issued, Subscribed & Paid up Share Capital		
15539709 (12613042) Equity Shares of ₹ 10/- each	1,553.97	1,261.30
	1,553.97	1,261.30

The Company has only one class of shares referred to as Equity Shares having par value of ₹ 10/- each.

There are no issue of bonus shares during last five financial years.

Shares issued for consideration other than cash during last five financial years:

1,14,33,333 equity shares of ₹ 10 each issued to shareholders of Metrochem Industries Limited pursuant to scheme of arrangement.

	As at 31st March, 2013	As at 31st March, 2012
Reconciliation of No. of Shares	No of shares	No of shares
Equity Shares at the beginning of the year	12,613,042	23,230,429
Less: Reduction in no of shares pursuant to scheme of arrangement	-	10,617,387
Add: Issued during the financial year	2,926,667	-
Equity Shares at the end of the year	15,539,709	12,613,042

Details of Equity Shareholders	As at 31st March 2013		As at 31st March 2012	
	No of shares	% held	No of shares	% held
holding more than 5% shares :				
Gautam kumar Mithalal Jain	2,338,380	15.05	1,288,330	10.22
Cheer Trading and Investment Pvt Ltd	809,350	5.21	809,350	6.42
Maiden Tradefin Pvt Ltd	1,678,052	10.80	1,678,052	13.30
Search Invatrade Pvt Ltd	984,360	6.33	984,360	7.80
Anil Dyechem Industries Pvt Ltd	906,526	5.84	906,526	7.19
Megha Biotech Pvt Ltd	2,705,667	17.41	N.A	N.A
Worship Trading Pvt Ltd	N.A	N.A	631,736	5.09
Gandak Pvt Ltd	N.A	N.A	1,105,000	8.76
	9,422,335	60.64	7,403,354	58.78

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	As at	As at
	31st March, 2013 (₹/lacs)	31st March, 2012 (₹/lacs)
NOTE-3		
RESERVE & SURPLUS		
a. Capital Reserve :		
Balance as per last Balance Sheet	1076.05	14.31
Add: Addition during the year	-	1061.74
Closing Balance	1076.05	1076.05
b. Capital Redemption Reserve		
Balance as per last Balance Sheet	1500.00	1500.00
Closing Balance	1500.00	1500.00
c. Securities Premium		
Balance as per last Balance Sheet	3940.68	3940.68
Add: Addition during the year	4975.33	-
Closing Balance	8916.01	3940.68
d. General Reserves :		
Balance as per last Balance Sheet	16876.73	16676.73
Add: Transferred from Profit & Loss Account	200.00	200.00
Closing Balance	17076.73	16876.73
d. Debenture Redemption Reserve		
Balance as per last Balance Sheet	300.00	-
Add: Addition during the year	-	300.00
Closing Balance	300.00	300.00
f: Profit & Loss Account		
Balance as per last Balance Sheet	(14080.88)	(15470.92)
Less: Net profit after tax transferred from Statement of P & L	2151.82	2183.22
Add: Appropriation		
Transfer to General Reserve	(200.00)	(200.00)
Transfer to Debenture Redemption Reserve	-	(300.00)
Proposed Dividend	(310.79)	(252.26)
Distribution Tax on Proposed Dividend	(50.42)	(40.92)
Closing Balance	(12490.27)	(14080.88)
TOTAL	16378.52	9612.58



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	As at	As at
	31st March, 2013 (₹/lacs)	31st March, 2012 (₹/lacs)
NOTE : 4		
LONG-TERM BORROWINGS		
Unsecured		
Debentures		
1416660 (previous year 6684660) Unsecured Convertible Debentures of ₹ 100 each	1,416.66	6,684.66
Other Unsecured Loan from Corporate Bodies	1,919.21	1,779.36
(The unsecured loan includes loan taken from associate companies @8% p.a. amounting to ₹ 19.19 crores (Previous year ₹ 14.53 Crores) which is expected to be paid within a period of 2-5 years. The remaining unsecured loan is repayable within a period of 2-3 years & rate of interest for the same is ranging between 12-16% p.a.)		
Total	3,335.87	8,464.02
NOTE :5		
CURRENT LIABILITIES		
(a) Short term Borrowings		
Secured Loan i.e cash credit account from State Bank Of India	964.18	-
Unsecured Loan from Corporate Bodies	673.58	1,546.76
Sub Total	1,637.76	1,546.76
(b) Trade Payables		
Sub Total	266.50	192.17
(c) Other Current Liabilities		
i) Unpaid Dividend	20.45	20.31
ii) statutory dues	26.45	28.80
iii) Advance received from Customers	-	10.00
iv) Outstanding expense	6.34	9.33
v) Other Payables	82.29	72.22
Sub Total	135.53	140.66
(d) Short Term Provisions		
i) Provision for Employee benefits	11.84	9.66
ii) Provison for dividend	310.79	252.26
iii) Provison for dividend distribution tax	50.42	40.92
Sub Total	373.05	302.84
TOTAL	2,412.84	2,182.43

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

(₹/lacs)

**NOTE 6 :
FIXED ASSETS**

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	AS AT 01.04.2012	ADDIT- IONS	DEDUC- TIONS	AS AT 31.03.13	AS AT 01.04.12	FOR THE YEAR	ADJUST -MENT	AS AT 31.03.13	AS AT 31.03.12
A) Tangible Assets									
Land Freehold	182.34		12.42	169.92	-	-	-	169.92	182.34
Factory Building	224.42			224.42	143.59	9.48		153.07	80.83
Office Building	140.75			140.75	53.45	6.60		60.05	87.30
Plant & Machinery	2058.26			2058.26	2058.26			2058.26	-
Electric Installation	100.90			100.90	97.56	-		97.56	3.34
Laboratory Equipments	188.25			188.25	187.81	-		187.81	0.44
Office Equipments	160.22	10.60		170.82	80.88	1.18		82.06	79.34
Furniture & Fixtures	56.59	30.14		86.73	50.42	0.06		50.48	6.17
Vehicles	170.45			170.45	99.38	20.85		120.23	71.07
Total Tangible Assets	3282.18	40.74	12.42	3310.50	2771.35	38.17	-	2809.52	510.83
Intangible Assets	-	-	-	-	-	-	-	-	-
Total Tangible Assets	-	-	-	-	-	-	-	-	-
Capital Work in Progress	473.67		223.20	250.47				250.47	473.67
TOTAL	3755.85	40.74	235.62	3560.97	2771.35	38.17	-	2809.52	984.50
<i>Previous Year</i>	<i>(3532.36)</i>	<i>(273.64)</i>	<i>(50.15)</i>	<i>(3755.80)</i>	<i>(2765.60)</i>	<i>(53.40)</i>	<i>(47.65)</i>	<i>(984.50)</i>	<i>(766.75)</i>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	As at	
	31st March, 2013 (₹/lacs)	31st March, 2012 (₹/lacs)
NOTE 7		
(A) Trade Investments (Unquoted at cost)		
(a) Investment in Equity shares		
(i) In subsidiary company	-	-
(ii) In associate companies		
170 (170) Equity Shares of Anil Dyechem Ind. Pvt. Ltd. of ₹ 1000/- each fully paid up	3.42	3.42
357540 (357540) Ornet Infrastructure P.Ltd.Share A/c of of ₹ 10/- each fully paid up	106.37	106.37
(iii) Other companies		
200 (200) Equity Shares of Green Environment Services Co-op Society Ltd. of ₹ 100/- each fully paid up	0.20	0.20
	109.99	109.99
(b) Investment in debentures or bonds		
NIL (500) Rural Electrification Corporation Ltd. Bonds of ₹ 1000 each Fully paid up	-	50.00
MILESTONE BULLION SERIES-I A/C Bond Partly Paid up	42.17	49.96
	42.17	99.96
Subtotal	152.16	209.95
(B) Other Investments (Quoted at cost)		
(a) Investment in Equity shares		
(i) In Subsidiary Company		
570000 (570000) Equity Shares of METROCHEM CAPITAL TRUST LTD. each of ₹ 10/- fully paid up	114.00	114.00
	114.00	114.00
(ii) Other Listed Companies	513.18	521.21
(b) Investment in debentures or bonds		
2500 (2500) Sun BNP PSU Fund Units of ₹ 1000 each Fully paid up	25.00	25.00
100000 (100000) Reliance Small Cap Fund of ₹ 10 each fully paid up	10.00	10.00
64074 (64074) MOTILAL OSWAL MOST SHARES M50 of ₹ 10 each fully paid up	50.00	50.00
50 (50) NIFTY Bonds of ₹ 100000 each Fully paid up	52.50	52.50
100000 (100000) SBI PSU FUND of ₹ 10 each Fully paid up	10.00	10.00
	147.50	147.50
Subtotal	774.68	782.71
TOTAL	926.84	992.66

Notes :
1. Aggregate Value of Investments

Quoted : Cost	774.68	782.71
Market Value	614.06	666.07
Unquoted	152.16	209.95

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	As at	As at
	31st March, 2013 (₹/lacs)	31st March, 2012 (₹/lacs)
NOTE 8		
a) Long Term Loans and Advances :		
Security deposit (Unsecured, considered good)	14.13	11.25
Loans and Advances to related parties		
i) Loans and advances to Partnership Firms in which the company is a Partner (Unsecured, considered good)	3419.45	2928.80
ii) Loans and advances to company in which the company is a shareholder (Unsecured, considered good)	2582.06	2257.80
Loans and advances to Suppliers, Contractors & others		
Secured, considered good	2355.72	2998.72
Unsecured, considered good	2969.61	2583.36
Unsecured, considered doubtful	269.31	269.31
Less: Provision for bad debts	(269.31)	(269.31)
Sub-Total	11340.96	10779.92
b) Other Current Assets :		
Deferred Revenue Expenditure	65.26	73.04
Sub-Total	65.26	73.04
TOTAL	11406.22	10852.96
NOTE 9		
A) Inventories :		
Stores & Spares (at lower of cost or net realizable value)	13.81	13.43
Packing Materials (at lower of cost or net realizable value)	3.64	1.29
Stock in Trade :		
Traded Goods (at lower of cost or net realizable value)	356.59	-
Raw Materials (at lower of cost or net realizable value)	15.83	65.51
Work in Process (at cost)	19.60	13.47
Work in Process (at cost) of Real Estate Projects	1008.70	-
Sub-Total	1418.17	93.70
B) Sundry Debtors (Unsecured) :		
Due over six months considered good	-	-
considered doubtful	323.15	323.15
Less: Provision for bad debts	(323.15)	(323.15)
Others (considered good)		
	629.29	779.84
Sub-Total	629.29	779.84
C) Cash & Bank Balances :		
Cash on Hand	10.81	8.64
Balances with Scheduled Banks :		
In Current Accounts	67.17	47.14
In Fixed Deposit Accounts	324.85	497.14
Balances In Liquid Funds	1070.00	70.00
Sub-Total	1472.83	622.92

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	As at 31st March, 2013 (₹/lacs)	As at 31st March, 2012 (₹/lacs)
D) Short Term Loans and Advances :		
Deposits with Other Companies		
Unsecured, considered good	1702.09	1200.00
Secured, considered good	400.00	707.82
Balances with Government	338.67	333.20
Loans and advances to Suppliers, Contractors & others		
Secured, considered good	306.50	2556.89
Unsecured, considered good	3742.47	1315.03
Income Tax Refund Receivable (Net of provision)	623.86	1079.08
Export Benefits Receivable	8.88	47.80
Sub-Total	7122.47	7239.82
TOTAL	10642.76	8736.28

NOTE- 10
REVENUE FROM OPERATIONS

SALES - Domestic (including Indirect Exports)	17,435.09	11,648.85
- Exports	317.60	619.03
	17,752.69	12,267.88
Less: Excise Duty	(55.81)	(45.69)
	17,696.88	12,222.19
Interest Income	1,892.99	2,046.50
Profit on relenquishment of property right	-	256.00
Profit of partnership firm	79.75	8.37
TOTAL	19,669.63	14,533.06

Sale of products comprises :

Manufactured goods

Dyes Intermediates		
Local	507.31	443.60
Export	317.60	619.03
Total - Sale of manufactured goods	824.91	1,062.64

Traded goods

Dyes intermediates, other chemical products & Metals	16,871.97	11,159.55
Total - Sale of traded goods	16,871.97	11,159.55
Total - Sale of products	17,696.88	12,222.19

	2012-13	2011-12
	₹ in Lacs	₹ in Lacs

NOTE- 11
OTHER INCOME

Profit /(loss) on Sale of Fixed Assets (Net)	119.05	(1.51)
Export Incentives	4.79	3.23
Miscellaneous	43.27	163.31
Profit/(loss) on Sale of Investments (Net)	37.89	34.06
Qty. Sale of Effluent Treatment (GESL)	171.00	16.25
Income tax refund	83.83	73.64
Luxuria Sales of Flat A/c	165.00	-
Dividend income	4.35	5.14
TOTAL	629.17	294.13

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

	2012-13 ₹ in Lacs	2011-12 ₹ in Lacs
NOTE- 12		
COST OF MATERIALS CONSUMED		
Opening Stock	62.03	42.38
Add: Purchase of Raw Material	541.82	803.17
Less: Sale of Raw Material	(12.38)	-
Less: Closing Stock	(15.83)	(62.03)
TOTAL	575.64	783.52

NOTE- 13		
(INCREASE)/DECREASE IN FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE		
Stock at the Commencement :		
Finished Goods (manufactured products)	-	-
Finished Goods (traded products)	-	162.93
Work in Process (at cost)	25.47	55.33
	25.47	218.26
Stock at the End :		
Finished Goods (manufactured products)	-	-
Finished Goods (traded products)	-	-
Work in Process (at cost)	19.60	25.47
	19.60	25.47
TOTAL	5.87	192.79

NOTE- 14		
EMPLOYEE BENEFIT EXPENSE		
Salaries, Wages and Bonus	84.47	95.74
Contribution to Provident Fund, Family Pension Fund & other contribution	7.98	7.95
Workers & Staff Welfare Expenses	2.63	3.43
TOTAL	95.08	107.12

NOTE- 15		
FINANCIAL COST		
Interest expenditure	99.86	86.96
TOTAL	99.86	86.96



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

	2012-13 ₹ in Lacs	2011-12 ₹ in Lacs
NOTE- 16		
OTHER EXPENSES	17.82	25.54
Water, Power & Fuel	1.35	9.94
Stores Consumed	6.06	4.12
Machinery Repairs	0.12	1.62
Building Repairs	20.04	26.75
Consumptions of Ice	16.72	29.69
Contract Labor Expenses	0.39	0.08
Laboratory Expenses	9.48	11.56
Effluent Treatment Expenses and Pollution Expenses	48.75	-
Metro Luxuria Land Cost A/c	45.80	-
Metro Luxuria Construction Cost A/c	2.17	6.12
Other Misc. Factory Expenses	2.15	10.96
Rates & Taxes	2.19	3.10
Insurance	23.67	34.30
Postage, Telephone & Stationery	42.43	85.47
Legal & Consultancy Expenses	61.24	70.39
Other Administration Expenses	6.74	6.00
Audit Fees	10.08	11.31
Donation	14.53	19.17
Deferred Revenue Expenditure	-	17.86
Misc. Balance Written Off	7.22	11.33
Packing Expenses	4.17	14.28
Export Expenses	34.96	15.13
Sales Promotion Expenses	-	6.43
Hedging a/c	28.13	42.49
Inland Freight & Cartage		
TOTAL	406.19	463.63

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013
OTHER NOTES TO THE ACCOUNTS

- 1 The Revised Schedule VI has become effective from 1st April 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.
- 2 EXCISE DUTY on Sales has been disclosed as reduction from the turnover
- 3 The Ministry of Corporate Affairs, Government of India vide its General Circular No: 2/2011 dated 8th February, 2011 has granted general exemption to the Holding Companies from attaching balance sheets of subsidiary Companies with the balance sheet of the Holding Company as per Section 212(8) of the Companies Act, 1956 subject to fulfillment of certain conditions. Accordingly, the Board of Directors of the Company has passed the resolution giving consent for not attaching the balance sheets of the Subsidiary Companies with that of the Company
- 4 The amounts in the Balance Sheet and Profit and Loss Account are rounded off to the nearest thousand and indicated in lacs of rupees.
- 5 There were no amount overdue and remaining outstanding to small scale and/or ancillary industrial suppliers on account of principal and/or interest as at the close of the year. This disclosure by the Company is based on the information available with the Company regarding the status of the suppliers. In absence of necessary information relating to suppliers registered as Micro, Small and Medium enterprises under the Micro, Small and Medium Enterprises (Development) Act 2006, the company has not been able to identify such suppliers and the information required under the said Act could not be compiled and disclosed.
- 6 During the year under review Company has converted 5268000 Unsecured Convertible Debentures each of ₹ 100/- in to 29,26,667 Equity Shares of ₹ 10/- each at a premium of ₹ 170/- per share on preferential basis as per SEBI (ICDR) Regulations, 2009 after obtaining necessary approvals from Board of directors, Shareholders and Bombay Stock Exchange Ltd under Clause 24(a) of the listing Agreement.
- 7 The management is of the view that shortfall of between the aggregate book value of quoted investments and the aggregate market value thereof held by the company as long term investment as on 31st March 2013 is temporary and therefore no provision has been made.

		(₹ in Lacs)	
1)	Payment to Auditors	2012-13	2011-12
a)	Statutory Auditors		
i)	Auditors Fees	6.00	6.00
ii)	As Advisor, or in any other capacity in respect of:		
i)	Taxation Matters	-	-
ii)	Certification and Other Matters	1.50	0.35
iii)	Tax Audit Fees	1.00	-
iv)	Reimbursement of Service Tax	1.05	0.78
v)	Reimbursement of Out of Pocket Expense	-	-
	Total :	9.55	7.13

- 9 (a) No commission (Previous Year ₹ NIL) has been paid to the Managing Director / Dy. Managing Director for the year under review in view of resolution passed by the Board of directors and as agreed by the Managing Director. Computation of Net Profit as per Section 349 read with Section 309(5) and section 198 of the Companies Act, 1956 therefore has not been furnished for the year under review.

- (b) Director's Remuneration :

		(₹ in Lacs)	
Particulars		2012-13	2011-12
i.)	Salary	18.31	27.02
ii.)	Contribution to Provident & other Funds	1.18	1.18
iii.)	Other Perquisites	2.17	2.02
	Total :	21.66	30.23

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013**

- 10 i) Major components of deferred tax assets and liabilities arising on account of timing difference are :

(₹ in Lacs)					
		As at March 31, 2013		As at March 31, 2012	
		Assets	Liabilities	Assets	Liabilities
a)	Depreciation	-	46.07	-	46.07
Total		0.00	46.07	0.00	46.07

- ii) Total income of the company chargeable to tax is being determined by the company in accordance with provisions of the Income Tax Act, 1961 after considering allowances, claims and relief available to the Company. As the company is having accumulated losses and unabsorbed depreciation as per books of account and also under the Income Tax Act, 1961, The company has been advised that under the circumstances it shall have no liability under the Income Tax Act, 1961 and therefore no provision has been made in books of the company.

- 11 ₹ 23.04 lacs being net gain (Previous year ₹ 13.48 Lacs being net gain) on account of exchange difference have been adjusted in the respective heads of account in the profit & loss account.

- 12 Earning per share (EPS) – EPS is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Numbers used for calculating basic and diluted earnings per equity shares are stated below :

Particulars	For the year ended	For the year ended
	31-Mar-2013	31-Mar-2012
Profit /(loss) before tax & exceptional items (₹ in Lacs)	2151.82	2137.71
Exceptional income/-expenditure (₹ in Lacs)	-	-
Profit /(-loss) After Tax (₹ In Lacs)	2151.82	2183.22
No of shares (In lacs)	155.397	126.13
Basic and Diluted EPS (₹)	13.85	17.31
F.V of shares	10	10

13 **Accounting Standard (As-15) on Employee benefits**

Provident Fund Contribution by the Company :

Contributions are made to Recognized Provident Fund/Government Provident Fund, Family Pension Fund, ESIC and other Statutory Funds which covers all regular employees. While both the employees and the Company make predetermined contributions to the Provident Fund and ESIC, contribution to the Family Pension Fund are made only by the Company. The contributions are normally based on a certain proportion of the employee's salary. Amount recognized as expense in respect of these defined contribution plans, aggregate to ₹ 7.79 Lacs (Previous Year ₹ 9.89 Lacs).

	Year ended 31st March 2013	Year ended 31st March, 2012
Contribution to Provident Fund	4.26	5.41
Contribution to Employees	3.53	4.48

State Gratuity Benefits Insurance Scheme (E.S.I.C.) & Contribution to Labour Welfare Fund

Gratuity Benefits :

In respect of Gratuity, the Company has taken policy No. 40001067 from Reliance Life insurance Co. Limited. and from Future Generali insurance Co. Limited. The Defined Benefit Obligation as at 31.03.2013 works out to ₹ 20.86 lacs, Actuarial Valuation for Compensated Absences is done as at the year end and the provision is made for all regular employees on the basis Actuarial Valuer's certificate.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

Defined Benefit Plan- Gratuity (As per Actuarial Valuation as on 31st March 2013)

₹ Lacs

Defined Benefit Plan –Gratuity (As per Actuarial Valuation)	As on 31st March,2013
GRATUITY	
Fully Funded	
Reliance Life Insurance	14.23
Future Generali Insurance	4.53
I Change in Obligation during the year ended on 31st March 2013	
1 Present Value of obligation as at 01-04-2012	18.92
2 Interest Cost	0
3 Current service Cost	1.27
4 Actuarial (gain)/loss on obligation	
5 Benefits paid	1.23
6 Present Value of obligation as at 31-03-2013	20.86
II Change in Assets during the year ended on 31st March 2013	
1 Plan assets as at 01-04-2012	18.92
2 Expected Return on Plan assets	0
3 Contribution by the Employer	1.27
4 Actual benefits paid	1.23
5 Actuarial Gains/(Losses)	-0.20
6 Plan assets as at 31-03-2013	18.76
III Net Asset/(Liability)recognized in the Balance Sheet as at 31-03-2013	
1 Present Value of defined obligation as at 31-03-2013	20.86
2 Fair value of plan assets as at 31-03-2013	18.76
3 Fund status (Surplus/(deficit)) as at 31-03-2013	-2.10
4 Net Assets/(Liability) as at 31-03-2013	20.86
IV Expenses recognised in Profit & Loss Account for the year ended 31-03-2013	
1 Current service cost	1.27
2 Interest cost	0
3 Expected return on plan assets	0
4 Net Actuarial (gain)/loss(net of Opening Actuarial Gain(Loss) adjustment)	-2.10
5 Expenses recognised in Profit & Loss Account	1.44
V The major categories of plan assets as a percentage of total plan	
Not applicable as the plan is administered by Reliance Life insurance & Future Generally Insurance Company Limited.	
VI Method of Valuation Projected	Unit Credit Method
VII Actuarial Assumptions	
1 Discount Rate	8.00% per Annum
2 Expected rate of return on plan assets	
3 Mortality Table	
4 Retirement Age	58 years
5 Salary escalation	5.50%

- 14** Based on guiding principles given in Accounting Standard on "Segment Reporting"- AS 17 as specified in the Companies (Accounting Standard) Rules, 2006 (as amended), single financial report contains both Standalone Financial Statement and Consolidated Financial Statement of the Company. Hence, the required segment information has been appended in the Consolidated Financial Statements (CFS).

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

- 15 Related party disclosures as required by Accounting Standard AS-18 issued by the Institute of Chartered Accountants of India are given below Name of the related party and nature of relationship where control exists :

Subsidiary company

1 Metrochem Capital Trust Limited

Associates Companies

Anil Dyechem Industries Pvt. Ltd

Harvest Trade Finvest Pvt.Ltd.

Maiden Tradefin Pvt. Ltd.

Minerva Dyechem Industries P.Ltd.

Bloom Investment & Trading Pvt.Ltd.

Charm Trading & Investment Pvt.Ltd.

Search Invatrade Pvt. Ltd.

Sparkling Tradefin Pvt. Ltd.

Spring Trading And Investment Pvt. Ltd.

Ornet Infrastructure Pvt.Ltd.

Progressive Invatrade Pvt.Ltd.

DK Metro Procon Private Limited

Key Management Personnel

Shri Gautam M. Jain

Shri Rahul Jain

Relatives of Key Management Personnel and their Enterprises

Mahendra Mithalal HUF

Rajendra Anil HUF

Suhani M. Shah

Nitu G. Jain

Mithalal Rajendra HUF

M. G. & Sons HUF

Mithalal Mukanchand B. HUF

Anil M Jain HUF

Sumitradevi M. Shah

Asha R. Jain

Aarti P. Jain

Krati R. Jain

Mahendra Anil HUF

Gautam Rajendra HUF

Mishal M. Shah

Yash Anil Jain

Ankit Rajendra Jain

Rajendra Mithalal HUF

Bhavna G. Jain

Mithalal Gautamkumar HUF

Mithalal M. Shah

Ritu A. Jain

Ritu (Ekta) G. Jain

Gautam Anil HUF

Rajendra Mithalal HUF

Arun R. Jain

Mithalal Mukanchand HUF

Rajendra Jain HUF

Rajendra Gautam Bros. HUF

Anil Mahendra HUF

Gautamkumar Mithalal HUF

Mahendra M. Shah

Santosh M. Shah

Metrochem Industries

Related Party Disclosures:

In accordance with Accounting Standard 18 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India, the company has compiled the required information in the table below.

Sr. no.	Nature of Transactions	Subsidiaries	Associate Companies Personnel	Key Management	Relatives of Key Management Personnel	Total
1	Remuneration			18.31	2.05	20.36
2	Sale of Fixed Assets				131.47	131.47
3	Reimbursement of expenses			2.17		2.17
4	Interest expenses on intercorporate deposits taken	8.95	118.07			127.02
5	Intercorporate deposits taken during the year		1594.59			1594.59
6	Intercorporate deposits Repaid during the year	3.1	1252.33			1255.43
7	Outstanding inter corporate deposits payable	185.38	1733.83			1919.21
8	Investment in shares of Associate companies		106.82			106.82
9	Loan given		77.35			77.35
10	Interest receivable		274.26			274.26
11	Outstanding loans receivable		2582.05			2582.05
	Total	197.43	7739.3	20.48	133.52	8090.73

The transactions were carried out with the related parties in the ordinary course of business.

There are no write offs/write back of any amounts for any of the above parties.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013
15 Contingent Liabilities:

	₹ in Lacs	
a) Particulars	2012-13	2011-12
Income Tax	145.44	145.44
VAT/Sales Tax	53.09	53.09
Excise Duty (Interest thereon not ascertainable at present)	196.24	196.24
Others	1.80	1.80

b) During 1993, the Company had imported plant and machinery under Export Promotion Capital Goods Scheme ('EPCG') at concessional rate of custom duty against export obligation under the said Scheme. As the Company could complete only partial Export obligation, it has received a notice of demand from Directorate General of Foreign Trade ('DGFT'). The Company has paid the entire differential duty amount for ₹ 94, 68,900 on 10.05.2011 and has made necessary submissions before the authorities. In view of this submission and pending decision of forum, interest liability is not ascertainable.

c) The company has committed delays in payment of Provident fund dues from 1997 to 2008. As the BIFR Scheme has abated, the company may be liable to pay interest on account of delayed payments and / or penalty which is unascertainable.

17 Other Additional Information
a) Raw Materials Consumption

	Year Ended March 31, 2013		Year Ended March 31, 2012	
	Qty. (Mts)	Value ₹/Lacs	Qty. (Mts)	Value ₹/Lacs
RAW MATERIAL				
C.S.LYE (ASIS) & C.S.LYE (REAL)(DYES)	7.76	1.98	12.93	2.82
OLEUM 23 % & 65%	313.88	20.25	501.93	30.66
SODIUM SULPHATE	-	-	3.3	0.03
SULPHURIC ACID	398.25	20.41	646.38	31.20
REFINED SALT	207.55	37.23	334.95	46.67
COMMON SALT	5.50	0.18	10.05	0.32
V.S. OF ANILINE (PURCHASE)	320.97	495.59	516.84	664.37
Others	-	-	-	7.45
Total Raw Material Consumed		575.64		783.52

b) Value of Imports on CIF Basis

Particulars	2012-13	2011-12
Raw Material	—	—
Capital Goods	—	—

c) Consumption of Raw Materials

	Year ended March 31, 2013		Year ended March 31, 2012	
	(₹/Lacs)	%	(₹/Lacs)	%
Imported(including Import Duty content)	-	-	-	-
Indigenous	575.64	100	783.52	100
Total	575.64	100	783.52	100

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013**

d) Expenditure in Foreign Currency incurred during the year

	Year ended March 31, 2013 (₹/Lacs)	Year ended March 31, 2012 (₹/Lacs)
Foreign Bank Charges	0.22	0.31
Foreign Travelling Expenses	21.95	4.67

e) Earning in Foreign Currency during the year.

Direct Exports (FOB Value)	317.60	619.03
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As per our report of even date

For AMPAC & ASSOCIATES,
Chartered Accountants**Piyush B Sheth**

Partner

Membership No.: 44062

FRN : 112236W

Ahmedabad

May 30, 2013

Nitin Shah

Company Secretary

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

Chairman & Managing Director

Sandeep Bhandari

Director

Rahul Jain

Executive Director

Ahmedabad

May 30, 2013

Statement pursuant to Section 212 of Companies Act 1956 related to Subsidiary company

Sr.No.	Name of Subsidiary Company	
1	Financial year of the subsidiary company ended on	31.03.2013
2	Holding Company's interest	
	(a) number of share fully paid	570000
	(b) extent of holding	70%
		₹ In lacs
3	Capital	181.5
	Reserves/Translation Reserves	189.00
	Debit Balance of Profit & loss A/c	0
	Total Assets (Fixed Assets + Investments +Current Assets + Deferred Tax Assets)	370.62
	Total Liabilities (Debt + Current Liabilities +Deferred Tax Liabilities)	0.35
	Investments	14.75
	Income	9.75
	Profit before Tax	7.55
	Provision for Tax	-
	Profit After Tax	7.55
	Dividend	-

To,
The Board of Directors
M/s. Metroglobal Limited
101, 1ST FLOOR, MANGAL DISHA,
NR. GURUGANGESHWAR TEMPLE,
6TH ROAD, KHAR (WEST),
MUMBAI-400052

Maharashtra

Dear Sirs

Report on the Consolidated Financial Statements of
METROGLOBAL LIMITED – for the Year ended March 31, 2013

- 1.0 We have examined the attached Consolidated Balance Sheet of **METROGLOBAL LIMITED** and its one subsidiary (i.e. METROCHEM CAPITAL TRUST LIMITED) as at March 31, 2013, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year ended on that date.
- 2.0 These Consolidated financial statements are the responsibility of the management of M/S.METROGLOBAL LIMITED. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
- 3.0 We have conducted our audit in accordance with generally accepted auditing standards in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 4.0 We did not audit the financial statements of Metrochem Capital Trust Limited whose financial statements have been audited by other auditors whose report has been furnished to us. Our opinion is based solely on the report of such other auditors.
- 5.0 We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements, issued by The Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of METROGLOBAL LIMITED and its one subsidiary included in the consolidated financial statements.
- 6.0 On the basis of the information and explanations given to us and on the consideration of the separate audit reports on individual audited financial statements of METROGLOBAL LIMITED and its aforesaid one subsidiary we are of the opinion that the attached Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India :
 - a) In the case of the Consolidated Balance Sheet of the state of affairs of METROGLOBAL LIMITED and its subsidiary as at 31st March, 2013,
 - b) In the case of Consolidated Statement of Profit and Loss profit of METROGLOBAL LIMITED and its subsidiary for the year ended on that date; and
 - c) In the case of the Consolidated Cash Flow Statement, of the cash flows of METROGLOBAL LIMITED and its subsidiary for the year ended on that date.

For AMPAC & ASSOCIATES
Chartered Accountants

Mumbai
30th May , 2013

Piyush B Sheth
(Partner)
Membership No.: 44062
FRN: 112236W

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2013

	Note No.	As at March 31, 2013 (₹/lacs)	As at March 31, 2012 (₹/lacs)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	1,553.97	1,261.30
(b) Reserves and Surplus	3	16,404.10	9,636.35
Sub total		17,958.07	10,897.65
Minority Interest	4	243.09	235.23
(2) Non-Current Liabilities			
(a) Long-term borrowings	5	3,335.87	8,464.02
(b) Deferred tax liabilities (Net)		46.07	46.07
Sub total		3,381.94	8,510.09
(3) Current Liabilities			
(a) Short-term borrowings	6	1,637.76	1,546.76
(b) Trade payables		266.50	192.16
(c) Other current liabilities		135.88	140.85
(d) Short-term provisions		373.05	302.84
Sub total		2,413.19	2,182.61
Total		23,996.29	21,825.58
II. Assets			
(1) Non-current assets			
(a) Fixed assets	7		
(i) Tangible assets		502.08	512.17
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		250.47	473.67
Sub total		752.55	985.84
(b) Non-current investments	8	827.59	893.41
(c) Long term loans and advances	9	11,681.29	11,107.49
(d) Other Non current assets	9	65.26	73.04
		13,326.69	13,059.78
(2) Current assets			
(a) Inventories	10	1,418.26	93.79
(b) Trade receivables	10	635.92	786.47
(c) Cash and cash equivalents	10	1,473.31	623.65
(d) Short-term loans and advances	10	7,142.11	7,261.90
		10,669.60	8,765.81
Total		23,996.29	21,825.58

Significant accounting policies 1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For AMPAC & ASSOCIATES,
Chartered Accountants

Piyush B Sheth

Partner

Membership No.: 44062

FRN : 112236W

Ahmedabad

May 30, 2013

Nitin Shah

Company Secretary

For & on behalf of the Board

Gautam M. Jain

Chairman & Managing Director

Sandeep Bhandari

Director

Rahul Jain

Executive Director

Ahmedabad

May 30, 2013

**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2013**

	Note No	2012-13 (₹/lacs)	2011-12 (₹/lacs)
I. Revenue from operations	11	19,678.57	14,541.82
II. Other Income	12	629.97	295.55
III. Total Revenue (I +II)		20,308.55	14,837.37
IV. Expenses:			
Cost of materials consumed	13	575.64	783.52
Purchase of Stock-in-Trade		16,855.21	11,002.05
(Increase)/Decrease in Finished goods, Work In Progress & Stock in Trade	14	5.87	192.79
Employee benefit expense	15	95.90	107.87
Financial costs	16	99.86	86.96
Depreciation and amortization expense		38.40	53.63
Other expenses	17	407.34	464.51
IV. Total Expenses		18,149.19	12,691.34
V. Profit/(Loss) before exceptional and extraordinary items and tax (III - IV)		2,159.36	2,146.03
VI. Exceptional Items Profit/(loss) on sale of Fixed Asset		-	-
VII. Profit/(Loss) before extraordinary items and tax (V - VI)		2,159.36	2,146.03
VIII. Extraordinary Items		-	-
IX. Profit/(Loss) before tax (VII - VIII)		2,159.36	2,146.03
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax asset/(liability) written off		-	(45.51)
(3) Earlier year excess(-)/short(+) provisions for tax		-	-
		-	(45.51)
XI. Profit/(Loss) after Tax before Prior Period (IX-X)		2,159.36	2,191.54
XII Prior Period expenditure/(income)		-	-
XIII Profit/(Loss) after Tax after Prior Period (XI-XII)		2,159.36	2,191.54
XIV Earning per equity share:			
(1) Basic		13.90	17.38
(2) Diluted		13.90	17.38

Significant accounting policies

1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For AMPAC & ASSOCIATES,
Chartered Accountants**Piyush B Sheth**
Partner
Membership No.: 44062
FRN : 112236W
Ahmedabad
May 30, 2013**Nitin Shah**
Company Secretary**For & on behalf of the Board****Gautam M. Jain** Chairman & Managing Director**Sandeep Bhandari** Director**Rahul Jain** Executive DirectorAhmedabad
May 30, 2013

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

	Year Ended March 31, 2013 (₹ in lacs)	Year Ended March 31, 2012 (₹ in lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax	2159.37	2146.03
Adjustments for		
Depreciation	38.40	53.63
Impairment expense	70.96	0.00
Misc. Expenditure w/off	14.53	37.02
Interest paid	99.86	86.96
Loss/-(Profit) on Sale of Fixed Assets	-119.05	1.51
Loss/(Profit) on Sale of Investments	-37.89	-34.06
	66.81	145.07
Operating Profit before Working Capital Changes	2226.18	2291.09
Adjustments for		
Trade Receivables (Incl. export bill purchased/negotiated)	144.72	1333.55
Other Receivables	164.22	-2279.29
Inventories	-1324.55	171.59
Trade Payables & Provisions	-221.77	-197.87
	-1237.38	-972.02
Cash generated from Operations	988.80	1319.07
Direct Taxes paid /Refund Received	452.98	-177.02
Cash flow before Extraordinary items	1441.78	1142.05
Net Cash flow from Operating Activities	1441.78	1142.05
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets & Capital WIP (net of Sale proceeds)	312.00	-272.66
Long term investments	27.93	-62.33
Net Cash used in Investing Activities	339.93	-334.99
C. CASH FLOW FROM FINANCING ACTIVITIES		
Advances to Suppliers, Contractors & Others	-561.04	-383.97
Unsecured Loans	230.85	-1044.65
Deposit with Other Companies	-502.09	-950.00
Interest paid	-99.77	-86.96
Net Cash used in Financing Activities	-932.05	-2465.59
D. NET CASH INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	849.66	-1658.52
Opening Balance of Cash & Cash Equivalents	623.65	2282.17
Closing Balance of Cash & Cash Equivalents	1473.31	623.65

This is the Cash flow statement referred in our report of even date

For AMPAC & ASSOCIATES,

Chartered Accountants

Piyush B Sheth

Partner

Membership No.: 44062

FRN : 112236W

Ahmedabad

May 30, 2013

Nitin Shah
Company Secretary

For & on behalf of the Board

Gautam M. Jain

Chairman & Managing Director

Sandeep Bhandari

Director

Rahul Jain

Executive Director

Ahmedabad

May 30, 2013



AUDITORS' REPORT

We have examined the attached Consolidated Cash Flow Statements of Metroglobal Ltd. for the year ended on the 31st March 2013. The statement has been prepared in accordance with the requirements of Listing Agreement Clause No.32 with Stock Exchange and is based on and in agreement with the corresponding Profit and Loss Accounts and the Balance Sheets of the company covered by our report of even date to the members of the Company.

For AMPAC & ASSOCIATES

Chartered Accountants

Ahmedabad
May 30, 2013

Piyush B Sheth

(Partner)

Membership No.: 44062

FRN: 112236W

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013**1. Statement of Accounting Policies****A. Basis of Accounting**

The financial statements are prepared under historical cost convention in accordance with the generally accepted accounting principles as adopted consistently by the company and comply with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India referred to in Section 211 (3C) of the Companies Act, 1956. The preparation of financial statements in conformity with Accounting Standards requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of financial statements and the reported amounts of revenues and expenses during the reporting period.

B. Principle of consolidation

The Consolidated financial statements relate to Metroglobal Limited and its subsidiary company Metrochem Capital Trust Limited (MCTL). The consolidated financial statements have been prepared on the following basis.

- The financial statements of the company and its subsidiary company have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses.
- The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.
- The excess cost of the company of its investments in the subsidiary Company is recognised in the financial statements as goodwill.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	As at	As at
	31st March, 2013 (₹/lacs)	31st March, 2012 (₹/lacs)
NOTE-2 :		
SHARE CAPITAL		
AUTHORIZED, ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL		
Authorised Share capital		
95000000 (95000000) Equity Shares of ₹ 10/- each	9,500.00	9,500.00
25000000 (25000000) Cumulative/Non-Cumulative, Redeemable, Convertible/Non-convertible Preference Shares of ₹ 10/- each	2,500.00	2,500.00
	12,000.00	12,000.00
Issued, Subscribed & Paid up Share Capital		
15539709 (12613042) Equity Shares of ₹ 10/- each	1,553.97	1,261.30
	1,553.97	1,261.30

The Company has only one class of shares referred to as Equity Shares having par value of ₹ 10/- each. There are no issue of bonus shares during last five financial years.

Shares issued for consideration other than cash during last five financial years:

1,14,33,333 equity shares of ₹ 10 each issued to shareholders of Metrochem Industries Limited pursuant to scheme of arrangement.

	As at 31st March, 2013	As at 31st March, 2012
Reconciliation of No. of Shares	No of shares	No of shares
Equity Shares at the beginning of the year	12,613,042	23,230,429
Less: Reduction in no of shares pursuant to scheme of arrangement	-	10,617,387
Add: Issued during the financial year	2,926,667	-
Equity Shares at the end of the year	15,539,709	12,613,042

Details of Equity Shareholders holding more than 5% shares :

	As at 31st March 2013		As at 31st March 2012	
	No of shares	% held	No of shares	% held
Gautam kumar Mithalal Jain	2,338,380	15.05	1,288,330	10.22
Cheer Trading and Investment pvt Ltd	809,350	5.21	809,350	6.42
Maiden Tradefin Pvt Ltd	1,678,052	10.80	1,678,052	13.30
Search Invatrade Pvt Ltd	984,360	6.33	984,360	7.80
Anil Dyechem Industries Pvt Ltd	906,526	5.84	906,526	7.19
Megha Biotech Pvt Ltd	2,705,667	17.41	N.A	
Worship Trading Pvt Ltd	N.A		631,736	5.09
Gandak Pvt Ltd	N.A		1,105,000	8.76
	9,422,335	60.64	7,403,354	58.78

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	As at	As at
	31st March, 2013 (₹/lacs)	31st March, 2012 (₹/lacs)
NOTE-3		
RESERVE & SURPLUS		
a. Capital Reserve :		
Balance as per last Balance Sheet	1076.05	14.31
Add: Addition during the year	-	1061.74
Closing Balance	1076.05	1076.05
b. Capital Redemption Reserve		
Balance as per last Balance Sheet	1500.00	1500.00
Closing Balance	1500.00	1500.00
c. Securities Premium		
Balance as per last Balance Sheet	3940.68	3940.68
Add: Addition during the year	4975.33	-
Closing Balance	8916.01	3940.68
d. General Reserves :		
Balance as per last Balance Sheet	16821.44	16626.94
Add: Transferred from Profit & Loss Account	200.00	200.00
Add :Share of Minority in profit of Metrochem Capital Trust Ltd.	2.27	2.50
Less :Cumulative dividend related to Preference shareholders	(8.00)	(8.00)
Closing Balance	17015.71	16821.44
d. Debenture Redemption Reserve		
Balance as per last Balance Sheet	300.00	-
Add: Addition during the year	-	300.00
Closing Balance	300.00	300.00
f: Profit & Loss Account		
Balance as per last Balance Sheet	(14001.82)	(15400.18)
Less:Net profit after tax transferred from Statement of P & L	2159.36	2191.54
Add: Appropriation		
Transfer to General Reserve	(200.00)	(200.00)
Transfer to Debenture Redemption Reserve	-	(300.00)
Proposed Dividend	(310.79)	(252.26)
Distribution Tax on Proposed Dividend	(50.42)	(40.92)
Closing Balance	(12403.67)	(14001.82)
TOTAL	16404.10	9636.35

NOTE : 4
MINORITY INTEREST

Shares held by Minority Shareholders in Metrochem Capital Trust Ltd.	24.50	24.50
Share in Share Premium of Metrochem Capital Trust Ltd.	17.13	17.13
Share in General Reserve of Metrochem Capital Trust Ltd.	11.24	11.24
Share in profit/(loss) of Metrochem Capital Trust Ltd.	1.89	2.02
8% Cumulative Redeemable Preference Share Capital	100.00	100.00
Cumulative dividend related to Preference shareholders	88.33	80.33
TOTAL	243.09	235.23

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	As at	As at
	31st March, 2013 (₹/lacs)	31st March, 2012 (₹/lacs)
NOTE : 5		
LONG-TERM BORROWINGS		
Unsecured		
Debentures	1,416.66	6,684.66
1416660 (previous year 6684660) Unsecured Debentures of ₹ 100 each		
Other Unsecured Loan from Corporate Bodies	1,919.21	1,779.36
(The unsecured loan includes loan taken from associate companies @8% p.a. amounting to ₹ 19.19 crores(Previous year RS 14.53 Crores) which is expected to be paid within a period of 2-5 years. The remaining unsecured loan is repayable within a period of 2-3 years & rate of interest for the same is ranging between 12-16% p.a.)		
Sub Total	3,335.87	8,464.02
	3,335.87	8,464.02
NOTE :6		
CURRENT LIABILITIES		
(a) Short term Borrowings		
Secured Loan i.e cash credit account from State Bank Of India	964.18	-
Unsecured Loan from Corporate Bodies	673.58	1,546.76
Sub Total	1,637.76	1,546.76
(b) Trade Payables		
Sub Total	266.50	192.16
(c) Other Current Liabilities		
i) Unpaid Dividend	20.45	20.31
ii) statutory dues	26.45	28.80
iii) Advance received from Customers	-	10.00
iv) Outstanding expense	6.49	9.33
v) Other Payables	82.49	72.41
Sub Total	135.88	140.85
(d) Short Term Provisions		
i) Provision for Employee benefits	11.84	9.66
ii) Provison for dividend	310.79	252.26
iii) Provison for dividend distribution tax	50.42	40.92
Sub Total	373.05	302.84
TOTAL	2,413.19	2,182.61

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

(₹/lacs)

**NOTE 7 :
FIXED ASSETS**

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	AS AT 01.04.2012	ADDIT- IONS	DEDUC- TIONS	AS AT 31.03.13	AS AT 01.04.12	FOR THE YEAR	ADJUST- MENT	AS AT 31.03.13	AS AT 31.03.12
A) Tangible Assets									
Land Freehold	182.63		12.42	170.21	-	-	-	170.21	182.63
Factory Building	231.25			231.25	149.38	9.71		72.16	81.88
Office Building	140.75			140.75	53.45	6.60		80.70	87.30
Plant & Machinery	2058.26			2058.26	2058.26			-	-
Electric Installation	100.90			100.90	97.56			3.34	3.34
Laboratory Equipments	188.25			188.25	187.81			0.44	0.44
Office Equipments	160.22	10.60		170.82	80.88	1.18		88.76	79.34
Furniture & Fixtures	56.59	30.14		86.73	50.42	0.06		36.25	6.17
Vehicles	170.45			170.45	99.38	20.85		50.22	71.07
Total Tangible Assets	3289.30	40.74	12.42	3317.62	2777.14	38.40		502.08	512.17
Intangible Assets	-	-	-	-	-	-		-	-
Total Tangible Assets	-	-	-	-	-	-		-	-
<i>Capital Work in Progress</i>	473.67		223.20	250.47				250.47	473.67
TOTAL	3762.97	40.74	235.62	3568.09	2777.14	38.40		752.55	985.84
<i>Previous Year</i>	<i>(3539.48)</i>	<i>(273.64)</i>	<i>(50.15)</i>	<i>(3762.97)</i>	<i>(2771.15)</i>	<i>(53.63)</i>	<i>(47.65)</i>	<i>(985.84)</i>	<i>(768.32)</i>



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	As at	
	31st March, 2013 (₹/lacs)	31st March, 2012 (₹/lacs)
NOTE 8		
(A) Trade Investments (Unquoted at cost)		
(a) Investment in Equity shares		
(i) In associate companies		
170 (170) Equity Shares of Anil Dyechem Ind. Pvt. Ltd. of ₹ 1000/- each fully paid up	3.42	3.42
357540 (357540) Ornet Infrastructure P.Ltd.Share A/c of of ₹ 10/- each fully paid up	106.37	106.37
(ii) Other companies		
200 (200) Equity Shares of Green Environment Services Co-op Society Ltd. of ₹ 100/- each fully paid up	0.20	0.20
	109.99	109.99
(b) Investment in debentures or bonds		
NIL (500) Rural Electrification Corporation Ltd. Bonds of ₹ 1000 each Fully paid up	-	50.00
MILESTONE BULLION SERIES-I A/C Bond Partly Paid up	42.17	49.96
	42.17	99.96
Subtotal	152.16	209.95
(B) Other Investments (Quoted at cost)		
(a) Investment in Equity shares		
(i) Other Listed Companies	527.93	535.96
(b) Investment in debentures or bonds		
2500 (2500) Sun BNP PSU Fund Units of ₹ 1000 each Fully paid up	25.00	25.00
100000 (100000) Reliance Small Cap Fund of ₹ 10 each fully paid up	10.00	10.00
64074 (64074) MOTILAL OSWAL MOST SHARES M50 of ₹ 10 each fully paid up	50.00	50.00
50 (50) NIFTY Bonds of ₹ 100000 each Fully paid up	52.50	52.50
100000 (100000) SBI PSU FUND of ₹ 10 each Fully paid up	10.00	10.00
	147.50	147.50
Subtotal	675.43	683.46
TOTAL	827.59	893.41

Notes :**1. Aggregate Value of Investments**

Quoted : Cost	675.43	683.46
Market Value	626.78	571.76
Unquoted	152.16	209.95

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	As at	As at
	31st March, 2013 (₹/lacs)	31st March, 2012 (₹/lacs)
NOTE 9		
a) Long Term Loans and Advances :		
Security deposit (Unsecured, considered good)	14.13	11.25
Loans and advances to Partnership Firms in which the company is a Partner (Unsecured, considered good)	3419.45	2928.80
Loans and advances to company in which the company is a shareholder (Unsecured, considered good)	2582.06	2257.80
Loans and advances to Suppliers ,Contractors & others		
Secured, considered good	2355.72	2998.72
Unsecured, considered good	3167.28	2761.83
Unsecured, considered doubtful	558.64	565.08
Less: Provison for bad debts	(415.98)	(415.98)
Sub-Total	11681.29	11107.49
b) Other Current Assets :		
Deferred Revenue Expenditure	65.26	73.04
Sub-Total	65.26	73.04
TOTAL	11746.55	11180.53

NOTE 10

A) Inventories :		
Stores & Spares (at lower of cost or net realizable value)	13.81	13.43
Packing Materials (at lower of cost or net realizable value)	3.64	1.29
Stock in Trade :		
Traded Goods (at lower of cost or net realizable value)	356.68	0.09
Raw Materials (at lower of cost or net realizable value)	15.83	65.51
Work in Process (at cost)	19.60	13.47
Work in Process of Real Estate projects (at cost)	1008.70	-
Sub-Total	1418.26	93.79
B) Sundry Debtors (Unsecured) :		
Due over six months considered good	5.91	5.91
considered doubtful	323.15	323.15
Less: Provison for bad debts	(323.15)	(323.15)
	5.91	5.91
Others (considered good)	630.01	780.56
Sub-Total	635.92	786.47
C) Cash & Bank Balances :		
Cash on Hand	10.86	8.70
Balances with Scheduled Banks :		
In Current Accounts	67.60	47.81
In Fixed Deposit Accounts	324.85	497.14
Balances In Liquid Funds	1070.00	70.00
Sub-Total	1473.31	623.65

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	As at	As at
	31st March, 2013 (₹/lacs)	31st March, 2012 (₹/lacs)
D) Short Term Loans and Advances :		
Deposits with Other Companies		
Unsecured, considered good	1702.09	1200.00
Secured, considered good	400.00	707.82
Balances with Government	338.67	337.89
Loans and advances to Suppliers ,Contractors & others		
Secured, considered good	306.50	2556.89
Unsecured, considered good	3742.47	1315.02
Income Tax Refund Receivable (Net of provision)	643.50	1096.48
Export Benefits Receivable	8.88	47.80
Sub-Total	7142.11	7261.90
TOTAL	10669.60	8765.81

NOTE- 11
REVENUE FROM OPERATIONS

SALES - Domestic (including Indirect Exports)	17,435.09	11,648.85
- Exports	317.60	619.03
	17,752.69	12,267.88
Less: Excise Duty	(55.81)	(45.69)
	17,696.88	12,222.19
Interest Income	1,901.94	2,055.26
Profit on relenquishment of property right	-	256.00
Profit of partnership firm	79.75	8.37
TOTAL	19,678.57	14,541.82
Sale of products comprises :		
<u>Manufactured goods</u>		
Dyes Intermediates		
Local	507.31	443.60
Export	317.60	619.03
Total - Sale of manufactured goods	824.91	1,062.64
<u>Traded goods</u>		
Dyes intermediates, other chemical products & Metals	16,871.97	11,159.55
Total - Sale of traded goods	16,871.97	11,159.55
Total - Sale of products	17,696.88	12,222.19

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013**

	2012-13 ₹ in Lacs	2011-12 ₹ in Lacs
NOTE- 12		
OTHER INCOME		
Profit /(loss) on Sale of Fixed Assets (Net)	119.05	(1.51)
Export Incentives	4.79	3.23
Miscellaneous	43.99	164.09
Profit/(loss) on Sale of Investments (Net)	37.89	34.06
Qty. Sale of Effluent Treatment (GESL)	171.00	16.25
income tax refund	83.83	74.20
Luxuria Sales of Flat A/c	165.00	-
Dividend income	4.43	5.22
TOTAL	629.97	295.55

NOTE- 13		
COST OF MATERIALS CONSUMED		
Opening Stock	62.03	42.38
Add: Purchase of Raw Material	541.82	803.17
Less:Sale of Raw Material	(12.38)	-
Less:Closing Stock	(15.83)	(62.03)
TOTAL	575.64	783.52

NOTE- 14		
(INCREASE)/DECREASE IN FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE		
Stock at the Commencement :		
Finished Goods (manufactured products)	-	-
Finished Goods (traded products)	-	162.93
Work in Process (at cost)	25.47	55.33
	25.47	218.26
Stock at the End :		
Finished Goods (manufactured products)	-	-
Finished Goods (traded products)	-	-
Work in Process (at cost)	19.60	25.47
	19.60	25.47
TOTAL	5.87	192.79

NOTE- 15		
EMPLOYEE BENEFIT EXPENSE		
Salaries, Wages and Bonus	85.29	96.49
Contribution to Provident Fund , Family Pension Fund & other contribution	7.98	7.95
Workers & Staff Welfare Expenses	2.63	3.43
TOTAL	95.90	107.87

NOTE- 16		
FINANCIAL COST		
Interest expenditure	99.86	86.96
TOTAL	99.86	86.96

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013**

	2012-13 ₹ in Lacs	2011-12 ₹ in Lacs
NOTE- 17		
OTHER EXPENSES		
Water, Power & Fuel	17.82	25.54
Stores Consumed	1.35	9.94
Machinery Repairs	6.06	4.12
Building Repairs	0.12	1.62
Consumptions of Ice	20.04	26.75
Contract Labor Expenses	16.72	29.69
Laboratory Expenses	0.39	0.08
Effluent Treatment Expenses and Pollution Expenses	9.48	11.56
Metro Luxuria Land Cost A/c	48.75	-
Metro Luxuria Construction Cost A/c	45.80	-
Other Misc. Factory Expenses	2.17	6.12
Rates & Taxes	2.15	10.96
Insurance	2.19	3.10
Postage, Telephone & Stationery	23.67	34.30
Legal & Consultancy Expenses	42.43	85.47
Other Administration Expenses	62.39	71.27
Audit Fees	6.74	6.00
Donation	10.08	11.31
Deferred Revenue Expenditure	14.53	19.17
Misc. Balance Written Off	-	17.86
Packing Expenses	7.22	11.33
Export Expenses	4.17	14.28
Sales Promotion Expenses	34.96	15.13
Hedging a/c	-	6.43
Inland Freight & Cartage	28.13	42.49
TOTAL	407.34	464.51

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

- 1 The Revised Schedule VI has become effective from 1st April 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

2 EXCISE DUTY

Excise Duty on Sales has been disclosed as reduction from the turnover.

- 3 The Ministry of Corporate Affairs, Government of India vide its General Circular No: 2/2011 dated 8th February, 2011 has granted general exemption to the Holding Companies from attaching balance sheets of subsidiary Companies with the balance sheet of the Holding Company as per Section 212(8) of the Companies Act, 1956 subject to fulfillment of certain conditions. Accordingly, the Board of Directors of the Company has passed the resolution giving consent for not attaching the balance sheets of the Subsidiary Companies with that of the Company

- 4 The amounts in the Balance Sheet and Profit and Loss Account are rounded off to the nearest thousand and indicated in lacs of rupees.

- 5 There were no amount overdue and remaining outstanding to small scale and/or ancillary industrial suppliers on account of principal and/or interest as at the close of the year. This disclosure by the Company is based on the information available with the Company regarding the status of the suppliers. In absence of necessary information relating to suppliers registered as Micro, Small and Medium enterprises under the Micro, Small and Medium Enterprises (Development) Act 2006, the company has not been able to identify such suppliers and the information required under the said Act could not be compiled and disclosed.

		(₹ in Lacs)	
		2012-13	2011-12
6			
Payment to Auditors			
a)	Statutory Auditors		
i)	Auditors Fees	6.20	6.20
ii)	As Advisor, or in any other capacity in respect of:		
	i) Taxation Matters	-	-
	ii) Certification and Other Matters	1.50	0.35
	iii) Tax Audit Fees	1.00	-
	iv) Reimbursement of Service Tax	1.07	0.80
	v) Reimbursement of Out of Pocket Expense	-	0.15
Total :		9.77	7.35

- 7 (a) No commission (Previous Year Rs. NIL) has been paid to the Managing Director / Dy. Managing Director for the year under review in view of resolution passed by the Board of directors and as agreed by the Managing Director. Computation of Net Profit as per Section 349 read with Section 309(5) and section 198 of the Companies Act, 1956 therefore has not been furnished for the year under review.

(b) Director's Remuneration :

		(₹ in Lacs)	
Particulars		2012-13	2011-12
i.)	Salary	18.31	27.02
ii.)	Contribution to Provident & other Funds	1.18	1.18
iii.)	Other Perquisites	2.17	2.02
Total :		21.66	30.23

- 8 i) Major components of deferred tax assets and liabilities arising on account of timing difference are :

		(₹ in Lacs)			
		As at March 31, 2013		As at March 31, 2012	
		Assets	Liabilities	Assets	Liabilities
a)	Depreciation	-	46.07	-	46.07
Total		-	46.07	-	46.07

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013**

- ii) Total income of the company chargeable to tax is being determined by the company in accordance with provisions of the Income Tax Act, 1961 after considering allowances, claims and relief available to the Company. As the company is having accumulated losses and unabsorbed depreciation as per books of account and also under the Income Tax Act, 1961, The company has been advised that under the circumstances it shall have no liability under the Income Tax Act, 1961 and therefore no provision has been made in books of the company.
- 9 ₹ 23.04 lacs being net gain (Previous year Rs.13.48 Lacs being net gain) on account of exchange difference have been adjusted in the respective heads of account in the profit & loss account.
- 10 Earning per share (EPS) – EPS is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Numbers used for calculating basic and diluted earnings per equity shares are stated below :

Particulars	For the year	For the year
	ended	ended
	31-Mar-2013	31-Mar-2012
Profit /(loss) before tax & exceptional items (₹ in Lacs)	2159.36	2146.03
Exceptional income/-expenditure (₹ in Lacs)	-	-
Profit /(-loss) After Tax (₹ In Lacs)	2159.36	2146.03
No of shares (In lacs)	155.397	126.13
Basic and Diluted EPS (₹)	13.90	17.38
F.V of shares	10	10

11 Accounting Standard (As-15) on Employee benefits

Provident Fund Contribution by the Company :

Contributions are made to Recognized Provident Fund/Government Provident Fund, Family Pension Fund, ESIC and other Statutory Funds which covers all regular employees. While both the employees and the Company make predetermined contributions to the Provident Fund and ESIC, contribution to the Family Pension Fund are made only by the Company. The contributions are normally based on a certain proportion of the employee's salary. Amount recognized as expense in respect of these defined contribution plans, aggregate to Rs. 7.79 Lacs (Previous Year Rs. 9.89 Lacs).

	Year ended	Year ended
	31st March 2013	31st March, 2012
Contribution to Provident Fund	4.26	5.41
Contribution to Employees	3.53	4.48

State Gratuity Benefits Insurance Scheme (E.S.I.C.) & Contribution to Labour Welfare Fund

Gratuity Benefits :

In respect of Gratuity, the Company has taken policy No. 40001067 from Reliance Life insurance Co. Limited. and from Future Generali insurance Co. Limited. The Defined Benefit Obligation as at 31.03.2013 works out to Rs.20.86 lacs , Actuarial Valuation for Compensated Absences is done as at the year end and the provision is made for all regular employees on the basis Actuarial Valuer's certificate.

Defined Benefit Plan- Gratuity (As per Actuarial Valuation as on 31st March 2013)

Defined Benefit Plan –Gratuity (As per Actuarial Valuation ₹ Lacs
as on 31st March, 2013

GRATUITY

Fully Funded	
Reliance Life Insurance	14.23
Future Generali Insurance	4.53
I Change in Obligation during the year ended on 31st March 2013	
1 Present Value of obligation as at 01-04-2012	18.92
2 Interest Cost	0
3 Current service Cost	1.27
4 Actuarial (gain)/loss on obligation	
5 Benefits paid	1.23
6 Present Value of obligation as at 31-03-2013	20.86

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

II	Change in Assets during the year ended on 31st March 2013	
1	Plan assets as at 01-04-2012	18.92
2	Expected Return on Plan assets	0
3	Contribution by the Employer	1.27
4	Actual benefits paid	1.23
5	Actuarial Gains/(Losses)	-0.20
6	Plan assets as at 31-03-2013	18.76
III	Net Asset/(Liability) recognized in the Balance Sheet as at 31-03-2013	
1	Present Value of defined obligation as at 31-03-2013	20.86
2	Fair value of plan assets as at 31-03-2013	18.76
3	Fund status (Surplus/(deficit)) as at 31-03-2013	-2.10
4	Net Assets/(Liability) as at 31-03-2013	20.86
IV	Expenses recognised in Profit & Loss Account for the year ended 31-03-2013	
1	Current service cost	1.27
2	Interest cost	0
3	Expected return on plan assets	0
4	Net Actuarial (gain)/loss(net of Opening Actuarial Gain(Loss) adjustment)	-2.10
5	Expenses recognised in Profit & Loss Account	1.44
V	The major categories of plan assets as a percentage of total plan	
	Not applicable as the plan is administered by	
	Reliance Life insurance & Future Generali Insurance	
VI	Method of Valuation	Projected unit Credit Method
VII	Actuarial Assumptions	
1	Discount Rate	8.00% per Annum
2	Expected rate of return on plan assets	
3	Mortality Table	
4	Retirement Age	58 years
5	Salary escalation	5.5%

- 12 The Company is engaged in the business of Dyes and Dyes Intermediates Manufacturing, Infrastructure and Realty Segment, Trading and finance during the financial year under review, which in the context of Accounting Standard 17 are considered reportable business segments. Business segment information in pursuance of Accounting Standard 17 have been reported as below :

INFORMATION ABOUT BUSINESS SEGMENTS

₹ in Lacs

	Dyes & Intermediates		Infrastructure and Realty		Trading & Finance		Others Unallocable		TOTAL CONSOLIDATED	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
REVENUE										
External Sales	768.18	1062.64	0.00	0.00	16928.70	11159.55	0.00	0.00	17696.88	12222.19
Inter Segment Sales	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Interest & Dividend Income	0.00	0.00	670.18	485.54	1236.19	1574.94	0.00	0.00	1906.37	2060.48
Total Revenue	813.29	1134.27	835.18	485.54	18660.08	13217.56	0.00	0.00	20308.55	14837.37
Interest expense	0.00	0.00	0.00	0.00	99.86	86.96	0.00	0.00	99.86	86.96
Exceptional Income/- Expenditure	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Profit before tax	24.13	118.55	740.63	485.54	1394.60	1541.94	0.00	0.00	2159.36	2146.03
Income taxes/Deferred Tax	0.00	-45.51	0.00	0.00	0.00	0.00	0.00	0.00	0.00	-45.51
Profit /(loss) After Tax before prior period	24.13	164.06	740.63	485.54	1394.60	1541.94	0.00	0.00	2159.36	2191.54
Pripr Period expenditure	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Profit /(loss) After Tax after prior period	24.13	164.06	740.63	485.54	1394.60	1541.94	0.00	0.00	2159.36	2191.54
Capital Employed	1598.03	1581.61	7943.42	5707.57	9210.02	9667.08	-818.99	-6058.61	17932.48	10873.87

Previous Year figures have been regrouped/reclassified wherever necessary to correspond with the figures for the figures for the year under review.

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013**

- 13 Related party disclosures as required by Accounting Standard AS-18 issued by the Institute of Chartered Accountants of India are given below Name of the related party and nature of relationship where control exists :

Associates Companies

Anil Dyechem Industries Pvt. Ltd
Harvest Trade Finvest Pvt.Ltd.
Maiden Tradefin Pvt. Ltd.
Minerva Dyechem Industries P.Ltd.
Bloom Investment & Trading Pvt.Ltd.
Charm Trading & Investment Pvt.Ltd.

Search Invatrade Pvt. Ltd.
Sparkling Tradefin Pvt. Ltd.
Spring Trading And Investment Pvt. Ltd.
Ornet Infrastructure Pvt.Ltd.
Progressive Invatrade Pvt.Ltd.
DK Metro Procon Private Limited

Key Management Personnel

Shri Gautam M. Jain
Shri H C. Jain

Shri Rahul Jain

Relatives of Key Management Personnel and their Enterprises

Mahendra Mithalal HUF
Rajendra Anil HUF
Suhani M. Shah
Nitu G. Jain
Mithalal Rajendra HUF
M. G. & Sons HUF
Mithalal Mukanchand B. HUF
Anil M Jain HUF
Sumitradevi M. Shah
Asha R. Jain
Aarti P. Jain
Kratil R. Jain

Mahendra Anil HUF
Gautam Rajendra HUF
Mishal M. Shah
Yash Anil Jain
Ankit Rajendra Jain
Rajendra Mithalal HUF
Bhavna G. Jain
Mithalal Gautamkumar HUF
Mithalal M. Shah
Ritu A. Jain
Ritu (Ekta) G. Jain

Gautam Anil HUF
Rajendra Mithalal HUF
Arun R. Jain
Mithalal Mukanchand HUF
Rajendra Jain HUF
Rajendra Gautam Bros. HUF
Anil Mahendra HUF
Gautamkumar Mithalal HUF
Mahendra M. Shah
Santosh M. Shah
Metrochem Industries

Related Party Disclosures:

In accordance with Accounting Standard 18 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India, the company has compiled the required information in the table below.

Sr. no.	Nature of Transactions	Associate Companies	Key Management Personnel	Relative of Key Management Personnel	Total
1	Remuneration/sitting fees		18.31	2.05	20.36
2	Sale of Fixed Assets			131.47	131.47
3	Reimbursement of expenses		2.17		2.17
4	Interest expenses on intercorporate deposits taken	118.07			118.07
5	Intercorporate deposits taken during the year	1594.59			1594.59
6	Intercorporate deposits Repaid during the year	1252.33			1252.33
7	Outstanding intercorporate deposits payable	1733.83			1733.83
8	Investment in shares of Associate companies	106.82			106.82
9	Loan given	77.35			77.35
10	Interest receivable	274.26			274.26
11	Outstanding loans receivable	2582.05			2582.05
	Total	7739.3	20.48	133.52	7893.3

The transactions were carried out with the related parties in the ordinary course of business.
There are no write offs/write back of any amounts for any of the above parties.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013
14 a) Contingent Liabilities:

₹ in Lacs

Particulars	2012-13	2011-12
Income Tax	145.44	145.44
VAT/Sales Tax	53.09	53.09
Excise Duty (Interest thereon not ascertainable at present)	196.24	196.24
Others	1.80	1.80

- b) During 1993, the Company had imported plant and machinery under Export Promotion Capital Goods Scheme ('EPCG') at concessional rate of custom duty against export obligation under the said Scheme. As the Company could complete only partial Export obligation, it has received a notice of demand from Directorate General of Foreign Trade ('DGFT'). The Company has paid the entire differential duty amount for Rs.94, 68,900 on 10.05.2011 and has made necessary submissions before the authorities. In view of this submission and pending decision of forum, interest liability is not ascertainable.
- c) The company has committed delays in payment of Provident fund dues from 1997 to 2008. As the BIFR Scheme has abated, the company may be liable to pay interest on account of delayed payments and / or penalty which is unascertainable
- d) Liability in respect of 8% Cumulative Redeemable Preference shares Dividend Rs.88.33 Lacs. (Previous year Rs.80.33 Lacs)

15 Other Additional Information
a) Raw Materials Consumption

	Year Ended March 31, 2013		Year Ended March 31, 2012	
	Qty. (Mts)	Value ₹/Lacs	Qty. (Mts)	Value ₹/Lacs
RAW MATERIAL				
C.S.LYE (ASIS) & C.S.LYE (REAL)(DYES)	7.76	1.98	12.93	2.82
OLEUM 23 % & 65%	313.88	20.25	501.93	30.66
SODIUM SULPHATE	-	-	3.3	0.03
SULPHURIC ACID	398.25	20.41	646.38	31.20
REFINED SALT	207.55	37.23	334.95	46.67
COMMON SALT	5.50	0.18	10.05	0.32
V.S. OF ANILINE (PURCHASE)	320.97	495.59	516.84	664.37
Others	-	-	-	7.45
Total Raw Material Consumed		575.64		783.52

b) Value of Imports on CIF Basis

Particulars	2012-13	2011-12
Raw Material	—	—
Capital Goods	—	—

METROGLOBAL LIMITED

ATTENDANCE SLIP

Regd. Folio No / DP Client ID : _____

No. of Shares : _____

I certify that I am a registered shareholder / proxy for the registered shareholder of the company.

I hereby record my / our presence at the twentieth Annual General Meeting of the Company held at Hotel Royal Inn, Opp. : Khar Telephone Exchange, Khar (West), Mumbai - 400 052 on Saturday, the 28th September, 2013 at 11.30 a.m.

Member's / Proxy's name in BLOCK letters

Member's / Proxy's Signature

Note: Please fill in the attendance slip and hand it over at the entrance of the Meeting Hall.

METROGLOBAL LIMITED

FORM OF PROXY

Annual General Meeting

Regd. Folio No / DP Client ID : _____

No. of Shares : _____

I/We, _____ of _____ being a member/members of the above named Company hereby appoint _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Saturday, the 28th September, 2013 at Hotel Royal Inn, Opp. : Khar Telephone Exchange, Khar (West), Mumbai - 400 052, at 11.30 a.m. and at any adjourned meeting thereof.

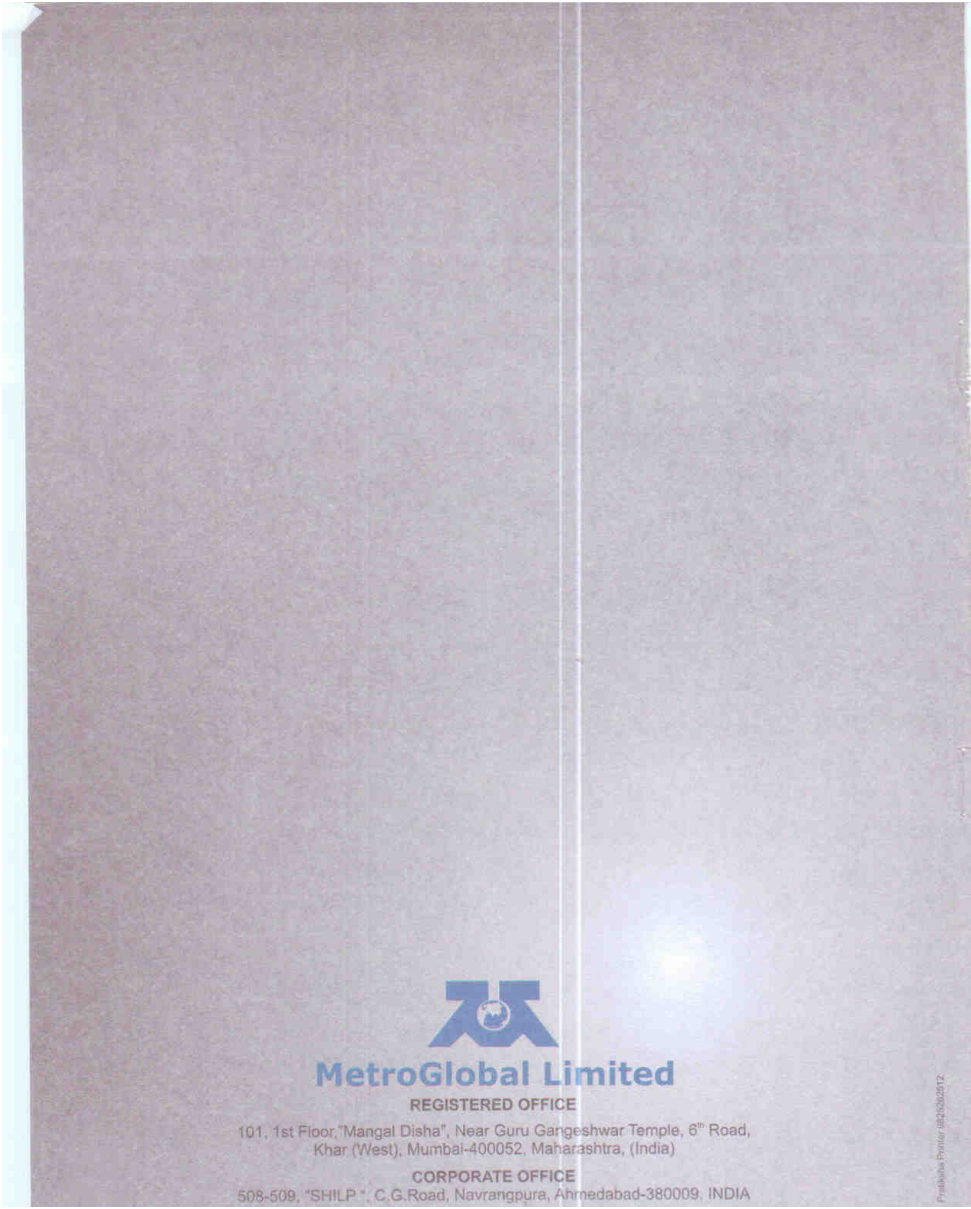
Dated this _____ day of _____, 2013

Affix
Re. 1
Revenue
Stamp

Signature(s) across the Stamp

Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself.
2. A proxy need not be a member.
3. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not later than Forty-Eight hours before the meeting.
4. In case of multiple proxies, proxy later in time shall be accepted.





FORM A

Sr No	Particulars	Compliance
1	Name of the Company	METROGLOBAL LIMITED
2	Annual Financial Statements for the Year ended	31 st March, 2013
3	Type of Observation	Unqualified Report
4	Frequency Of Observation	Not Applicable to our Company

For METROGLOBAL LIMITED,

[Signature]
Managing Director/CEO



For METROGLOBAL LIMITED,

[Signature]
Chief Financial Officer



For AMPAC & ASSOCIATES
Chartered Accountants

P. B. sheth
Partner.

Auditor of the Company



[Signature]
Audit Committee Chairman

CHIEF FINANCIAL OFFICER
METROGLOBAL LIMITED
AUDIT COMMITTEE

Certified True Copy

FOR METRO GLOBAL LIMITED

[Signature]
24/5/2014
COMPANY SECRETARY