



annual report 2015-16



METROGlobal Limited

(CIN No: L21010MH1992PLC069527)



ALIGNMENT – THE HARMONIOUS STRATEGY TO SUCCESS

PAST PERFORMANCE. FUTURE POTENTIAL.

People, organizations and countries are always in a state of change, with interrelated influence and impact. They align, shape or alter one another with far reaching effects. This demands alertness towards fast changing scenarios, active response to a variety of situations and a combination of vision and skills to move forward in harmony testing the caliber of even the best of companies at any time. Every year thus becomes a milestone of efforts, ability and performance. A balance sheet of confidence and commitment.

Your company operating in the trading and realty sector has aligned itself to all stakeholders' interests, the national missions and economy, environment and social goals to try to achieve collective optimization of all resources.

INDIAN ECONOMY – HIGH GROWTH

The Indian economy in 2015–16 grew by 7.9 per cent in March quarter to consolidate its position as the fastest growing major economy with a five-year high growth rate of 7.6 per cent for the full fiscal on robust manufacturing growth.

Indian economy is set to grow in the range of 7.5 to 7.6 per cent in 2015-16 and comes on the back of comprehensive reform measures undertaken by the government especially in the last couple of years. This year's hopefully good monsoon should result in a growth closer to 8 per cent in the coming years.

CONSTRUCTION SECTOR — SLOWDOWN

The Construction and realty sector has witnessed a slowdown in the last year and weakening the growth of domestic sector. The construction sector grew at 4.5 per cent, trade, hotels, transport and communication at 9.9 per cent, financial, real estate and professional services at 9.1 per cent, and public administration, defence and other services at 6.4 per cent in the fourth quarter of 2015-16.

Your Company's performance is also affected during 2015-16 due to poor performance of construction and realty Sector, however management of the company is making sincere efforts for better performance of the Company in coming years.

THE COMPANY – STANDING FIRM

The Company has engaged mainly in trading and realty business during the year under review. The Company has done trading of various items Chemicals, Plastics, Clothes etc. and realty Business.

The revenue from operations of the company from the various segment was ₹ 35919.72 lacs for the year 2015-16 as against the turnover of ₹ 38190.73 lacs during the year 2014-15.

Your Company earned net profit of ₹ 1556.00 lacs during the year 2015-16 as against the profit of ₹ 2353.07 lacs during the year 2014-15.

Looking to the slowdown in the concerned sectors, your company has done well to hold its own in terms of performance and with its focused efforts is all set to do even better.

THE COMPANY PILLARS

Your company has been able to achieve its results due to the collaborative and positive energies and inputs of its dedicated team of managers, employees, other stakeholders guided by the vision and support of the board. I highly appreciate all their contributions deeply. It also gives your company the strength and confidence to tackle the challenges of the future with renewed enthusiasm and assurance.

12th August, 2016


Gautam M. Jain



METROglobal Limited

(CIN No: L21010MH1992PLC069527)

BOARD OF DIRECTORS	: Mr. Gautam M. Jain (DIN No: 00160167) Chairman & Managing Director Mr. Rahul G. Jain (DIN No:01813781) Executive Director Mr. Sandeep S. Bhandari (DIN No: 01379445) Independent Director Mr. Nilesh R. Desai (DIN No: 00414747) Independent Director Mrs. Krati R. Jain (DIN No: 7150442) Woman Director
COMPANY SECRETARY & CHIEF FINANCIAL OFFICER	: Mr. Nitin S. Shah (M. No. 7088)
AUDITORS	: M/s AMPAC & Associates, Chartered Accountants, Mumbai
BANKERS	: State Bank of India Law Garden Branch Navrangpura, Ahmedabad - 380 009.
REGISTERED OFFICE	: 101, 1 st Floor, "Mangal Disha", Near Guru Gangeshwar Temple, 6 th 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	: Metroglobal Limited Plot No 489 to 492. Phase II, GIDC, Vatva, Ahmedabad-382445
SHARE TRANSFER REGISTRAR	: Sharex Dynamic (India) Pvt.Ltd. Unit : Metroglobal Limited (CIN No: 21010MH1992PLC069527) Unit No-1, Luthara Ind. Premises, Andheri Kurla Road, Safed pool, Andheri (E), Mumbai 400 072

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.

NOTICE

NOTICE is hereby given that the **Twenty Fourth Annual General Meeting** of the Shareholders of the Metro Global Limited will be held on Thursday, **29th September, 2016** at 11.30 a.m. at Conference Hall of The Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, 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, 2016 and Statement of Profit and loss account for the financial year ended on 31st March, 2016 together with the reports of the Board of Directors and the Auditors thereon.
2. To Appoint a Director In place of Mr. Sandeep S.Bhandari (Din NO:01379445)who retires by rotation and being eligible, offers himself for re appointment.
3. To re-appoint M/s AMPAC & Associates, Chartered Accountants, (FRN 112236 w) (Membership No:0444062) Mumbai as Auditors, to hold office from the Conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

“RESOLVED that .M/s AMPAC & Associates, Chartered Accountants, (FRN 112236 w) (Membership No:0444062) Mumbai be and are hereby re-appointed as Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Audit Committee of the Board in consultation with the Auditors, which fee may be paid on a progressive billing basis to be agreed between the Auditor and the Audit Committee of the Board or such other officer of the Company as may be approved by the Board/Committee.”

SPECIAL BUSINESS:

4. Re-appointment of Mr.Gautam M.Jain (DIN 00160167), as Executive Chairman and Managing Director of the Company. Consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to recommendation of the Board Governance, Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and As per Article 96 & 99 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Gautam M.Jain (Din: 00160167), as Executive Chairman and Managing Director (designated as “Executive Chairman”) of the Company with effect from 12th November, 2016 to 11th November, 2021, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Gautam M.Jain (Din No: 00160167).

RESOLVED FURTHER THAT the remuneration payable to Mr. Gautam M.Jain (Din No: 00160167), shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

5. Re-appointment of Mr. Rahul G.Jain (DIN 01813781), as Executive Director/Whole Time Director of the Company. Consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION:**

ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to recommendation of the Board Governance, Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 191 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Rahul G.Jain (Din No: 01813781), as Executive Director/ Whole-time Director of the Company with effect from 12th November, 2016 to 11th November, 2021 as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached

hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rahul G.Jain (Din No: 01813781).

RESOLVED FURTHER THAT the remuneration payable to Mr.Rahul G.Jain (Din No: 01813781) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

Registered Office :

101, 1st Floor, "Mangal Disha",
Near Guru Gangeshwar Temple,
6th Road, Khar (West),
Mumbai-400052, Maharashtra, (India)
Date : 12th August, 2016

By the Order of the Board
Sd/-

Nitin S.Shah
Company Secretary
M No. ACS 7088

NOTES :

1. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
2. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Only bona fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and Share Transfer Books of the Company will be closed from 25th September, 2016 to 28th September, 2016 (both days inclusive).
 - a. 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 2008-09 of Metrochem Industries Limited, if any, 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. Please note that for the financial year 2008-2009 Metrochem Industries Limited has not declared dividend.

- b. 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)
9. 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.
10. 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
11. 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.
12. Voting through electronic means:-In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014, the Company is providing e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The detailed process, instructions and manner of e-voting facility is annexed to the Notice.

ANNEXURE 1 TO THE NOTICE

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

Name of Director	Mr. Gautam M. Jain (Din No. 00180167)	Mr. Rahul G. Jain (DIN No:01813781)	Mr. Sandeep S. Bhandari (Din NO:01379445)
Date of Birth	18/06/1952	19/10/1983	19/12/1962
Date of Appointment	14/09/2011	14/09/2011	12/11/2011
Qualification Expertise in specific functional areas as an Industrialis	B.Sc., LL.B. More than 38 years experience in Industries	MBA More than 8 years experience in Industries	MBA, Finance General Manager In Chemicals and other different industries.
List of Companies in which outside Directorship held	1) Anil Dyechem Industries Pvt. Ltd. 2) Maiden Tradefin Pvt. Ltd. 3) Sparklin Tradefin Pvt. Ltd. 4) Minarva Dyechem Industries Pvt. Ltd. 5) Bloom Trading & Investment Pvt. Ltd. 6) Charm Trading & Investment Pvt. Ltd. 7) Progressive Invatrade Pvt. Ltd. 8) Search Invatrade Pvt. Ltd. 9) Metrochem Capital Trust Ltd. 10) D K Metro Procan Pvt. Ltd. 11) Nitrex Chemicals India Ltd. 12) Aksharchem (India) Ltd.	1) Anil Dyechem Industries Pvt. Ltd. 2) Maiden Tradefin Pvt. Ltd. 3) Sparklin Tradefin Pvt. Ltd. 4) Minarva Dyechem Industries Pvt. Ltd. 5) Bloom Trading & Investment Pvt. Ltd. 6) Charm Trading & Investment Pvt. Ltd. 7) Progressive Invatrade Pvt. Ltd. 8) Search Invatrade Pvt. Ltd. 9) Rian Chemicals Pvt. Ltd.	Nil
Chairman / Member of the Committee of the Board of Directors	1 to 10 Companies Listed above as Chairman Chairman of CSR Committee	1 to 9 Companies Listed above as Director	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	Member of CSR Committee in Aksharchem (India) Ltd.	Member of Audit Committee Member of Remuneration Committee and Member of CSR Committee	NIL

Registered Office :

101, 1st Floor, "Mangal Disha",
Near Guru Gangeshwar Temple,
6th Road, Khar (West),
Mumbai-400052, Maharashtra, (India)
Date : 12th August, 2016

By the Order of the Board
Sd/-

Nitin S.Shah
Company Secretary
Membership No. ACS 7088

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to certain Ordinary Business and all the Special Businesses mentioned in the accompanying Notice:

Item No. 3

M/s AMPAC & Associates, Chartered Accountants, (FRN 112236 w) (Membership No:0444062) Mumbai with the Institute of Chartered Accountants of India), Chartered Accountants, were appointed as the statutory auditors of the Company for the financial year 2014-15 at the Annual General Meeting held on 30th September, 2014. M/s AMPAC & Associates, Chartered Accountants, (FRN 112236 w) (Membership No:0444062) Mumbai is proposed to be re-appointed for one year as statutory auditors for financial year 2015-16. As per Section 139(1) of the Companies Act, 2013, a transition period of three years from the commencement of the Companies Act, 2013 is provided to appoint a new Auditor when the existing auditors' firm has completed two terms of five consecutive years with the company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 3.

The Board recommends the resolution at Item No. 3 for approval of the members.

Item No. 4

Mr. Gautam M. Jain, (Din No: 00160167) who was appointed Chairman and Managing Director by the members to hold office upto November 11, 2016, hence continuation of his employment as Executive Chairman and Managing Director requires the approval of members by way of a Ordinary resolution.

Keeping in view that Mr. Gautam M.Jain (Din No: 00160167) has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Gautam M.Jain (Din No: 00160167) as Executive Chairman and Managing Director designated as Executive Chairman.

Mr. Gautam M. Jain (Din No: 00160167) is a graduate in Science from Gujarat University has been at the Metro group since the inception of the Company.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on August 12, 2016 approving re-appointment of Mr.Gautam M. Jain (Din No: 00160167) as Executive Chairman and Managing Director (designated as "Executive Chairman") of the Company for a further period of Five years with effect from November 12, 2016 to November 11, 2021. This is subject to the approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr.Gautam M. Jain (Din No: 00160167) and the terms and conditions of the re-appointment are given below:

- i. Salary: ₹ 2,25,000/- per month which shall be inclusive of all benefits. This remuneration is eligible for revision on a date to be determined by the Remuneration Committee.

Perquisites:

The Executive Chairman shall be entitled to all the perquisites listed herein below in addition to the salary as mentioned above;

- a. Medical Re-imburement: Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family.
- b. Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.
- c. Club Fees: Fees of clubs, subject to a maximum of three clubs.
- d. Personal Accident Insurance/Group Life Insurance: Premium not to exceed ₹ 7200 per annum.

- e. Provident Fund/Pension : Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
- f. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
- g. Use of Car with Driver: The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/rented to, the chairman for business and personal use.
- h. Telephone facility at residence: Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Chairman.
- i. Servant: Reimbursement of servant's salary, subject to a maximum of three servants.
- j. Watchman: Reimbursement of watchman's salary, subject to a maximum of two watchmen.
- k. Gardener: Reimbursement of gardener's salary, subject to a maximum of one gardener.

Other terms and conditions:

- a. In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- b. "Family" means the spouse and dependent children of Mr. Gautam M.Jain.
- c. Leave with full pay and allowances shall be allowed as per the Company's rules.
- d. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- e. No sitting fees shall be paid to the Chairman for attending the meetings of the Board of Directors or Committees thereof.
- f. The Chairman shall not be liable to retire by rotation.
- g. The perquisites as listed in para (iv) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

All other existing terms and conditions for the re-appointment shall remain unchanged.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Gautam M. Jain (Din No: 00160167).

The Board of Directors recommends the resolution in relation to the re-appointment of Executive Chairman and Managing Director, for the approval of the shareholders of the Company.

Notice has been received from member signifying their intention to propose appointment of Mr. Gautam M. Jain (Din No: 00160167) as Executive Chairman and Managing Director of the Company along with a deposit of 1,00,000. The disclosure under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice.

Except Mr. Gautam M.Jain, Mr. Rahul G.Jain & Mrs Krati R.Jain or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 4.

Item No. 5

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Remuneration Committee the Board of Directors of the Company vide resolution passed on August 12,2016 approved re-appointment of Mr.Rahul G. Jain (Din No: 01813781) as Executive Director/ Whole time Director in accordance with the provisions contained in Section 196 and 197 of the Companies Act, 2013 .

Mr.Rahul G. Jain (Din No:01813781) is MBA and more than 8 years working experience in Metro Group.

Approval of the members is required by way of Ordinary Resolution for re appointment and payment of remuneration.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Rahul G. Jain (Din No: 01813781) and the terms and conditions of the appointment are given below:

- i. Salary: ₹ 125000/- per month which shall be inclusive of all benefits. This remuneration is eligible for revision on a date to be determined by the Remuneration Committee.

Perquisites and Benefits

- a. Mr. Rahul G.Jain (Din No: 01813781) will be eligible for a basket of various allowances / reimbursements under METROGLOBAL LIMITED POLICY like Leave Travel Allowance, House Rent Allowance, and Company leased car & accommodation, etc as per Company policy.
- b. Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.
- c. Corporate Club Fees: Fees of identified clubs as per Company policy.
- d. Personal Accident Insurance, Group Life Insurance: Personal accident cover as per the Company policy.
- e. Provident Fund, Pension & Survivor Benefit: Contribution to Provident Fund, Pension Fund and Survivor Benefit as per Company policy.
- f. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
- g. Medical: Reimbursement of self, spouse and two dependent children as per the Company policy. In addition, Mr. Rahul G.Jain (Din No: 01813781) will be entitled to medical insurance and annual health checkup.

All the above perquisites and benefits would be subject to the applicable Company policy.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Rahul G. Jain (Din No: 01813781).

The Board of Directors recommends the resolution in relation to the appointment of Executive Director/ Whole-time Director, for the approval of the members of the Company.

Notice has been received from member signifying their intention to propose appointment of Mr. Rahul G.Jain (Din No: 01813781) as Executive Director/ Whole-time Director of the Company along with a deposit of ₹ 1,00,000. The disclosure under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice.

Except Mr. Rahul G. Jain, Mr. Gautam M. Jain & Mrs Krati R. Jain or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

INSTRUCTIONS FOR VOTING THROUGH E-VOTING

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members the facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

II. The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

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

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on 26-09-2016 at 9.00 a.m. and ends on 28-09-2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 28-08-2016 for cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) The Company has, in compliance with Rule 20 of the (Management and Administration) Rules,2014 appointed Mr. Jatin S. Popat of JSP Associates, Company Secretaries, Membership No: FCS-4047/CP No. 6880 of Mumbai as Scrutinizer (as consented by them to be appointed as scrutinizer) for conducting the electronic process in a fair and transparent manner.
- (E) The scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period unlock the votes in the presence of atleast two (2) witness not in the employment of the Company and make a Scrutinizer's r\Report of the votes cast in favour or against, if any forthwith to the Chairman of the Company.
- (F) The results of the voting (e-voting and physical voting) will be announced within 48 hours of the conclusion of 24thAnnual General Meeting to be held on 29th September,2016.
- (G) E-voting schedule for Shareholders:

Sr No	E-voting Schedule	Implementation Procedure
1	Business may be transacted by electronic Voting	All Resolutions mentioned in the notice may be transacted by means of electronic voting within the time specified below.
2	The date of completion of sending the notices	The Notice dispatch will be completed 25 days prior to the date of Annual General Meeting
3	The date and time of commencement of voting through electronic means	Monday, the 26 th September,2016 at 9.00 a.m. (IST)
4	The date and time of end of voting through electronic means	Wednesday, the 28 th September,2016 at 5..00 p.m. (IST)
5	No voting after closing date & Time of electronic voting	E-voting shall not be allowed beyond 5.00 p.m, (IST) on 28 th September,2016.
6.	Website address on which the notice is displayed	www.evotingindia.com
7.	Contact details of the Company and Share Registrar & Transfer Agents of the Company, responsible to address the grievances connected with the electronic voting;	Company: – Metroglobal Limited Email: nitin.shah@metroglobal.in Share Registrar – M/s. Sharex Dynamic (India) Private Limited Email: :- sharexindia@vsnl.com Contact No.: (022) 2851 5606 / 2851 5644 Fax.: (022) 2851 2885

DIRECTORS' REPORT

To,
The Members,
METROGLOBAL LIMITED
Ahmedabad.

Your Directors have pleasure in presenting herewith their 24th Annual Report on the business and operation of the Company together with the Audited Statements of Accounts of the Company for the year ended on 31st March, 2016.

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY (STANDALONE):-

Particulars	2015-16	2014-15
Turnover for the year	35919.72	38190.73
Expenditure for the year excluding Depreciation and Amortization Exp.	33841.01	35633.93
Profit before Depreciation, interest and Amortization Exp.	2078.71	2556.80
Less: Depreciation and Amortization Exp.	20.98	76.25
Interest Expenses	101.73	127.48
Profit or Loss after Depreciation and Amortization Exp. Interest But before Tax	1956.00	2353.07
Less: Current Tax	400.00	0.00
Profit or Loss After Tax	1556.00	2353.07

DIVIDEND:-

Due to Implementation of Companies Act-2013 w.e.f. 1st April 2014, the Government of India has issued a guidance Note to set off the prior period loss and then to distribute the dividend vide Notification Number 1/31/2013-clv dated 12/06/2014 to be read with Companies Declaration and Payment of Dividend Amendment Rules-2014. Considering this Your Company is in a process to set off the prior period losses against the current period profits. In view of this your Directors do not recommend the Dividend.

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR:-

The turnover of the company for the various segments was ₹ **35919.72** lacs for the year **2015-16** as against the turnover of ₹ **38190.73** lacs during the year 2014-15.

Your Company earned net profit of ₹ **1556.00** lacs during the year **2015-16** as against the net profit of ₹ **2353.07** lacs during the year 2014-15.

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

NO CHANGE IN SHARE CAPITAL

The paid up share capital as on March 31, 2016 stands at ₹ 1632.67 lacs consisting equity Shares of ₹ 10/- each with No change as compared to previous year.

ORDERS BY REGULATORS, COURTS OR TRIBUNALS:

COMPANY PETITION NO. 302 OF 2014 IN THE BOMBAY HIGH COURT MUMBAI WINING UP PETITION ADMITTED AGAINST ELDER PHARMASUTICALS LIMITED.

The Bombay High Court, Mumbai passed the order on 19th July, 2016 against Elder Pharmsuticals Limited for admission of our petition for winding up. for non payment of our dues.

SUBSIDIARY COMPANY:-

The Company has only one subsidiary company namely METROCHEM CAPITAL TRUST LIMITED. 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.

PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT:

The Board's report shall contain a separate section wherein a report on the performance and financial position of each of the subsidiaries included in the consolidated financial statement is presented

REPORTS ON MANAGEMENT DISCUSSION ANALYSIS AND CORPORATE GOVERNANCE:-

Report on Management discussion and corporate governance report are annexed as **Annexure- 1** and **Annexure -2** respectively to this Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR):-

Pursuant to the provisions of section 135 of the Companies Act, 2013 ("the Act") read with the Companies (Corporate Social Responsibility Policy) rules 2014, the Company has approved CSR Policy encompassing Company's philosophy for describing its responsibility as a Corporate Citizen, laying down the guidelines and mechanisms for undertaking socially relevant programmes for welfare and sustainable development of the Community at large .

The amount required to be spent on CSR activities during the year under report in accordance with the provisions of Section 135 of the Act is ₹ 54.31 lacs and the Company has spent ₹ 45.05 lacs during the Current Financial Year. The Shortfall of ₹ 9.26 lacs in the spend during the year under the report is intended to be utilized in a phased manner in future, upon identification of suitable projects within the Company's CSR policy. The requisite details on CSR activities pursuant to Section 135 of the Act and attached as per annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014 are annexed as **Annexure-3** to this Report.

DIRECTORS:-

During the year Mr. Sandeep S. Bhandari, Director of the Company retires by rotation and being eligible offer himself for reappointment.

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

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:-

Five meeting of the Board of Directors were held during the period under review and further details are set out in the Corporate Governance Report forming part of the Directors' Report.

AUDIT COMMITTEE:-

Four meeting of the Audit Committee were held during the period under review and further details are set out in the Corporate Governance Report forming part of the Directors' Report. In Line with the Companies Act-2013 the Board of Directors of the Company vide its meeting dated 27/05/2015 revised the terms of reference of Audit Committee and same was approved by the Audit Committee too. The Board undertake and confirms in true spirit that the Composition of the Committee is in accordance with the provisions of Section 177(2) of Companies Act, 2013.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the performance of the Board and Individual Directors was evaluated by the Board seeking relevant inputs from all Directors. The Nomination and Remuneration Committee (NRC) reviewed the performance of the individual Director. A separate meeting of the Independent Directors, performance of the Board as a whole and performance of the Chair-person of the Company.

INDEPENDENT DIRECTORS' MEETING:-

The performance of the members of the Board, the Board levels Committees and the Board as a whole was evaluated at the meeting of the independent Directors of the Company. The Proper Records of the Minutes to this effect is maintained.

NOMINATION AND REMUNERATION COMMITTEE:-

Four meeting of the Nomination and Remuneration Committee were held during the period under review and further details are set out in the Corporate Governance Report forming part of the Directors' Report.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:-

Your Company recognizes the value of the transparency and accountability in its administrative and management practices. Your Company has established the said Mechanism since long. According to the Provisions of Section 177(9) to be read with 177(10) the Company has established the same since long. The Company promotes the ethical behavior in all its business activities. The Company has adopted the Whistle Blower Policy and vigil Mechanism in view to provide a mechanism for the Directors and employees of the company to approach Audit Committee of the Company to report existing /probable violation of laws, rules, regulations or unethical conduct.

EXTRACT OF THE ANNUAL RETURN:-

Extract of the Annual Return for the Financial Year ended on 31st March.2016 as required by section 92(3) of the Act is annexed as **Annexure -4** to this Report Vide Form MGT-9.

DECLARATION BY INDEPENDENT DIRECTORS:-

The following Directors are independent in terms of Section 149(6) of the Act and Clause 49 of the listing Agreement:

1. Shri Sandeep S.Bhandari.
2. Shri Nilesh R.Desai

The company has received requisite declarations/ confirmations from all the above directors confirming their independence,

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION:-

The requisite details as required by Section 134 (3) (e), Section 178 (3) & (4) and Clause 49 of the listing Agreement are Annexed as **Annexure-5** to this Report.

LISTING FEES:-

Listing fees for the year 2016-17 has been paid to the BSE (Stock Exchange) wherein the equity Shares of the Company is listed and also paid to the Depositories i.e. CDSL & NSDL.

DEPOSITS:-

Your Company has neither accepted nor renewed any deposits within the meaning of Section 73 of the Act read with Companies (Acceptance of Deposits) Rules,2014.

PARTICULARS OF EMPLOYEES:-

During the year under review. no employee of the Company is employed throughout the financial year and in receipt of ₹ 60 lacs or more, or employed for part of the year and in receipt of ₹ 5 lakhs or more a month, under Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

INSURANCE:-

During the year all insurable interests of the Company including inventories, building, equipment and others to the extent necessary were/are adequately insured with all possible riders and therefore all assets including Human Capital is sufficiently insured.

INTERNAL FINANCIAL CONTROL:-

The Corporate Governance Policy guides the Conduct of the Affairs of your company and clearly delineates the roles, responsibilities at each level of its key functions involved in governance. Your company has in place adequate internal Financial controls with reference to the Financial Statements. During the year under review, no reportable material weakness in the operation was observed. Regular audit and review process ensure that such systems are reinforced on an ongoing basis.

STATUTORY AUDITORS:-

AMPAC & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration FRN 112236 w, Membership No: 044062), Chartered Accountants (CAs), Mumbai were appointed as the statutory auditors of the Company at the 22nd Annual General Meeting (AGM) of the Company held on Tuesday, 30th September,2014 have been the Auditors of the Company since 2011 and have completed a term of 4 years. As per the provisions of section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of four years from the date of commencement of the Act to comply with this requirement.

In accordance with Section 139 of the Act, Members are requested to ratify the appointment of the Auditors for the balance term to hold office till the conclusion of 24th Annual General Meeting till the conclusion of the 25th Annual General Meeting of the Company to be held in the year 2016-17 (subject to ratification of their appointment at every AGM).

AUDITORS' REPORT:-

The explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made by the auditor / secretarial auditor in his report shall be given.

There are no qualifications, reservations or adverse remarks or disclaimers made by the Auditors in their report on the Financial Statements of the Company for the Financial Year ended on 31st March, 2016.

SECRETARIAL AUDIT REPORT:-

Pursuant to Section 204 of the Act, the Secretarial Audit Report for the Financial Year ended 31st March, 2016 given by C.S. Jignesh Shah, Practising Company Secretary is annexed as **Annexure-6** to this Report.

As regards observations made in the said Secretarial Audit Report regarding Shortfall in the spend on CSR activities, explanation is given in this Directors' Report under the heading "Corporate Social Responsibility".

RISK MANAGEMENT POLICY

The Company has adopted a Risk Management Policy in accordance with the provision of Companies Act, 2013. It established various level of accountability and overview within the company. While vesting identified manager with responsibility for each significant risk.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT:-

Particulars of loans given and of the investments made by the Company as on 31st March, 2016 are given in the Notes forming part of the Financial Statements.

The Company also made investments in schemes of various liquid / mutual funds aggregating to ₹ 4047.28 lacs. (The Scheme of Mutual fund is out of the Perview of Section 186 of Companies Act-2013).

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:- 188

The particulars of every contract or arrangements entered into by the Company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto shall be disclosed in Form AOC-2.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS / OUTGO:-

Additional information on conservation of energy .technology absorption, foreign exchange earnings and outgo as required , to be disclosed in terms of section 134 of the Act, read with The Companies (Accounts) Rules, 2014 is annexed as **Annexure-7** to this Report.

COST AUDITORS:

As per the requirements of Section 148 of the Act, read with The Companies (Cost Records and Audit) Rules, 2014 the Cost Audit is not applicable to the Company .

INSTANCES OF FRAUD, IF REPORTED BY THE AUDITORS:-

There has been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013.

MANAGERIAL REMUNERATION:

The requisite details relating to ratio of remuneration, percentage increase in remuneration etc. as stipulated under the above rules are annexed as **Annexure-8** to this Report.

DIRECTORS' RESPONSIBILITY STATEMENT:-

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- a) in the preparation of the annual accounts for financial year ended 31st March, 2016, the applicable accounting standards have been followed and there is no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts for the financial year ended 31st March, 2016 on a going concern basis.
- e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

ENVIRONMENT, HEALTH, SAFETY AND SOCIAL RESPONSIBILITY

Your Company is committed in maintaining the highest standards of environment compliances and therefore adopted a systematic approach towards environment management by embedding a vision of being an "Injury Free" and "Zero Environment Incident" organisation. Over the past many years, your company has been progressing well in terms of reducing injury frequency rates and has improved safety records.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN OF WORKPLACE (PREVENTION AND REDRESSAL) ACT, 2013:-

In line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has set up Internal Complaints Committee at its workplaces to redress complaints received regarding sexual harassment. No complaints have been reported during the Financial year 2015-16. All employees (Permanent, Contractual, temporary, trainees) are covered under this policy.

ACKNOWLEDGMENT:-

Your Directors place on record their sincere thanks to the Banks, Central and State Governments for their continuous support and contribution to the company.

The Directors also express their gratitude to the Shareholders for the confidence reposed in the Management of the Company.

For and on behalf of the Board

Sd/-

Gautam M. Jain

Chairman & Managing Director

(DIN 00160167)(

Place : Ahmedabad

Date : 12th August, 2016

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**A. OVERALL INDUSTRIAL VIEW****INDIAN ECONOMY**

The Indian economy in 2015–16 grew by 7.9 per cent in March quarter to consolidate its position as the fastest growing major economy with a five-year high growth rate of 7.6 per cent for the full fiscal on robust manufacturing growth.

Indian economy is set to grow in the range of 7.5 to 7.6 per cent in 2015-16 and comes on the back of comprehensive reform measures undertaken by the government especially in the last couple of years. This year's hopefully good monsoon should result in a growth closer to 8 per cent in the coming years.

CONSTRUCTION SECTOR — SLOWDOWN

The Construction and realty sector has witnessed a slowdown in the last year and weakening the growth of domestic sector. The construction sector grew at 4.5 per cent, trade, hotels, transport and communication at 9.9 per cent, financial, real estate and professional services at 9.1 per cent, and public administration, defence and other services at 6.4 per cent in the fourth quarter of 2015-16.

Dyes and Intermediates:

Dyes and intermediates industry is getting benefitted due to the Chinese government's crackdown on its chemical manufacturers. Earlier, vinyl sulphone which is the main intermediate in dye-manufacturing was regularly imported from China. But now, chemical companies from Gujarat are exporting vinyl sulphone to China in huge quantities

Currently, there is limited availability of vinyl sulphone in China as a large chemical manufacturing plant in the country had shut down. There is a shortage of 3,000 tonnes of this chemical due to the closure of Hubei Chuyuan plant over environmental issues in March 2016. This company has 30% share in the international market for chemical intermediates and dyestuffs.

Indian chemical manufacturing companies are being benefitted from the lower production in China due to stricter environment rules. The closure of Hubei Chuyuan plant led to an increasing demand for dye intermediates. This has also resulted in pushing the prices upwards. H-acid, another chemical used in dyes manufacturing, also witnessed a price rise.

Dyes and intermediates industry in India has a turnover of ₹ 20,000 crore per year. More than 4.53 lakh metric tonnes of dyes and intermediates worth Rs.13,601 crore has been exported from India during 2015-16. Out of this, 60% of the exports are from Gujarat alone.

Realty Infrastructure:

The real estate sector is one of the most globally recognised sectors. In India, real estate is the second largest employer after agriculture and is slated to grow at 30 per cent over the next decade.

The Indian real estate market has become one of the most preferred destinations in the Asia Pacific as overseas funds accounted for more than 50 per cent of all investment activity in India.

The real estate sector comprises four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations.

The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

It is also expected that this sector will incur more non-resident Indian (NRI) investments in both the short term and the long term. Bengaluru is expected to be the most favoured property investment destination for NRIs, followed by Ahmedabad, Pune, Chennai, Goa, Delhi .

B. OPPORTUNITIES & THREATS :**Dyes & Intermediates:**

The dyes and dyes Intermediates industry has recently seen movement towards consolidation and as a result,

organized players are now poised to take a lead in the global market. Small units (around 1000) that exist today still compete in the segments where price realization is lower and the competition severe. Large and organized players (around 50) are gearing up for global competitiveness leveraging technology, product innovation and brand building. Increased focus is being laid on environmental friendliness and at the same time the industry is ensuring greater customer focus through technical services and marketing capabilities, in order to face global competition.

Realty Infrastructure:

Various projects under Implementation:

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.

Ganesh Infrastructure: Your company has also become partner of "Ganesh Infrastructure" for development of land and Building at Ankleshwar. 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".

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.

Realty and Infrastructure:

Your Company has an income of ₹ 3.67 crores from the Realty and Infrastructure Segment during the year under review as against ₹ 5.80 crores during the previous year

Trading and Finance business :

The turnover of the trading and finance segment during the year under review is ₹ 355.53 Crores as against ₹ 375.07 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.

The Company has also appointed the Internal Auditor inline with the Provisions of Section 138 of Companies Act-2013.

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

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. At Metroglobal the Code of Corporate Governance is followed in true Spirit

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

2. BOARD OF DIRECTORS
2.1 Composition of Board

The Board has an optimum combination of Executive and Non-executive Directors, The size and composition of the Board conforms to the requirements of the Corporate Governance code under Regulation 17(1) of SEBI Regulations, 2015. The Board of Directors of the Company as at 31st March, 2016 comprises of 5 directors including woman director with 50% the Board of Directors consists of 5 directors, comprising of

Category	No	Percentage of total number of directors
Executive Directors	2	50%
Non Executive Directors	2	50%
Woman Director	1	Woman Director
Total	4	100%

The size and composition of the Board conforms to the requirements of the Corporate Governance code under Regulation 17(1) of SEBI Regulations, 2015. The Board of Directors of the Company as at 31st March, 2016 comprises of 5 directors including woman director

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	2	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
Mrs. Krati R. Jain	Woman Director	Executive	Nil	Nil

2.2 Board Procedure

During the year under review, the Board of the Company met 6 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.

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,2016, meeting of the Board of Directors was held 6 (Six) times.

Name of the Director	Number of Board Meetings		Attended the Last AGM held on 30 th September, 2015.
	Held	Attended	
Mr. Gautam M.Jain	6	5	Yes
Mr. Rahul G.Jain	6	6	Yes
Mr. Sandeep S.Bhandari	6	6	No
Mr. Nilesh R.Desai	6	6	Yes
Mrs Krati R.Jain	6	6	No

2.4 Information to Board

The minimum information as required under Part A of Schedule II to Regulation 17 (7) of the SEBI Regulations is being made available to the board at respective board meetings. e. Disclosure of relationships between directors inter-se: There is no relationship between the Directors inter-se.

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

- Quarterly results and results and operation of subsidiary Company and business segments.
- Annual revenue budgets and Capital expenditure plans of the Company and its subsidiary.
- Financing plan of the Company.
- Minutes of the Board of Directors, Audit Committee, Shareholders/Investors Grievance Committee, Nomination & Remuneration Committee.
- 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
- Development in respect of human resources
- 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.
- Any fatal or serious accident.
- Any material relevant default in financial obligations to and by the Company or substantial non-payment 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	07-04-2015	4
Ahmedabad	14-05-2015	5
Ahmedabad	30-05-2015	5
Ahmedabad	13-08-2015	5
Ahmedabad	09-11-2015	5
Ahmedabad	12-02-2016	5

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 30th September, 2015

COMMITTEES OF THE BOARD

- Audit Committee
- Remuneration Committee
- Shareholders'/Investors' Grievance and Share Transfer Committee
- CSR 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, 2016. Mr. Sandeep S.Bhandar, Independent Director is the Chairman of the Committee.

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

3.2 Meeting and Attendance:

Four audit committee meetings were held on 30th May, 2015, 13th August, 2015, 9th November, 2015 & on 12th February, 2016 the attendance of the members at the meeting is follows:

In addition to the above, the Committee meeting attended by CEO & Company Secretary ..

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 Audit Committee reviews the financials 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. NOMINATION AND REMUNERATION COMMITTEE :

The Nomination & Remuneration Committee consisted of following members: -

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

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

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 Director 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	18,53,004	NIL
Mr.Rahul G. Jain	Executive Director	3,85,000	11,17,000	NIL
Mrs.Krati R. Jain	Woman Director	3,69,600	2,64,400	NIL

5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

5.1 Composition of Committee

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

1. Mr. Sandeep S. Bhandari
2. Mr. Nilesh R. Desai
3. MRahul G. Jain

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

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 01.04.2015 to 31.03.2016	10
Number of Complaints resolved	10
Number of Outstanding Complaints as on 31.03.2016	0

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

6.1 Composition of Committee

The Corporate Social Responsibility (CSR) committee Meetings consisted of following members: -

1. Mr.Gautam M. Jain
2. Mr. Rahul G. Jain
3. Mr. Nilesh R. Desai

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

6.2 Terms of Reference

The following is the list of CSR projects or programs which **METROGLOBAL LIMITED** on selective basis plans to undertake in the phased manner of the project or one time activities pursuant to Schedule VII of the Companies Act, 2013.

- i. Eradicating hunger, poverty & malnutrition, promoting preventive health care & sanitation including contribution to the Swach Bharat Kosh set up by the Central Government for the Promotion of sanitation & making available safe drinking water;
- ii. Promoting education, including special education & employment enhancing vocation skills especially among children, women, elderly & the differently abled & livelihood enhancement projects;

- iii. Promoting gender equality, empowering women, setting up homes & hostels for women & orphans, setting up old age homes, day care centers & such other facilities for senior citizens & measures for reducing inequalities faced by socially & economically backward groups
- iv. Ensuring environmental sustainability, ecological balance, protection of flora & fauna, animal welfare, agro forestry, conservation of natural resources & maintaining quality of soil, air & water including contribution to the Clean Ganga Fund set by the Central Government for rejuvenation of river Ganga;
- v. Protection of national heritage, art & culture including restoration of buildings & sites of historical importance & works of art; setting up public libraries; promotion & development of traditional arts & handicrafts;
- vi. Measures for the benefit of armed forces veterans, war widows & their dependents;
- vii. Training to promote rural sports, nationally recognized sports, paralytic sports & Olympic sports;
- viii. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development & relief & welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities & women;
- ix. Contributions or funds provided to technology incubators located within academic institutions, which are approved by the Central Government;
- x. Rural development projects CSR activities shall be undertaken as projects, programs of activities (either new or ongoing) excluding activities undertaken in pursuance of the normal course of business of the Company.
- xi. Sium area development

Any other measures with the approval of Board of Directors on the recommendation of CSR Committee subject to the provisions of the Section 135 of the Companies Act, 2013 and rules made there under.

Any other activities which covers under the broad activities as may be considered appropriate by the Board of Directors pursuant to the provisions of the Section 135 of the Companies Act, 2013 and rules, regulations and clarifications as may be issued

7. 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.

8. 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
23 rd AGM 30 th September, 2015	11,30 a.m.	Conference Hall, The Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, Khar (West), Mumbai	1
22 nd AGM 30 th September, 2014	11,30 a.m.	Conference Hall, The Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, Khar (West), Mumbai	10
21 st AGM 28 th September, 2013	11.30 a.m	Hotel Royal Inn, Opp: Khar Telephone Exchange, Khar (West), Mumbai	Nil

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

Financial Year (FY)	Items
2014-2015	1. Special Resolution for Appointment of additional Director as a Woman Director Mrs. Krati R.Jain (Din 7150442)
2013-2014	2. Special Resolution for Borrowing Limit u/s 180(1)(c) of the Companies Act-2013 3. Special Resolution for Creation of Charge/ Mortgage under Section 180(1)(a) of the Companies Act-2013 4. Special Resolution for Sell/lease of any undertaking/property of the Company under Section 180(1)(a) of the Companies Act-2013 5. Special Resolution for approval of Inter corporate Loans, Investment, Guarantees 6. Adoption of new Set of Articles under Companies Act-2013 7. Special Resolution for appointment of Krati R. Jain to hold a place of Profit being relative of the MD and WTD. 8. Special Resolution for Payment of Rent to Mr.Gautam Kumar Jain 9. Special Resolution for Revision in terms of Remuneration of Mr.Gautamkumar Jain (Managing Director) 10. Special Resolution for Revision in terms of Remuneration of Mr. Rahul Jain (Whole Time Director) 11. Special Resolution to keep the Registers and returns at a place other than a Registered Office.
2012-2013	Nil

POSTAL BALLOT

There was no resolutions passed by 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.

9. 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.

(c) 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.

(d) 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.

(e) CEO/CFO Certification

In terms of Regulation 17 (8) and Part B of the Schedule II of the LODR, CMD and CFO of the Company have certified to the Board regarding the Financial Statements for the year ended 31st March,2016.

(f) Auditors' Report on Corporate Governance

Certificate from the Statutory Auditors confirming compliance with the conditions of Corporate Governance, as stipulated as stipulated in applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations ")

10. 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, 2015, 30th September, 2015, 31st December, 2015 & 31st March, 2016 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

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 2015-16 to those members whose email ids were registered with the Depository Participants (DPs) .

11. GENERAL SHAREHOLDER INFORMATION :
(i) Annual General Meeting:

Day	Thursday
Date	29-09-2016
Time	11.30 a.m.
Place	Conference Hall of The Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, Khar (West), Mumbai-400052
Last date of receipt of Proxy	27-09-2016
Posting of Annual Report	04-09-2016

(ii) Financial Year:-

The Financial Year of the Company is from 01st April to 31st March. The Board Meeting for approval of Quarterly financial Results during the year ended 31st March, 2016 were held on the following dates:-

Quarter	Date of Board Meeting
First Quarter Results-30-06-2015	13-08-2015
Second Quarter and Half yearly results 30-09-2015	09-11-2015
Third Quarter 31-12-2015	12-02-2016
Fourth Quarter 31-03-2016(Audited)	28-05-2016

Financial Calendar 2015-16

First Quarter Results-30-06-2015	Within 45 days from the close of quarter
Second Quarter and Half yearly results 30-09-2015	Within 45 days from the close of quarter
Third Quarter 31-12-2015	Within 45 days from the close of quarter
Fourth Quarter & Annual Results 31-03-2016	Within 60 days from the close of quarter

(iii) Dates of Book Closure :-

Book Closure dates : 25th September, 2016 to 28th September, 2016 (both days inclusive).

- (iv) Dividend Payment:-** The Board of Directors at their meeting held on 28th May, 2016 not recommended any dividend per equity share of the face value of ₹ 10/- each for the Financial Year 2015-16.

(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, Company's equity shares are actively traded during 2015-16 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 ₹
	HighRs.	Low ₹	Close ₹		
April-2015	71.85	58.05	65.10	29,821	20,31,351
May-2015	72.90	60.00	67.40	31,571	21,50,664
June-2015	75.00	58.10	70.00	25,924	17,44,965
July-2015	79.40	54.00	67.25	1,27,484	91,39,200
August-2015	90.00	65.00	81.75	10,43,952	7,24,99,735
September-2015	88.85	69.00	78.75	30,224	23,00,387
October-2015	85.00	70.55	72.10	47,332	35,61,535
November-2015	79.95	68.00	72.70	37,518	27,67,109
December-2015	83.00	70.30	77.95	74,690	56,40,308
January-2016	87.00	66.25	69.85	75,686	59,34,188
February-2016	75.90	57.60	63.35	25,716	16,78,289
March-2016	72.50	60.10	66.90	14,520	9,53,580
Total				15,64,438	11,04,01,311

(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, 2016

SHAREHOLDING OF NOMINAL VALUE OF (1)	SHAREHOLDERS		SHARE AMOUNT	
	Number (2)	% to Total (3)	In ₹ (4)	% to Total (5)
Upto to 5000	14397	97.07	7595840.00	4.65
5001-10000	172	1.16	1373660.00	0.84
10,001 - 20,000	101	0.68	1406830.00	0.86
20,001 - 30,000	41	0.28	1047640.00	0.64
30,001 - 40,000	19	0.13	675150.00	0.41
40,001 - 50,000	18	0.12	824650.00	0.51
50,001 - 1,00,000	31	0.21	2180620.00	1.34
1,00,000 and above	53	0.36	148163030.00	90.75
TOTAL	14832	100.00	163267420.00	100.00

Distribution of Shareholding as on 31st March, 2016

Category	No of Shares	Percentage %
Promoters Holding	94,72,694	58.019
Financial Institutions/Bank/Mutual Fund	18,786	0.115
Private Body Corporate	41,95,721	25.698
Individuals	26,17,110	16.030
NRI's/Clearing Member	22,431	0.138
Total	16326742	100.00

(xi) Dematerialisation of Share and Liquidity

Share Capital	No of shares	Percentage %
Total Capital	16326742	100.00%
Listed Capital	16326742	100.00%
Held in Dematerialized Form		
Central Depository Services (India) Limited (CDSL)	19,58,861	12.00
National Securities Depository Limited (NSDL)	1,36,96,140	83.89
Held in Physical Form	6,71,741	4.11
Total	1,63,26,742	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)	7,87,033	30th May,2013	30th May,2016

(xiii) Location of manufacturing facility:-

Works: Metroglobal Limited
Plot No 489 to 492.
Phase II, GIDC, Vatva, Ahmedabad-382445

(xiv) Investor Correspondence:-

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

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

13. SECRETARIAL AUDIT REPORT

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

14. 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 & CEO (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 2016 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 : 12th August, 2016

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

Nitin S. Shah
Company Secretary &
CFO (Finance)
(Membership No. ACS 7088)

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

Unclaimed Dividend for the year 2008-09 ₹ NIL will be transferred to the Investor Education and Protection Fund of Central Government during the year 2016-17.

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
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

UNCLAIMED DIVIDEND AS OF 31 ST MARCH, 2016

Year	Type	Dividend Unclaimed (₹)
2009-10	FINAL	478608
2012	FRACTIONAL	83331
2011-12	FINAL	419788

16. Status of adoption of the Non Mandatory Requirements

Apart from Complying with all the mandatory requirements, the Company has adopted non-mandatory requirement of as stipulated in applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Regulations”)

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.

17. 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 applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Regulations”)

For and on behalf of the Board

Sd/-

Gautam M. Jain

**Chairman & Managing Director
(DIN 00160167)**

Place : Ahmedabad

Date : 12-08-2016

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 31st March, 2016, as stipulated in applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations")

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 regulations. 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 applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations")

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: 12-08-2016

Piyush B. Sheth
(Partner)
Membership NO: 44062

ANNEXURE-3**Corporate Social Responsibility (CSR)**

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.
 - i. The CSR activities shall be undertaken by **METROGLOBAL LIMITED** as stated in this policy, as projects or programs or activities excluding activities undertaken in pursuance of its normal course of business.
 - ii. The CSR activities which are exclusively for the benefit of **METROGLOBAL LIMITED** employees or their family members shall not considered as CSR activity.
 - iii. **METROGLOBAL LIMITED** shall give preference to the local area or areas around it where it operates, for spending the amount earmarked for CSR activities.
 - iv. The Board of **METROGLOBAL LIMITED** may decide to undertake its CSR activities as recommended by the CSR committee, through a registered trust or a registered society or a company established by the company or its holding company or subsidiary company pursuant to Section 135 of the Companies Act, 2013 and rules made there under.

2. The Composition of the CSR Committee.

The Board of Directors of the Company had constituted a Corporate Social Responsibility Committee of the Board ("CSR Committee") consisting of three directors.

1. Mr. Gautam M. Jain Chairman & Managing Director
2. Mr. Rahul G. Jain Executive Director
3. Mr. Nilesh R. Desai Independent Director

3. Average net profit of the company for last three financial years

Financial Year	Net Profit ₹ in lacs
2012-13	2147.49
2013-14	2977.49
2014-15	3021.58
Total	8146.56
Divided by 3 (three)	3
Average Net Profit	2715.52

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)

₹ 54.31 lacs @ 2% of ₹ 2715.52

5. Details of CSR spent during the financial year.

(a) Total amount to be spent for the financial year; ₹ 45.05 lacs

(b) Amount unspent, if any; ₹ 9.26 lacs

(c) Manner in which the amount spent during the financial year is detailed below.

1	2	3	4	5	6
Sr. No	CSR Project	Sector in Project is covered	Projects Area	Amount Spent in project	Implementing Agency
1	Rehabilitation aids	Rehabilitation aids	Ahmedabad	50000.00	Lions District 323 Foundation
2	Rehabilitation aids	Rehabilitation aids	Jodhpur	51000.00	Shree Vardhman Jain relief Society
3	Rehabilitation aids	Rehabilitation aids	Ahmedabad	50000.00	Sadguru Sadafaldev Vihangam Sansthan
4	Medical Aids	Medical Aids	Ahmedabad	27000.00	Manav Seva Samaj kalyan Trust
5	Medical Aids	Medical Aids	Ahmedabad	10000.00	Rogi Kalyan Samity Government Spine Institute
6	Education and Health	Education and Health	Ahmedabad	500000.00	Acharya Shree Tulsi Amrit Mahavidhyapati Sansthan
7	Education and Health	Education and Health	Ahmedabad	125000.00	Bhvan'S Sheth RA college of commerce
8	Medical Aids	Medical Aids	Ahmedabad	2667000.00	Gujarat Research and Medical Institute
9	Medical Aids	Medical Aids	Ahmedabad	10000.00	Aajian Sahyog Trust
10	Medical Aids	Medical Aids	Ahmedabad	1000000.00	Khoobchand Mahavirchand Daga Charitable Trust
11	Education and Health	Education and Health	Ahmedabad	10000.00	Old Boys of Balachadi Sainik School Association
12	Education and Health	Education and Health	Ahmedabad	5000.00	Ahmedabad DurgaPuja Celebration Committee
Total				4505000.00	

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

Company has shortfall of ₹ 9.26 lacs to spend the two per cent of the average net profit of the last financial years and part thereof. The reasons for not spending the amount as given below.

The amount required to be spent on CSR activities during the year under report in accordance with the provisions of Section 135 of the Act is ₹ 54.31 lacs and the Company has spent ₹ 45.05 lacs during the Current Financial Year. The Shortfall of ₹ 9.26 lacs in the spend during the year under the report is intended to be utilized in a phased manner in future, upon identification of suitable projects within the Company's CSR policy.

1. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company

Place : Ahmedabad
Date : 28th May, 2016

Nilesh R.Desai
(Director)

Gautam M.Jain
(Chairman CSR Committee)

AOC-2

FORM FOR DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED IN TO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF COMPANIES ACT-2013 INCLUDING CERTAIN ARM-LENGTH TRANSECTIONS

DETAILS OF CONTRACT AND ARRAGEMENT.

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mr. Gautam M. Jain,
b)	Nature of contracts/arrangements/transaction-	Mr. Guatam M. Jain has been paid the Rent for the Corporate Office of the Company.
c)	Duration of the contracts/arrangements/ transaction	Rent Contract is renewed Every Year.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Not Applicable
e)	Justification for entering into such contracts or arrangements or transactions'	From 1 st April 2014, the Companies Act-2013 has been implemented and made effective and as per Provisions of Section 188 of Companies Act-2013. Your Company has been using the Premises owned by Mr. Gautam M. Jain (Managing Director having DIN as 0160167). The said Offices are located at the Prime Location of Ahmedabad i.e. Navrangpura, C.G. Road.The Company has been using the said Property as a Corporate Office where all the Statutory, Commercial and Administrative Functions are being performed and all the Business of the Company has been handled from the Corporate Office. As such to pay the rent to Mr. Gautam M. Jain, Owner of the Property and being Managing Director of the Company, requires your approval by way of the Special Resolution. The Board Confirms that the Rent being paid is at Prevailing Market Trend.
f)	Date of approval by the Board	12 th February,2016
g)	Amount paid as advances, if any	Not Applicable
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	30/09/2014 (MGT-14 to this effect is filled) Members Approval Obtained.

The Transections are at the Arm Length Prices

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mr. Gautam M. Jain,
b)	Nature of contracts/arrangements/transaction	Rent Contract
c)	Duration of the contracts/arrangements/ transaction	Rent Contract is renewed every year
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Not Applicable
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	Not Applicable

Note :- The Amounts paid to the related Party are justifiable in line with their functions and Transactions are at Arm Length Prices.

ANNEXURE-4
EXTRACT OF ANNUAL RETURN as on financial year ended on 31st MARCH,2016
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31-03-2015

Pursuant to Section92(3)of the Companies Act, 2013 and rule12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:-	L21010MH1992PLC069527
ii)	Registration Date :-	12-11-1992
iii)	Name of the Company:	METROGLOBAL LIMITED
iv)	Category/Sub-Category of the Company:	Public Limited Company
v)	Address of the Registered office and contact details :	101, 1 st Floor, "Mangal Disha", Near Guru Gangeswar Temple, 6 th Road, Khar (West), Mumbai-400052, Maharashtra, (India)
vi)	Whether listed company Yes/No :	YES with BSE - Scrip Code : 500159
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Metroglobal Limited (CIN No: 21010MH1992PLC069527) Sharex Dynamic (India) Pvt.Ltd. Unit No-1, Luthara Ind. Premises, Andheri Kurla Road ,Safed pool, Andheri (E), Mumbai 400 072

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name and description of main products /services	NIC code of the product/ service	% of total turnover of the company
1.	Trading of Dyes and Dyes Intermediates and other products	N.A. as Company is engaged in Trading Activities	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	METROCHEM CAPITAL TRUST LTD	L65910GJ1984PLC007181	SUBSIDIARY	70%	2 (87)
2	D.K.METRO Procon Private limited	U45201GJ2011PTC065348	ASSOCIATE	45%	2 (6)
3	Dual Metals Private Limited	U27205GJ2008PTC055433	ASSOCIATE	45%	2 (6)
4	Miraj Impex Private Limited	U51109GJ1997PTC032088	ASSOCIATE	34%	2 (6)
5	Rian Chemicals Private Limited	U24100GJ2014PTC080012	ASSOCIATE	45%	2 (6)

IV. Shareholding Pattern

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 1.4.2015				No. of Shares held at the end of the year 31.3.2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1) INDIAN									
(a) individual	3333677	0	3333677	20.419	3333677	0	3333677	20.419	0
(b) Central Govt.									
(c) State Govt(s).	0	0	0		0	0	0		0
(d) Bodies Corpp.	6139017	0	6139017	37.601	6139017	0	6139017	37.601	0
(e) FIINS / BANKS.	0	0	0		0	0	0		0
(f) Any Other		0				0			0
Sub-total (A) (1):-	9472694	0	9472694	58.02	9472694	0	9472694	58.02	0
(2) FOREIGN									
(a) Individual NRI / For Ind	0	0	0		0	0	0		0
(b) Other Individual									
(c) Bodies Corporates	0	0	0		0	0	0		0
(d) Banks / FII	0	0	0		0	0	0		0
(e) Qualified Foreign Investor	0	0	0		0	0	0		0
(f) Any Other Specify	0	0	0		0	0	0		0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	9472694	0	9472694	58.02	9472694	0	9472694	58.02	0
(B) PUBLIC SHAREHOLDING									
(a) Mutual Funds	55	513	568	0.003	55	413	468	0.003	0
(b) Banks / FI	10681	106	10787	0.066	10680	106	10786	0.066	0
(c) Central Govt.									
(d) State Govt.	7576	0	7576	0.046	7532	0	7532	0.046	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0		0	0	0		0
(g) FIIs	0	1142	1142	0.007	0	1142	1142	0.007	0
(h) Foreign Venture Capital Funds	0	0	0		0	0	0		0
(i) Others (specify)	0	0	0		0	0	0		0
Sub-total (B)(1):-	18312	1761	20073	0.122	18267	1661	19928	0.122	0
2. Non-Institutions									
(a) BODIES CORP.									
(i) Indian	4437328	14774	4452102	27.269	4180951	14770	4195721	25.698	-1.571
(ii) Overseas									
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	981346	372043	1353389	8.289	1021920	364536	1386456	8.492	0.203
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	729321	276000	1005321	6.158	954654	276000	1230654	7.538	1.38

(c) Other (specify)									
Non Resident Indians	6841	182	7023	0.043	6312	182	6494	0.04	-0.003
Overseas Corporate Bodies	0	14192	14192	0.087	0	14192	14192	0.087	0
Foreign Nationals		0				0			0
Clearing Members	1948	0	1948	0.012	603	0	603	0.004	-0.008
Trusts		0				0			0
Foreign Boodies - D R		0				0			0
Sub-total (B)(2):-	6156784	677191	6833975	41.858	6164440	669680	6834120	41.859	0.001
Total Public Shareholding (B)=(B)(1)+ (B)(2)	6175096	678952	6854048	41.980	6182707	671341	6854048	41.981	0.001
C. Shares held by Custodian for GDRs & ADRs									0.00
Grand Total (A+B+C)	15647790	678952	16326742	100.00	15655401	671341	16326742	100.00	0.001

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1.4.2015			Share holding at the end of the year 31.3.2016			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
2	BLOOM INVESTMENT AND TRADING PVT LT	24800	0.152		24800	0.152		0
3	CHEER TRADING AND INVESTMENT PVT.LTD	809350	4.957		0	0		-4.957
4	CHARM TRADING AND INVESTMENT PVT LTD	125416	0.768		125416	0.768		0
5	GAUTAMKUMAR MITHALAL (HUF)	32900	0.202		32900	0.202		0
6	AMAZE TRADING AND INVESTMENT PVT.LTD	566156	3.468		566156	3.468		0
7	ANIL DYECHM IND PVT LTD	961826	5.891		1771176	10.848		4.957
8	MINERVA DYECHM INDUSTRIES PVT LTD	55200	0.338		55200	0.338		0
9	PROGRESSIVE INVATRADE PVT.LTD	209391	1.283		209391	1.283		0
10	MAIDEN TRADEFIN PVT LTD	1678052	10.278		1678052	10.278		0
11	SEARCH INVATRADE PVT LTD	984360	6.029		984360	6.029		0
12	SPRING TRADING AND INVESTMENT PVT LTD	487666	2.987		487666	2.987		0
13	SPARKLING TRADEFIN PVT.LTD	236800	1.45		236800	1.45		0
14	GAUTAMKUMAR MITHALAL JAIN	3125413	19.143		3125413	19.143		0
15	RITU G. JAIN	64000	0.392		64000	0.392		0
16	BHAVNA GAUTAMKUMAR JAIN	36546	0.224		36546	0.224		0
17	RAHUL GAUTAMKUMAR JAIN	74818	0.458		74818	0.458		0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2015		Date	Increasing / Decreasing in shareholding	Reason	Share holding at the end of the Year 31/03/2016	
		No. of Shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	CHEER TRADING AND INVESTMENT PVT.LT	809350	4.957	4/1/2015	0			
	-Closing Balance			7/31/2015	-809350	Transfer	0	0
				3/31/2016			0	0
2	ANIL DYECHEM IND PVT LTD	961826	5.891	4/1/2015				
	-Closing Balance			8/7/2015	809350	Transfer	1771176	10.848
				3/31/2016			1771176	10.848

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

Sl No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2014		Date	Increasing / Decreasing in shareholding	Reason	Share holding at the end of the Year 31/03/2015	
		No. of Shares at the beginning (01-04-2014) / end of the year (31-03-2015)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	BARODA BROKERS PVT LTD	141980	0.87	4/1/2015				
	-Closing Balance			3/31/2016			141980	0.87
2	NAVKAR SYNTHCHEM PVT LTD	566500	3.47	4/1/2015				
	-Closing Balance			3/31/2016			566500	3.47
3	OSWAL SHARES AND SECURITIES LTD.	178298	1.092	4/1/2015				
				7/17/2015	-178198	Transfer	100	0.001
				7/24/2015	4900	Transfer	5000	0.031
				7/31/2015	1380	Transfer	6380	0.039
				8/7/2015	-6280	Transfer	100	0.001
				8/28/2015	-93	Transfer	7	0
				10/16/2015	93	Transfer	100	0.001
				12/25/2015	100	Transfer	200	0.001
				1/29/2016	199	Transfer	399	0.002
	-Closing Balance			3/25/2016	-399	Transfer		
4	MEGHA BIOTECH PVT LTD	2705667	16.572	4/1/2015				
	-Closing Balance			3/31/2016			2705667	16.572
6	LALITKUMAR MUNNALAL JAIN	69878	0.428	4/1/2015				
	-Closing Balance			3/31/2016			69878	0.428
7	ALANKAR MAHENDRA LODHA	276000	1.69	4/1/2015				
	-Closing Balance			3/31/2016			276000	1.69
8	SANDIP VALLABHDAS PARIKH	69680	0.427	4/1/2015				
	-Closing Balance			3/31/2016			69680	0.427
9	BASANTIDEVI PRAKASHCHAND JAIN	71800	0.44	4/1/2015				
	-Closing Balance			3/31/2016			71800	0.44
10	SANGEETHA S	79155	0.485	4/1/2015				
				4/10/2015	4814	Transfer	83969	0.514
				4/24/2015	2004	Transfer	85973	0.527
				5/8/2015	3044	Transfer	89017	0.545
				5/15/2015	4172	Transfer	93189	0.571

			5/22/2015	1500	Transfer	94689	0.58
			7/3/2015	387	Transfer	95076	0.582
			7/31/2015	1000	Transfer	96076	0.588
			8/21/2015	750	Transfer	96826	0.593
			9/4/2015	1000	Transfer	97826	0.599
	-Closing Balance		3/31/2016			56107	0.344

(v) Shareholding of Directors and Key Managerial Personnel:

Sl No.	Name of the Director/ Key Managerial Personnel	Shareholding at the beginning of the year		Change in the shareholding		Share holding at the end of the Year	
		No. of Shares	% of total Shares of the company	Increase	Decrease	No. of Shares	% of total Shares of the company
1.	Gautam Mithalal Jain	31,25,413	19.143%	NIL	NIL	31,25,413	19.143%
2.	Rahul Gautam Jain	74,818	0.458%	NIL	NIL	74,818	0.458%
3.	Sandeep Sarbatmal Bhandari	800	0.000%	NIL	NIL	800	0.000%
4.	Nilesh R.Desai	100	0.000%	NIL	NIL	100	0.000%
5.	Sunil Jayatilal Desai	200	0.000%	NIL	NIL	200	0.000%
6.	Nitinkumar Shantilal Shah	1	0.000%	NIL	NIL	1	0.000%

V. INDEBTEDNESS

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

(₹ in Lacs)

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1811.31	4536.99	-	6348.30
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1811.31	4536.99	-	6348.30
Change in Indebtedness during the financial year				
· Addition	-	121.79	-	121.79
· Reduction	(381.55)	-	-	(381.55)
Net Change	(381.55)	121.79	-	(259.76)
Indebtedness at the end of the financial year				
i) Principal Amount	1429.76	4658.78	-	6088.54
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1429.76	4658.78	-	6088.54

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

Sl. no.	Particulars of Remuneration	Name of the CMD / WT Director/Women Director			Amount
		Mr. Gautam M.Jain	Mr. Rahul G.Jain	Mrs.Krati Total R. Jain	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	847000	385000	369600	1601600
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1853004	1117000	264400	3239404
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit				
	- others, specify...				
5	Others, please specify	-	-	-	-
	Total (A)	2700004	1502000	634000	4841004
	Ceiling as per the Act				

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors Manager	Total Amount
1.	Independent Directors		
	• Fee for attending board / committee meetings	-	-
	• Commission	-	-
	• Others, please specify	-	-
	Total (1)	-	-
2.	Other Non-Executive Directors		
	• Fee for attending board / committee meetings	-	-
	• Commission	-	-
	• Others, please specify	-	-
	Total (2)	-	-
	Total (B)=(1+2)	-	-
	Total Managerial Remuneration	-	-
	Overall Ceiling as per the Act	-	-

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

Particulars of Remuneration		Key Managerial Personnel	
		Mr. Nitin S. Shah CFO & Company Secretary	Total
1	Gross salary	3,60,000	3,60,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3,06,660	3,06,660
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit		
	- others, specify...		
	Others, please specify	-	-
	Total	6,66,660	6,66,660

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION**REMUNERATION POLICY**

In accordance with the provisions of section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee recommended the following remuneration policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees, which was approved and adopted by the Board.

I. PREAMBLE

This Remuneration Policy is formulated in compliance with Section 178 of the Companies Act, 2013, read with the applicable rules thereto and Clause 49 of the Listing Agreement entered into by the Company with Stock Exchanges, as amended from time to time. This policy has formulated by the Nomination and Remuneration Committee (NRC) and has been approved by the Board of Directors based on the recommendations of the NRC.

II. OBJECTIVE

The objective of the policy is to ensure that:

- (i) The level of composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.
- (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

III. COMPLIANCE WITH APPLICABLE LAWS

The procedure and limits for payment of remuneration under this policy shall be in accordance with provisions of (a) the Companies Act, 2013 read with rules framed there under (b) Listing Agreement with Stock Exchanges (c) Articles of Association of the Company and (d) any other applicable law or regulations. In the absence of any of the above provisions, the procedure and limits shall be governed by the prevailing HR policy of the Company.

IV. REMUNERATION TO NON-EXECUTIVE DIRECTORS

Sitting fees within the limits prescribed under the Companies Act, 2013 and rules framed there under for attending meeting of the Board and Committees thereof.

V. REMUNERATION TO KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Remuneration to key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

VI. REMUNERATION TO OTHER EMPLOYEES**Components**

Basic Salary, Allowances, Retiral Benefits, such other perquisites and/or incentives and/or bonus and/or Variable Incentive Pay based on factors as above, as may be decided by the Management from time to time as per HR policy.

CRITERIA FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AS DIRECTORS AND IN SENIOR MANAGEMENT

In accordance with the provisions of Section 178 (3) of the Act read with Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee is required to formulate the criteria for determining qualifications, positive attributes and independence of a Director. The criteria adopted by the Nomination and Remuneration Committee for the aforesaid purposes are as under:

Criteria for determining qualifications, positive attributes and independence of a director**I. QUALIFICATIONS**

- (a) He/She should possess appropriate skills, experience and knowledge in or more fields of finance law, management, sales, marketing administration, research, corporate governance, technical operations or other disciplines related to the company's business.
- (b) Such qualifications as may be prescribed under the Companies Act, 2013 read with the rules framed there under and the Listing Agreement with Stock Exchanges.

ANNEXURE-6

Form No. MR-3**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON 31/03/2016

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

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31/03/2016

To,
The Members,
Metroglobal Limited

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

Based on my/our verification of the **METROGLOBAL LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31/03/2016 mostly complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/we have examined the books, papers, minute books, forms and returns filed and other records maintained by **METROGLOBAL LIMITED** ("the Company") for the financial year ended on 31/03/2016 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (See our Observations)
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified with effect from May 15, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company as no shares are issued to the Employees and no change in the Share Capital);**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;**(Not applicable to the Company during the Audit Period)** and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;**(Not applicable to the Company during the Audit Period)**
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified with effect from December 1, 2015.

VI. (other laws as may be applicable specifically to the company) as per Annexure I

I/WE HAVE ALSO EXAMINED COMPLIANCE WITH THE APPLICABLE CLAUSES OF THE FOLLOWING:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India (Which is notified w.e.f. 1st July 2015)*.
- b. The Listing Agreements entered into by the Company with Bombay Stock Exchange(s) as per revised norms,

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

I/we further report that

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

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

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

I/we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

CS Jignesh A. Shah
Company Secretary

PLACE : AHMEDABAD
Date : 12/08/2016

M. No ACS 21389
COP No. 12140

Annexure I

Looking to the Business Model in which Company Operates Following Laws are applicable to the Company.

- Labour Laws Like P.F, Gratuity, ESIC, Payment of Bonus Act
- Prevention of Sexual Abuse.
- Taxation Laws
- Gujarat VAT Act
- **Gujarat Money Lenders Act (Company has obtained the License under this act as a "Sahukar")**
- Gujarat and Maharashtra Stamp Act
- Indian Stamp Act
- Laws of Registration
- Negotiable Instrument Act
- Law Relation to Transfer of Property

- Indian Registration Act
- Shops and Establishment Act
- Professional Tax

*As per Information obtained The Secretarial Standards as issued by The **Institute of Company Secretaries of India** made applicable with effect from 1st July 2015.

*** **Ms Krati Rahul Jain** was appointed as a Woman Director.

CS Jignesh A. Shah
Company Secretary

PLACE : AHMEDABAD
Date : 12/08/2016

M. No ACS 21389
COP No. 12140

Annexure II

To,
The Members
Metroglobal Limited

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

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

CS Jignesh A. Shah
Company Secretary

PLACE : AHMEDABAD
Date : 12/08/2016

M. No ACS 21389
COP No. 12140

Annexure III**Our Specific Observations and Remarks**

- 1) The Company is in to the Business of Real Estate Financing. The Company has advanced loan to Various Real Estate Players and Charge to this effect is registered with Honourable Sub-Registrar and with Office of Registrar of Companies-Mumbai/Gujarat (Where ever applicable).
- 2) Company has Filled Compliant before Honourable Court for Negotiable Instruments u/s 138 of NI Act at Ahmedabad, Gujarat for Cheque Bouncing Matters.
 - Elder Pharmaceuticals Limited
 - The Company has also filled the Winding up petition before Honourable High Court of Mumbai (Company Petition Number 303/2015)
- 3) U/s 180 the Company has renewed various credit facilities with the Bank and Charge to this effect is registered in favour of State Bank of India.
- 4) The Borrowing is found well within the permission so sought from the Share Holders as per the explanation and letter of sanction of **SBI AND KOTAK MAHINDRA BANK** presented before us.
- 5) The Unpaid Dividend has been transferred to the Investors protections and Education Fund.
- 6) As per the Opinion of the KMP the Assets of the Company are sufficiently well insured.
- 7) For the Payment of Gratuity, the Company has created a Gratuity Trust and the Insurance Policy to this effect is obtained.
- 8) According to the Information given to us the Company has been in search of a Candidate for the Appointment of Non-Executive Director.
- 9) During the Year under review **MS. KRATI RAHUL JAIN** was appointed as a Whole Time Director of the Company.
- 10) As per SEBI on line Complaint management, Company is registered with SEBI- Scores Complaint as per User ID Nog00102.
- 11) Company has also opt for go green initiative and accordingly the Notices and Balance Sheets are sent to concernedshare holders whose Email IDs are registered with the Registrar and Share Transfer Agents.
- 12) The Company has approved the uniform listing Agreement with BSE and Same is executed on 12th Feb.2016.
- 13) There has been a Promoter interse transfer and the Company has submitted the discloser under Regulation 29(2) of SEBI SAST-2011.
- 14) During the Year under the Review the Company has made a disclosure to BSE under the Regulation 10(6)- Report to Stock Exchange in respect of Acquisition made in Reliance upon exemption provided for in Regulation 10 of SEBT SAST-2011 and the acquirer was Anil Dyechem Industries Private Limited.
- 15) For Different Announcement in the newspaper as per listing agreement and LODR the Company has published in Navshakti and Freepress General.
- 16) On our test check the Balance Sheet and Annual Return of the Company for the year 2014-15 is available on the portal of mca.gov.in.
- 17) Till date under the Income Tax Act-1961 and under VAT Act, All due assessment orders have been received and disputed liability are as shown in the Financial Statements in Notes to Accounts.
- 18) There has been an Arbitration proceedings going on.
- 19) There has been a Shortfall of amount of utilization in the CSR as per Section 135 of Companies Act-2013.

CS Jignesh A. Shah
Company Secretary

PLACE : AHMEDABAD
Date : 12/08/2016

M. No ACS 21389
COP No. 12140

ANNEXURE - 7

Additional information on conservation of energy . technology absorption , foreign exchange earnings and outgo as required , to be disclosed in terms of section 134 of the Act, read with The Companies (Accounts) Rules.

A. CONSERVATION OF ENERGY

The Company is not in manufacturing segment.

From A is annexed.

B. TECHNOLOGY ABSORPTION

Form B is annexed.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

	(₹ Lacs)	
	2015-16	2014-15
Earnings	-	-
Outgo	-	-

FORM 'A'
A. POWER AND FUEL CONSUMPTION

	(₹ Lacs)	
PARTICULARS	2015-16	2014-15
1. Electricity		
a) Purchased		
Units (kwh/Lacs)	-	-
Total Amount (₹ Lacs)	-	-
Rate/Unit (₹)	-	-
		(₹ Lacs)
PARTICULARS	2015-16	2014-15
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)	-	-
Total Cost (₹ Lacs)	-	-
Average Rate (₹/Ltr)	-	-
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)	-	-
(i) Electricity (Units/MT)	-	-
(ii) LDO and Furnace Oil (per MT)	-	-
(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 :
Not derived any benefits under the year under review.
- 3) Future plan of action :
Company is exploring good business opportunities.
- 4) Expenditure on R & D.

PARTICULARS	2015-16	2014-15
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.

**ANNEXURE-8
PARTICULARS REGARDING EMPLOYEES REMUNERATION**

SR.NO.	REQUIRMENTS	DISCLOSURE
I	The ratio of remuneration of each director to the median remuneration of the employees for the financial year.	Mr. Gautam M. Jain : 24.3% Mr. Rahul G. Jain : 13.52% Mrs. Krati R. Jain : 5.71%
II	The percentage increase in remuneration of each Director, CFO, CEO, CS in the financial year	Mr. Gautam M. Jain (CEO) : NIL Ms. Nitin S. Shah (CS) : NIL
III	The percentage increase in the median remuneration of the employees in the financial year.	The median remuneration of the employees in FY 2016 was increased by 5%
IV	The number of permanent employees on the rolls of the Company	20 as on March 31, 2016
V	The explanation on the relationship between average increase in remuneration and Company performance	Factors considered for increase in remuneration: - Performance of the company - The bench mark study in the industry - Regulatory provision
VI	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.	Variable compensation is an integral part of the total pay package and is based on an individual performance rating
VII	Variation in the market capitalization of the company, price earnings ratio as at the closing date of the current FY and previous FY and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer.	As per the Company's policy of rewarding the employees, including Key managerial personnel, the increase in remuneration and variable pay is based on an individual performance rating and bench mark study is also factored.
VIII	Average percentile increase already made in the salaries of the employees other than the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The Market Capitalization of the Company as at March 31, 2016 was ₹ 101.23 Crores as compared to ₹ 94.70 Crores as at March 31, 2015. The earning per share of the Company was ₹ 9.53 as at March 31, 2016 which was ₹ 14.41 as at March 31, 2015.
IX	Comparison of the each remuneration of the Key Managerial personnel against the performance of the Company	The average percentile increase in the remuneration of employees compared to increase in remuneration of Key Managerial Personnel is in line with bench mark study and the performance of the company over a period of time. There is no exceptional increase in the managerial remuneration
X	The key parameters for any variable component of remuneration availed by the director	Remuneration of Key Managerial personnel is in line with the bench mark study and performance of the Company
XI	The ratio of the remuneration of the highest paid director to that of the employee who are not directors but received remuneration in excess of the highest paid director during the year	Depends on the performance parameters set for Key Managerial Personnel as approved by the Nomination and remuneration committee of the Board
XII	Affirmation that the remuneration is as per the remuneration policy of the company.	None of the employee was drawing remuneration in excess of the highest paid director during the year and hence no comments are offered.

Note:

We confirm there was no employee drawing remuneration in excess of the limits prescribed under sub rule (2) of clause 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

INDEPENDENT AUDITOR'S REPORT

The Members of MetroGlobal Limited

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Metroglobal Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards, auditing standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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 misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), **and on the basis of such**

checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.

10. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
 - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i. The Company does not have any pending litigation which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund by the Company.

For AMPAC & ASSOCIATES
Chartered Accountants

Mumbai
28th May, 2016

Piyush B. Sheth
(Partner)
Membership No.: 044062
FRN: 112236W

ANNEXURE "B" TO Independent Auditors' Report:

Referred to in paragraph 1 of the Independent Auditors' Report of even date to the members of Metroglobal Limited on the standalone financial statements for the year ended March 31, 2016.

- 1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management during the year and there is regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets and no material discrepancies have been noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the company.
- ii. (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

- (b) 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 records of the inventory, we are of the opinion that the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and books records were not material.
- iii. According to the information and explanation given to us and the records produced to us for our verification, the Company has not granted loans to any body corporate or other parties covered in the register maintained under section 189 of the Companies Act, 2013 (the Act). Accordingly the provisions of paragraph 3 (iii) (a) & (iii) (b) of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules 2014 prescribed by the Central Government under section 148(1) of the Companies Act, 2013 in respect of the Company's products/ services to which said rules are made applicable and are of the opinion that prima facie the prescribed cost records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii.
 - (a) According to the records of the Company, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, value added tax, wealth tax, custom duty, excise duty, service tax cess and other statutory dues applicable to it.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, value added tax, wealth tax, custom duty and excise duty were outstanding, as at 31st March, 2016 for a period of more than six months from the date they became payable.
 - (c) According to the records of the company, there are no dues of sales tax, income tax, customs duty, wealth tax, value added tax, service tax, excise duty and cess which have not been deposited on account of any dispute.
- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- ix. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised money by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

-
- xiv. Based on the audit procedures performed and the information and explanations given to by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

Mumbai
28th May, 2016

For AMPAC & ASSOCIATES

Chartered Accountants

Piyush B. Sheth

(Partner)

Membership No.: 044062

FRN: 112236W

ANNEXURE A TO Independent Auditor's Report of even date on the Standalone Financial Statements of METROGLOBAL LIMITED**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. We have audited the internal financial controls over financial reporting of Metroglobal Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Mumbai
28th May, 2016

For AMPAC & ASSOCIATES
Chartered Accountants

Piyush B. Sheth
(Partner)

Membership No.: 044062
FRN: 112236W

BALANCE SHEET AS AT MARCH 31, 2016

	Note No.	As at March 31, 2016 (₹/lacs)	As at March 31, 2015 (₹/lacs)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	1,632.67	1,632.67
(b) Reserves and Surplus	3	24,282.34	22,726.34
Sub total		25,915.01	24,359.01
(2) Non-Current Liabilities			
(a) Long-term borrowings	4	5,224.61	4,947.75
(b) Deferred tax liabilities (Net)		46.07	46.07
Sub total		5,270.68	4,993.82
(3) Current Liabilities			
(a) Short-term borrowings	5	1,147.11	1,844.61
(b) Trade payables		8,131.99	5,106.20
(c) Other current liabilities		292.03	265.00
(d) Short-term provisions		11.90	15.63
Sub total		9,583.03	7,231.44
Total		40,768.72	36,584.27
II. Assets			
(1) Non-current assets			
(a) Fixed assets	6		
(i) Tangible assets		886.00	776.62
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		1,423.09	981.89
Sub total		2,309.09	1,758.51
(b) Non-current investments	7	1,554.36	1,458.51
(c) Long term loans and advances	8	7,629.89	7,638.29
(d) Other Non current assets	8	26.65	36.20
		11,519.99	10,891.51
(2) Current assets			
(a) Inventories	9	1,079.31	2,268.80
(b) Trade receivables	9	10,035.59	6,609.18
(c) Cash and cash equivalents	9	5,231.10	6,167.59
(d) Short-term loans and advances	9	12,902.74	10,647.19
		29,248.74	25,692.76
Total		40,768.72	36,584.27

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 28, 2016

Nitin S. Shah
Company Secretary

For & on behalf of the Board

Gautam M. Jain Chairman & Managing Director

Sandeep S. Bhandari Director

Rahul G. Jain Executive Director

Ahmedabad
May 28, 2016

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2016

	Note No	2015-16 (₹/lacs)	2014-15 (₹/lacs)
I. Revenue from operations	10	35,806.16	37,733.12
II. Other Income	11	113.56	457.61
III. Total Revenue (I +II)		35,919.72	38,190.73
IV. Expenses:			
Purchase of Stock-in-Trade		32,071.39	33,234.60
(Increase)/Decrease in Finished goods, Work In Progress & Stock in Trade	12	1,301.22	805.81
Employee benefit expense	13	111.07	110.41
Financial costs	14	101.73	127.48
Depreciation and amortization expense		20.98	76.25
Other expenses	15	357.33	1,483.11
IV. Total Expenses		33,963.72	35,837.66
V. Profit/(Loss) before exceptional and extraordinary items and tax (III - IV)		1,956.00	2,353.07
VI. Exceptional Items		-	-
VII. Profit/(Loss) before extraordinary items and tax (V - VI)		1,956.00	2,353.07
VIII. Extraordinary Items		-	-
IX. Profit/(Loss) before tax (VII - VIII)		1,956.00	2,353.07
X. Tax expense:			
(1) Current tax		400.00	-
(2) Deferred tax asset/(liability) written off		-	-
(3) Earlier year excess(-)/short(+) provisions for tax		-	-
		400.00	-
XI. Profit/(Loss) after Tax before Prior Period (IX-X)		1,556.00	2,353.07
XII Prior Period expenditure/(income)		-	-
XIII Profit/(Loss) after Tax after Prior Period (XI-XII)		1,556.00	2,353.07
XIV Earning per equity share:			
(1) Basic		9.53	14.41
(2) Diluted		9.53	14.41

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 28, 2016

Nitin S. Shah
Company Secretary

For & on behalf of the Board

Gautam M. Jain

Chairman & Managing Director

Sandeep S. Bhandari

Director

Rahul G. Jain

Executive Director

Ahmedabad

May 28, 2016

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

	Year Ended March 31, 2016 (₹ in lacs)	Year Ended March 31, 2015 (₹ in lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax	1956.00	2353.07
Adjustments for		
Depreciation	20.98	76.25
Misc. Expenditure w/off	9.55	14.53
Interest paid	101.73	127.48
Loss/-(Profit) on Sale of Fixed Assets	-	-71.66
Loss/(Profit) on Sale of Investments	31.92	28.68
	-292.59	-74.33
Operating Profit before Working Capital Changes	1984.68	2278.74
Adjustments for		
Trade Receivables	-3426.41	-3258.07
Other Receivables	-1851.94	-373.78
Inventories	1189.49	896.62
Trade Payables & Provisions	3049.09	1756.11
	-1039.77	-979.12
Cash generated from Operations	944.91	1299.62
Direct Taxes paid /Refund Received	-215.99	-21.80
Cash flow before Extraordinary items	728.92	1277.82
Net Cash flow from Operating Activities	728.92	1277.82
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase /-sale of Fixed Assets & Capital WIP (net of Sale proceeds)	-499.90	-516.47
Purchase /-sale of long term investments	-95.85	-292.86
Net Cash used in Investing Activities	-595.75	-809.32
C. CASH FLOW FROM FINANCING ACTIVITIES		
Advances to Suppliers, Contractors & Others	-357.51	726.10
Unsecured Loans	-420.64	-52.06
Deposit with Other Companies	-189.76	-89.11
Interest paid	-101.73	-127.48
Net Cash used in Financing Activities	-1069.64	457.45
D. NET CASH INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)		
CASH EQUIVALENTS (A+B+C)	-936.48	925.96
Opening Balance of Cash & Cash Equivalents	6167.58	5241.62
Closing Balance of Cash & Cash Equivalents	5231.10	6167.58

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 28, 2016

Nitin S. Shah
Company Secretary

For & on behalf of the Board

Gautam M. Jain Chairman & Managing Director

Sandeep S. Bhandari Director

Rahul G. Jain Executive Director

Ahmedabad
May 28, 2016

AUDITORS' REPORT

We have examined the attached Cash Flow Statements of Metroglobal Ltd. for the year ended on the 31st March 2016. 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 28, 2016

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

1) Significant accounting policies:**a) CORPORATE INFORMATION**

Metroglobal Limited is a public limited company domiciled in India and earlier incorporated under the provisions of Companies Act, 1956 now governed by Companies Act 2013. Its Shares are listed and traded on BSE. Company is in the business of trading of speciality chemicals, dye intermediates, solvents, basic chemicals & mineral ore, textile fabric, Plastic granules etc.

b) Basis of Preparation of Financial Statement

i) The financial statements of the Company have been prepared and presented in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with accounting standards notified under Section 211(3C) for the Companies Act, 1956 ("the 1956 act") which are deemed to be applicable as per Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"),.

The financial statements have been prepared on accrual basis under historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those of previous year.

ii) Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities on the date of the financial statements and reported amounts of revenues and expenses for the year. Although these estimates are based on Management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes different from the estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in the current and future periods.

c) 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.

Depreciation of fixed assets is provided on Straight Line Method at rates and in the manner specified in Schedule II of the Companies Act, 2013 w.e.f. April 1, 2014,

d) 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.

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 Generali 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 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, 2016

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	(₹/lacs)	(₹/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

16326742 (16326742) Equity Shares of ₹ 10/- each	1,632.67	1,632.67
	1,632.67	1,632.67

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, 2016	As at 31st March, 2015
Reconciliation of No. of Shares	No of shares	No of shares
Equity Shares at the beginning of the year	16,326,742	16,326,742
Add: Issued during the financial year	-	-
Equity Shares at the end of the year	16,326,742	16,326,742

Details of Equity Shareholders	As at 31st March 2016		As at 31st March 2015	
	No of shares	% held	No of shares	% held
holding more than 5% shares :				
Gautam M. Jain	3,125,413	19.14	3,125,413	19.14
Maiden Tradefin Pvt Ltd	1,678,052	10.28	1,678,052	10.28
Search Invatrade Pvt Ltd	984,360	6.03	984,360	6.03
Anil Dyechem Industries Pvt Ltd	1,771,176	10.85	961,826	5.89
Megha Biotech Pvt Ltd	2,705,667	16.57	2,705,667	16.57
	10,264,668	62.87	9,455,318	57.91

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	As at 31st March, 2016 (₹/lacs)	As at 31st March, 2015 (₹/lacs)
NOTE-3		
RESERVE & SURPLUS		
a. Capital Reserve :		
Balance as per last Balance Sheet	1076.05	1076.05
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	10253.97	8916.01
Closing Balance	10253.97	10253.97
d. General Reserves :		
Balance as per last Balance Sheet	17376.73	17076.73
Closing Balance	17376.73	17376.73
e. Profit & Loss Account		
Balance as per last Balance Sheet	(7480.41)	-9833.48
Less: Net profit after tax transferred from Statement of P & L	1556.00	2353.07
Closing Balance	(5924.41)	(7480.41)
TOTAL	24282.34	22726.34

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	As at 31st March, 2016 (₹/lacs)	As at 31st March, 2015 (₹/lacs)
NOTE : 4		
LONG-TERM BORROWINGS		
Secured Loan From Banks	565.83	410.76
Indian Rupee loan from Kotak Mahindra Bank Limited amounting to ₹ 257.54 Lacs (P.Y. 410.76). The new loan is repayable in 60 Equal Monthly installments of 11.44 Lacs each including interest. The loan is secured by exclusive charge over the land owned by the company located at Chhatral, Kalol .		
Indian Rupee loan from ICICI Bank Limited amounting to ₹ 308.29 Lacs (P.Y. Nil). The loan is secured by mortgage over flat in scheme ADANI Heights owned by the company located at Mumbai .		
Unsecured		
Other Unsecured Loan from Corporate Bodies	4,658.78	4,536.99
(The unsecured loan includes loan taken from associate companies amounting to ₹ 46.59 crores (Previous year ₹ 45.37 Crores) which is expected to be paid within a period of 2-5 years.		
Sub Total	4,658.78	4,536.99
Total	5,224.61	4,947.75
NOTE :5		
CURRENT LIABILITIES		
(a) Short term Borrowings		
Secured Loan	863.93	1,400.55
Note: Working capital loan from State Bank Of India of ₹ 863.93 Lacs (P.Y. 1400.55 Lacs). The same is secured by present and future book debts and inventories of the Company, personal guarantee of the promoter directors.		
Unsecured Loan from Corporate Bodies	283.18	444.06
Sub Total	1,147.11	1,844.61
(b) Trade Payables		
Sub Total	8,131.99	5,106.20
(c) Other Current Liabilities		
i) Unpaid Dividend	9.82	14.93
ii) statutory dues	59.35	48.68
iii) Outstanding expense	2.80	2.04
iv) Other Payables	220.06	199.35
Sub Total	292.03	265.00
(d) Short Term Provisions		
i) Provision for Employee benefits	11.90	15.63
Sub Total	11.90	15.63
TOTAL	9,583.03	7,231.44

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

(₹/lacs)

**NOTE 6 :
FIXED ASSETS**

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS AT 01.04.2015	ADDI- TIONS	DEDUC- TIONS	AS AT 31.03.16	FOR THE YEAR	ADJUST -MENT	AS AT 31.03.16	AS AT 31.03.15
A) Tangible Assets								
Land Freehold	501.34	16.56	-	517.90	-	-	517.90	501.34
Factory Building	224.42	-	-	224.42	2.01	-	163.21	63.22
Office Building	140.75	-	9.00	131.75	1.08	-	64.34	77.49
Plant & Machinery	2058.26	-	-	2058.26	-	-	2058.26	-
Electric Installation	100.90	-	-	100.90	0.62	-	99.04	2.48
Laboratory Equipments	188.25	-	-	188.25	0.08	-	188.00	0.33
Office Equipments	172.47	0.67	-	173.14	6.13	-	141.83	36.77
Furniture & Fixtures	86.73	-	-	86.73	0.42	-	57.51	29.64
Vehicles	215.24	122.13	-	337.37	10.64	-	160.53	65.35
Total Tangible Assets	3688.36	139.36	9.00	3818.72	20.98	-	2932.72	776.62
Intangible Assets	-	-	-	-	-	-	-	-
Total Tangible Assets	-	-	-	-	-	-	-	-
<i>Capital Work in Progress</i>	981.90	441.19	-	1423.09	-	-	1423.09	981.90
TOTAL	4670.26	580.55	9.00	5241.81	20.98	-	2932.72	1758.52
<i>Previous Year</i>	4153.80	516.46	-	4670.26	76.25	-	2911.74	1318.31

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	As at	
	31st March, 2016 (₹/lacs)	31st March, 2015 (₹/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
17000 (17000) Equity Shares of Miraj Impex P.Ltd. Share A/c of ₹ 10/- each fully paid up	2.82	2.82
4500 (4500) Equity Shares of Dual Metals Pvt.Ltd.Share A/c of Rs. 10/- each fully paid up	0.45	0.45
4500 (4500) Equity Shares of D K Metro Procon P.Ltd. Share A/c of ₹ 10/- each fully paid up	0.45	0.45
45000 (45000) Equity Shares of Rian Chemicals Pvt.Ltd.Share A/c of Rs. 10/- each fully paid up	4.50	4.50
(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
	11.84	6.89
(b) Investment in debentures or bonds		
Reliance Dual Advantage Fund	100.00	100.00
	100.00	100.00
Subtotal	111.84	111.84
(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	1049.94	1004.09
(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
32554 (32554) MOTILAL OSWAL MOST SHARES M50 of ₹ 10 each fully paid up	8.58	8.58
5000 (5000) Edelweiss Bonds of ₹ 1000 each Fully paid up	50.00	50.00
100000 (100000) SBI PSU FUND of ₹ 10 each Fully paid up	10.00	10.00
500000 (500000) DSP Blackrock Mutual Fund Bonds of ₹ 10 each Fully paid up	50.00	50.00
500000 (Nil) HDFC Equity Mutual Fund Bonds of RS 10 each Fully paid up	50.00	-
500000 (500000) Reliance Capital Builder Fund Bonds of ₹ 10 each Fully paid up	50.00	50.00
250000 (250000) Sundaram Equity MF Bonds of ₹ 10 each Fully paid up	25.00	25.00
	278.58	228.58
Subtotal	1442.52	1346.67
TOTAL	1554.36	1458.51

Notes :
1. Aggregate Value of Investments

Quoted : Cost	1442.52	1346.67
Market Value	1259.62	1288.00
Unquoted	111.84	111.84

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	As at 31st March, 2016 (₹/lacs)	As at 31st March, 2015 (₹/lacs)
NOTE 8		
a) Long Term Loans and Advances :		
Security deposit (Unsecured, considered good)	19.08	18.81
Loans and Advances to related parties		
i) Loans and advances to Partnership Firms in which the company is a Partner (Unsecured, considered good)	3338.04	3556.53
ii) Loans and advances to company in which the company is a shareholder (Unsecured, considered good)	1440.17	1053.57
Loans and advances to Suppliers, Contractors & others		
Secured, considered good	2736.35	2737.35
Unsecured, considered good	96.25	272.03
Sub-Total	7629.89	7638.29
b) Other Non Current Assets :		
Deferred Revenue Expenditure	26.65	36.20
Sub-Total	26.65	36.20
TOTAL	7656.54	7674.49
NOTE 9		
A) Inventories :		
Stock in Trade :		
Traded Goods (at lower of cost or net realizable value)	36.43	1337.65
Work in Process of Real Estate Projects (at cost)	1042.88	931.15
Sub-Total	1079.31	2268.80
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)	10035.59	6609.18
Sub-Total	10035.59	6609.18
C) Cash & Bank Balances :		
Cash on Hand	8.52	11.29
Balances with Scheduled Banks :		
In Current Accounts	98.17	247.66
In Fixed Deposit Accounts	1077.13	2012.77
Balances In Liquid Funds	4047.28	3895.87
Sub-Total	5231.10	6167.59

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	As at 31st March, 2016 (₹/lacs)	As at 31st March, 2015 (₹/lacs)
D) Short Term Loans and Advances :		
Deposits with Other Companies		
Unsecured, considered good	500.74	310.98
Balances with Government	306.67	322.62
Loans and advances to Suppliers, Contractors & others		
Secured, considered good	912.24	1143.05
Unsecured, considered good	9927.78	7831.23
Income Tax Refund Receivable (Net of provision)	1248.74	1032.75
Export Benefits Receivable	6.57	6.57
Sub-Total	12902.74	10647.19
TOTAL	29248.74	25692.76

NOTE- 10
REVENUE FROM OPERATIONS

SALES - Domestic (including Indirect Exports)	33,916.29	35,776.30
- Exports	-	-
	33,916.29	35,776.30
Less: Excise Duty	1.12	85.19
	33,915.17	35,861.49
Interest Income	1,865.99	1,721.62
Profit of partnership firm	25.00	150.00
TOTAL	35,806.16	37,733.12
Sale of products comprises :		
<u>Manufactured goods</u>		
Dyes Intermediates		
Local	-	-
Export	-	-
Total - Sale of manufactured goods	-	-
<u>Traded goods</u>		
Dyes intermediates and other Traded Products	33,915.17	35,861.49
Total - Sale of traded goods	33,915.17	35,861.49
Total - Sale of products	33,915.17	35,861.49

2015-16	2014-15
₹ in Lacs	₹ in Lacs

NOTE- 11
OTHER INCOME

Profit /(loss) on Sale of Fixed Assets (Net)	71.66	-
Profit /(loss) on Sale of Equity MF	-	(1,579.11)
Misc. Income	1.31	29.79
Profit/(loss) on Sale of Investments (Net)	31.92	292.59
Luxuria Sales of Flat A/c	-	185.63
Dividend income	8.67	1,528.71
TOTAL	113.56	457.61

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

	2015-16	2014-15
	₹ in Lacs	₹ in Lacs

NOTE- 12
(INCREASE)/DECREASE IN FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE

Stock at the Commencement :		
Finished Goods (traded products)	1,337.65	2,143.46
Stock at the End :		
Finished Goods (traded products)	36.43	1,337.65
TOTAL	1,301.22	805.81

NOTE- 13
EMPLOYEE BENEFIT EXPENSE

Salaries, Wages and Bonus	101.69	102.99
Contribution to Provident Fund, Family Pension Fund & other contribution	6.92	6.50
Workers & Staff Welfare Expenses	2.46	0.92
TOTAL	111.07	110.41

NOTE- 14
FINANCIAL COST

Interest expenditure	101.73	127.48
TOTAL	101.73	127.48

NOTE- 15
OTHER EXPENSES

Water, Power & Fuel	1.98	2.50
Effluent Treatment Expenses	1.47	2.88
Metro Luxuria Land Cost	-	48.75
Metro Luxuria Construction Cost	-	54.92
Other Misc. Factory Expenses	0.17	1.92
Rates & Taxes	1.59	6.12
Insurance	5.34	6.15
Postage, Telephone & Stationery	13.65	12.66
Legal & Consultancy Expenses	48.19	61.13
Other Administration Expenses	84.05	98.02
Audit Fees	6.87	6.74
Donation	45.05	26.71
Deferred Revenue Expenditure	9.55	14.53
Bill discounting cost & other bank charges	88.08	343.00
Bad Debts	-	738.04
Sales Promotion Expenses	27.07	36.28
Inland Freight & Cartage	24.27	22.76
TOTAL	357.33	1,483.11

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016
OTHER NOTES TO THE ACCOUNTS

- 1 Previous year's figures have been regrouped / reclassified wherever necessary to make them comparable with current year figures.
- 2 Excise Duty on Sales has been disclosed as reduction from the turnover.
- 3 The Ministry of Corporate Affairs, Government of India, vide General Circular No. 2 and 3 dated February 8, 2011 and February 21, 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956, subject to fulfillment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary information relating to the subsidiaries has been included in the annexure to the Consolidated Financial Statements.
- 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 The Company has constituted a Corporate Social Responsibility (CSR) Committee and has framed a CSR Policy. The brief details of CSR Committee are provided in the Corporate Governance Report. The Annual Report on CSR activities is annexed to this Report. The CSR Policy is made available on the website of the Company.
- 6 There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding as at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

		(₹ in Lacs)	
7	1) Payment to Auditors	2015-16	2014-15
	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	-	-
	iii) Tax Audit Fees	-	-
	iv) Reimbursement of Service Tax	0.87	0.74
	v) Reimbursement of Out of Pocket Expense	-	-
	Total :	6.87	6.74

- 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.
- (b) Director's Remuneration :

		(₹ in Lacs)	
	Particulars	2015-16	2014-15
	i.) Salary	34.83	34.83
	ii.) Contribution to Provident & other Funds	1.55	1.55
	iii.) Other Perquisites	11.60	10.77
	Total :	47.98	47.15

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

		(₹ in Lacs)			
		As at March 31, 2016		As at March 31, 2015	
		Assets	Liabilities	Assets	Liabilities
a)	Depreciation	-	46.07	-	46.07
	Total	-	46.07	-	46.07

- 11 ₹ 124.62 Lacs being net loss (Previous year ₹ 96.82 Lacs being net loss) on account of exchange difference have been adjusted in the respective heads of account in the profit & loss account.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

- 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 31-Mar-2016	For the year ended 31-Mar-2015
Profit /(loss) before tax & exceptional items (₹ in Lacs)	1956.00	2353.07
Exceptional income/-expenditure (₹ in Lacs)	-	-
Profit /(-loss) After Tax (₹ In Lacs)	1556.00	2353.07
No of shares (In lacs)	163.267	163.267
Basic and Diluted EPS (₹)	9.53	14.41
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.

Gratuity Benefits :

In respect of Gratuity, the Company has taken policy from Reliance Nippon Life insurance Co. Limited. and from Future Generali insurance Co. Limited policy No: GI000041. The Defined Benefit Obligation as at 31.03.2016 works out to ₹ 26.48 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 2016)

		₹ Lacs
Defined Benefit Plan –Gratuity (As per Actuarial Valuation)		As on 31st March,2016
Fully Funded		
Reliance Nippon Life Insurance		17.75
Future Generali Insurance		8.73
Total		26.48
I	Change in Obligation during the year ended on 31st March 2016	
1	Present Value of obligation as at 01-04-2016	23.53
2	Interest Cost	0
3	Current service Cost (with Differential Gratuity)	1.03
4	Actuarial (gain)/loss on obligation	2.01
5	Benefits paid	
6	Present Value of obligation as at 31-03-2016	26.57
II	Change in Assets during the year ended on 31st March 2016	
1	Plan assets as at 01-04-2016	23.53
2	Expected Return on Plan assets	0
3	Contribution by the Employer	1.03
4	Actual benefits paid	0.00
5	Actuarial Gains/(Losses)	2.01
6	Plan assets as at 31-03-2016	26.57

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

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.

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

Sr. no.	Nature of Transactions	Subsidiaries	Associate Companies	Key Management Personnel	Relatives of Key Management Personnel	Total
1	Remuneration/ Reimbursement of expenses/ Other Perquisites	-	-	47.98	-	47.98
2	Rent paid	-	-	2.64	-	2.64
3	Interest expenses on intercorporate deposits taken	15.05	324.93	-	-	339.98
4	Outstanding inter corporate deposits payable	221.96	4436.81	-	-	4658.77
5	Investment in shares of Associate companies	-	11.64	-	-	11.64
6	Interest receivable	-	178.38	-	-	178.38
7	Outstanding loans receivable	-	1440.17	-	-	1440.17
	Total	237.01	6391.93	50.62	-	6679.56

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

14 Contingent Liabilities:

		₹ in Lacs	
a) Particulars	2015-16	2014-15	
Income Tax	169.62	NIL	
VAT/Sales Tax	53.09	53.09	
Excise Duty (Interest thereon not ascertainable at present)	196.24	196.24	
Others	NIL	NIL	
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) Certain claims/show cause notices including notices related to arbitration for matters disputed have neither been considered as contingent liabilities nor acknowledged as claims based on the opinions obtained from legal counsels.			

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016
17 Other Additional Information

a) Raw Materials Consumption

	Year Ended March 31, 2016		Year Ended March 31, 2015	
	Qty. (Mts)	Value `/Lacs	Qty. (Mts)	Value `/Lacs
RAW MATERIAL				
Items	-	-	-	-
Total Raw Material Consumed		-		-

b) Value of Imports on CIF Basis

Particulars	2015-16	2014-15
Raw Material	—	-
Capital Goods	—	—

c) Consumption of Raw Materials

	Year ended March 31, 2016		Year Ended March 31, 2015	
	(₹/Lacs)	%	(₹/Lacs)	%
Imported(including Import Duty content)	-	-	-	-
Indigenous	-	-	-	-
Total	-	-	-	-

d) Expenditure in Foreign Currency incurred during the year

	Year ended March 31, 2016	Year Ended March 31, 2015
	(₹/Lacs)	(₹/Lacs)
Foreign Bank Charges	-	0.33
Foreign Travelling Expenses	2.80	10.94

e) Earning in Foreign Currency during the year.

Direct Exports (FOB Value)	NIL	NIL
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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 28, 2016

Nitin S. Shah

Company Secretary

For & on behalf of the Board
Gautam M. Jain

Chairman & Managing Director

Sandeep S. Bhandari

Director

Rahul G. Jain

Executive Director

Ahmedabad

May 28, 2016

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	METROCHEM CAPITAL TRUST LIMITED
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Holding Company April to March-2016
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR (₹ in lacs)
4.	Share capital	181.50
5.	Reserves & surplus	233.09
6.	Total assets	414.94
7.	Total Liabilities	414.94
8.	Investments	13.75
9.	Turnover	17.69
10.	Profit before taxation	15.86
11.	Provision for taxation	0.00
12.	Profit after taxation	15.86
13.	Proposed Dividend	0.00
14.	% of shareholding	70%

For & on behalf of the Board

Gautam M. Jain Chairman & Managing Director

Sandeep S. Bhandari Director

Rahul G. Jain Executive Director

Nitin S. Shah
Company Secretary

Ahmedabad
May 28, 2016

INDEPENDENT AUDITORS' REPORT

To,
The Members of
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, 2016

We have examined the attached the accompanying consolidated financial statements of METROGLOBAL LIMITED and its one subsidiary (i.e. METROCHEM CAPITAL TRUST LIMITED together referred to as “the Group”) comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

Management’s Responsibility for the Financial Statements

The Holding Company’s Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as “the Act”) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

Auditors’ Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducted the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company’s preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company’s Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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, of the consolidated state of affairs of the Group, as at March 31, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

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.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law have been kept by the companies included in the Group, so far as it appears from the examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant financial statements adopted and related working statements maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and our report as the auditor of its subsidiary, none of the directors of the companies in the Group is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on our report as the auditor of its subsidiary:
 - i. The companies in the Group do not have any pending litigations which would impact materially its financial position.
 - ii. The companies in the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Holding Company which is so required to transfer.

For AMPAC & ASSOCIATES
Chartered Accountants

Mumbai
28th May, 2016

Piyush B. Sheth
(Partner)
Membership No.: 044062
FRN: 112236W

ANNEXURE “A” TO THE AUDITORS’ REPORT**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)****Management’s Responsibility for Internal Financial Controls**

The Respective Board of Directors of the Holding Company and its subsidiary company which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.] These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future

periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion the Holding Company and its subsidiary company, which are companies incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Mumbai
28th May, 2016

For AMPAC & ASSOCIATES
Chartered Accountants

Piyush B. Sheth
(Partner)
Membership No.: 044062
FRN: 112236W

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016

	Note No.	As at March 31, 2016 (₹/lacs)	As at March 31, 2015 (₹/lacs)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	1,632.67	1,632.67
(b) Reserves and Surplus	3	24,340.99	22,772.61
Sub total		25,973.66	24,405.28
Minority Interest		239.80	238.43
(2) Non-Current Liabilities			
(a) Long-term borrowings	4	5,224.61	4,947.75
(b) Deferred tax liabilities (Net)		46.07	46.07
Sub total		5,270.68	4,993.82
(3) Current Liabilities			
(a) Short-term borrowings	5	1,147.11	1,844.61
(b) Trade payables		8,131.99	5,106.20
(c) Other current liabilities		292.32	265.22
(d) Short-term provisions		11.95	15.75
Sub total		9,583.37	7,231.78
Total		41,067.51	36,869.31
II. Assets			
(1) Non-current assets			
(a) Fixed assets	6		
(i) Tangible assets		886.41	777.24
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		1,423.09	981.90
Sub total		2,309.50	1,759.14
(b) Non-current investments	7	1,454.11	1,358.26
(c) Long term loans and advances	8	7,994.53	7,991.21
(d) Other Non current assets	8	26.65	36.20
		11,784.79	11,144.81
(2) Current assets			
(a) Inventories	9	1,079.40	2,268.89
(b) Trade receivables	9	10,041.50	6,615.09
(c) Cash and cash equivalents	9	5,228.95	6,168.81
(d) Short-term loans and advances	9	12,932.88	10,671.72
		29,282.73	25,724.50
Total		41,067.51	36,869.31

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 28, 2016

Nitin S. Shah
Company Secretary

For & on behalf of the Board

Gautam M. Jain Chairman & Managing Director

Sandeep S. Bhandari Director

Rahul G. Jain Executive Director

Ahmedabad
May 28, 2016

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2016

	Note No	2015-16 (₹/lacs)	2014-15 (₹/lacs)
I. Revenue from operations	10	35,822.88	37,748.89
II. Other Income	11	114.54	458.68
III. Total Revenue (I +II)		35,937.42	38,207.57
IV. Expenses:			
Purchase of Stock-in-Trade		32,071.39	33,234.60
(Increase)/Decrease in Finished goods, Work In Progress & Stock in Trade	12	1,301.22	805.81
Employee benefit expense	13	111.95	111.46
Financial costs	14	101.73	127.48
Depreciation and amortization expense		21.21	76.48
Other expenses	15	358.06	1,483.81
IV. Total Expenses		33,965.56	35,839.64
V. Profit/(Loss) before exceptional and extraordinary items and tax (III - IV)		1,971.86	2,367.93
VI. Exceptional Items		-	-
VII. Profit/(Loss) before extraordinary items and tax (V - VI)		1,971.86	2,367.93
VIII. Extraordinary Items		-	-
IX. Profit/(Loss) before tax (VII - VIII)		1,971.86	2,367.93
X. Tax expense:			
(1) Current tax		400.00	-
(2) Deferred tax asset/(liability) written off		-	-
(3) Earlier year excess(-)/short(+) provisions for tax		-	-
		400.00	-
XI. Profit/(Loss) after Tax before Prior Period (IX-X)		1,571.86	2,367.93
XII Prior Period expenditure/(income)		-	-
XIII Profit/(Loss) after Tax after Prior Period (XI-XII)		1,571.86	2,367.93
XIV Earning per equity share:			
(1) Basic		9.63	14.50
(2) Diluted		9.63	14.50

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 28, 2016

Nitin S. Shah
Company Secretary

For & on behalf of the Board

Gautam M. Jain Chairman & Managing Director

Sandeep S. Bhandari Director

Rahul G. Jain Executive Director

Ahmedabad
May 28, 2016

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

	Year Ended March 31, 2016 (₹ in lacs)	Year Ended March 31, 2015 (₹ in lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax	1971.86	2367.93
Adjustments for		
Depreciation	21.21	76.48
Misc. Expenditure w/off	9.55	14.53
Interest paid	101.73	127.48
Loss/-(Profit) on Sale of Fixed Assets	-71.66	0.00
Loss/(Profit) on Sale of Investments	-31.92	-292.59
	28.91	-74.10
Operating Profit before Working Capital Changes	2000.77	2293.83
Adjustments for		
Trade Receivables	-3426.41	-3257.35
Other Receivables	-1851.94	-370.51
Inventories	1189.49	896.62
Trade Payables & Provisions	3049.09	1756.09
	1039.77	-975.15
Cash generated from Operations	961.00	1318.68
Direct Taxes paid /Refund Received	-220.17	-28.40
Cash flow before Extraordinary items	740.83	1290.28
Net Cash flow from Operating Activities	740.83	1290.28
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase /-sale of Fixed Assets & Capital WIP (net of Sale proceeds)	-499.91	-516.47
Purchase /-sale of long term investments	-95.85	-292.86
Net Cash used in Investing Activities	-595.76	-809.33
C. CASH FLOW FROM FINANCING ACTIVITIES		
Advances to Suppliers, Contractors & Others	-372.80	714.22
Unsecured Loans	-420.64	-52.06
Deposit with Other Companies	-189.76	-89.11
Interest paid	-101.73	-127.48
Net Cash used in Financing Activities	-1084.93	445.57
D. NET CASH INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)		
CASH EQUIVALENTS (A+B+C)	-939.86	926.52
Opening Balance of Cash & Cash Equivalents	6168.81	5242.29
Closing Balance of Cash & Cash Equivalents	5228.95	6168.81

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 28, 2016

Nitin S. Shah
Company Secretary

For & on behalf of the Board

Gautam M. Jain Chairman & Managing Director

Sandeep S. Bhandari Director

Rahul G. Jain Executive Director

Ahmedabad
May 28, 2016

AUDITORS' REPORT

We have examined the attached Cash Flow Statements of Metroglobal Ltd. for the year ended on the 31st March 2016. 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 28, 2016

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

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**1) Significant accounting policies:****a) Basis of Preparation**

- i) These consolidated financial statements ('CFS') are prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention. These consolidated financial statements have been prepared to comply with the accounting standards prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 ('the Accounting Standards') and the relevant provisions of the Act (to the extent notified). In the light of the first proviso to Section 129 (1) of the Act and Schedule III to the Act, the items and terms contained in these consolidated financial statements are in accordance with the Accounting Standards as referred to herein. financial statements of the Company have been prepared and presented in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with accounting standards notified under Section 211(3C) for the Companies Act, 1956 ("the 1956 act") which are deemed to be applicable as per Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") .

1.2. Principles of Consolidation

- a. The CFS relate to Metroglobal Limited and its subsidiary company Metrochem Capital Trust Limited (MCTL). The financial statements of the subsidiary used in consolidation are drawn/prepared for consolidation upto the same reporting date as the Company.

The consolidated statements are prepared on the following basis:

The financial statements of the subsidiary have been combined on line to line basis by adding together the book values of like items of assets, liabilities, incomes and expenses, after fully eliminating intra group balances and intra group transactions and the unrealised profits/losses, if any, as per Accounting Standard on "Consolidated Financial Statements" ("AS-21").

- b. The CFS are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's standalone financial statements.

ii) Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities on the date of the financial statements and reported amounts of revenues and expenses for the year. Although these estimates are based on Management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes different from the estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in the current and future periods.

- 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.

Depreciation of fixed assets is provided on Straight Line Method at rates and in the manner specified in Schedule II of the Companies Act, 2013 w.e.f. April 1, 2014,

- 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.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

- 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) 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.
- e) 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 Generali 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

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

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 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 CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	As at	As at
	31st March, 2016 (₹/lacs)	31st March, 2015 (₹/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		
16326742 (16326742) Equity Shares of Rs. 10/- each	1,632.67	1,632.67
	1,632.67	1,632.67

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, 2016	As at 31st March, 2015
Reconciliation of No. of Shares	No of shares	No of shares
Equity Shares at the beginning of the year	16,326,742	16,326,742
Add: Issued during the financial year	-	-
Equity Shares at the end of the year	16,326,742	16,326,742

Details of Equity Shareholders holding more than 5% shares :

	As at 31st March 2016		As at 31st March 2015	
	No of shares	% held	No of shares	% held
Gautam M. Jain	3,125,413	19.14	3,125,413	19.14
Maiden Tradefin Pvt Ltd	1,678,052	10.28	1,678,052	10.28
Search Invatrade Pvt Ltd	984,360	6.03	984,360	6.03
Anil Dyechem Industries Pvt Ltd	1,771,176	10.85	961,826	5.89
Megha Biotech Pvt Ltd	2,705,667	16.57	2,705,667	16.57
	10,264,668	62.87	9,455,318	57.91

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	As at 31st March, 2016 (₹/lacs)	As at 31st March, 2015 (₹/lacs)
NOTE-3		
RESERVE & SURPLUS		
a. Capital Reserve :		
Balance as per last Balance Sheet	1076.05	1076.05
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	10253.97	10253.97
Closing Balance	10253.97	10253.97
d. General Reserves :		
Balance as per last Balance Sheet	17308.17	17311.73
Add: Transferred from Debenture Redemption Reserve	-	-
Add :Share of Minority in profit of Metrochem Capital Trust Ltd.	4.52	4.44
Less :Cumulative dividend related to Preference shareholders	(8.00)	(8.00)
Closing Balance	17304.69	17308.17
e. Profit & Loss Account		
Balance as per last Balance Sheet	(7365.58)	(9733.51)
Less:Net profit after tax transferred from Statement of P & L	1571.86	2367.93
Closing Balance	(5793.72)	(7365.58)
TOTAL	24340.99	22772.61

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	As at 31st March, 2016 (₹/lacs)	As at 31st March, 2015 (₹/lacs)
NOTE : 4		
LONG-TERM BORROWINGS		
Secured Loan From Banks	565.83	410.76
Indian Rupee loan from Kotak Mahindra Bank Limited amounting to ₹ 257.54 Lacs (P.Y. ₹ 410.76 Lacs). The loan is repayable in 60 Equal Monthly installments of ₹ 11.44 Lacs each including interest. The loan is secured by exclusive charge over the land owned by the company located at Chhatral, Kalol.		
Indian Rupee loan from ICICI Bank Limited amounting to ₹ 308.29 Lacs (P.Y. Nil). The loan is secured by mortgage over flat in scheme ADANI Heights owned by the company located at Mumbai .		
Unsecured Debentures		
Other Unsecured Loan from Corporate Bodies	4,658.78	4,536.99
(The unsecured loan includes loan taken from associate companies amounting to ₹ 46.59 crores (Previous year ₹ 45.37 Crores) which is expected to be paid within a period of 2-5 years.		
Total	5,224.61	4,947.75

NOTE :5
CURRENT LIABILITIES

(a) Short term Borrowings		
Secured Loan	863.93	1,400.55
Note: Working capital loan from State Bank of India of ₹ 863.93 Lacs (P.Y. ₹ 1400.55 Lacs). The same is secured by present and future book debts and inventories of the Company, personal guarantee of the promoter directors.		
Unsecured Loan from Corporate Bodies	283.18	444.06
Sub Total	1,147.11	1,844.61
(b) Trade Payables	8,131.99	5,106.20
Sub Total	8,131.99	5,106.20
(c) Other Current Liabilities		
i) Unpaid Dividend	9.82	14.93
ii) statutory dues	59.37	48.70
iii) Outstanding expense	3.07	2.24
iv) Other Payables	220.06	199.35
Sub Total	292.32	265.22
(d) Short Term Provisions		
i) Provision for Employee benefits	11.95	15.75
Sub Total	11.95	15.75
TOTAL	9,583.37	7,231.78

(₹/lacs)

**NOTE 6 :
FIXED ASSETS**

PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK	
	AS AT 01.04.2015	ADDIT- IONS	DEDUC- TIONS	AS AT 31.03.16	AS AT 01.04.15	FOR THE YEAR	ADJUST -MENT	AS AT 31.03.16	AS AT 31.03.15
A) Tangible Assets									
Land Freehold	501.63	16.56	-	518.19	-	-	-	518.19	501.63
Factory Building	231.25	-	-	231.25	167.68	2.24	-	61.33	63.55
Office Building	140.75	-	9.00	131.75	63.26	1.08	-	67.41	77.49
Plant & Machinery	2058.26	-	-	2058.26	2058.26	-	-	2058.26	-
Electric Installation	100.90	-	-	100.90	98.42	0.62	-	1.86	2.48
Laboratory Equipments	188.25	-	-	188.25	187.92	0.08	-	0.25	0.33
Office Equipments	172.47	0.67	-	173.14	135.70	6.13	-	31.31	36.77
Furniture & Fixtures	86.73	-	-	86.73	57.09	0.42	-	29.22	29.64
Vehicles	215.24	122.13	-	337.37	149.89	10.64	-	176.84	65.35
Total Tangible Assets	3695.48	139.36	9.00	3825.84	2918.22	21.21	-	886.41	777.24
Intangible Assets	-	-	-	-	-	-	-	-	-
Total Tangible Assets	-	-	-	-	-	-	-	-	-
<i>Capital Work in Progress</i>	981.90	441.19	-	1423.09	-	-	-	1423.09	981.90
TOTAL	4677.38	580.55	9.00	5248.93	2918.22	21.21	-	2939.43	1759.14
<i>Previous Year</i>	4160.93	516.46	-	4677.39	2841.77	76.48	-	1759.14	1319.15

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	As at		
	31st March, 2016 (₹/lacs)	31st March, 2015 (₹/lacs)	
NOTE 7			
(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
17000 (17000)	Equity Shares of Miraj Impex P.Ltd.Share A/c of ₹ 10/- each fully paid up	2.82	2.82
4500 (4500)	Equity Shares of Dual Metals Pvt.Ltd.Share A/c of ₹ 10/- each fully paid up	0.45	0.45
4500 (4500)	Equity Shares of D K Metro Procon P.Ltd. Share A/c of ₹ 10/- each fully paid up	0.45	0.45
45000 (45000)	Equity Shares of Rian Chemicals Pvt.Ltd.Share A/c of ₹ 10/- each fully paid up	4.50	4.50
(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
		11.84	11.84
(b) Investment in debentures or bonds			
Reliance Dual Advantage Fund		100.00	100.00
MILESTONE BULLION SERIES-I A/C Bond Partly Paid up		-	-
		100.00	115.81
Subtotal		111.84	111.84
(B) Other Investments (Quoted at cost)			
(a) Investment in Equity shares			
(i) Listed Companies		1063.69	1017.84
(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
32554 (64074)	MOTILAL OSWAL MOST SHARES M50 of ₹ 10 each fully paid up	8.58	8.58
5000 (5000)	Edelweiss Bonds of ₹ 1000 each Fully paid up	50.00	50.00
100000 (100000)	SBI PSU FUND of ₹ 10 each Fully paid up	10.00	10.00
500000 (500000)	DSP Blackrock Mutual Fund Bonds of ₹ 10 each Fully paid up	50.00	50.00
500000 (Nil)	HDFC Equity Mutual Fund Bonds of ₹ 10 each Fully paid up	50.00	-
500000 (500000)	Reliance Capital Builder Fund Bonds of ₹ 10 each Fully paid up	50.00	50.00
250000 (250000)	Sundaram Equity MF Bonds of ₹ 10 each Fully paid up	25.00	25.00
Subtotal		1342.27	1246.42
TOTAL		1454.11	1358.26

Notes :
1. Aggregate Value of Investments

Quoted : Cost	1342.27	1246.42
Market Value	1161.62	1188.80
Unquoted	111.84	111.84

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	As at 31st March, 2016 (₹/lacs)	As at 31st March, 2015 (₹/lacs)
NOTE 8		
a) Long Term Loans and Advances :		
Security deposit (Unsecured, considered good)	19.08	18.81
Loans and Advances to related parties		
Loans and advances to Partnership Firms in which the company is a Partner (Unsecured, considered good)	3338.04	3556.53
Loans and advances to company in which the company is a shareholder (Unsecured, considered good)	1440.17	1053.57
Loans and advances to Suppliers, Contractors & others		
Secured, considered good	2736.35	2737.35
Unsecured, considered good	318.26	482.33
Unsecured, considered doubtful	289.30	289.30
Less: Provision for bad debts	(146.67)	(146.68)
Sub-Total	7994.53	7991.21
b) Other Non Current Assets :		
Deferred Revenue Expenditure	26.65	36.20
Sub-Total	26.65	36.20
TOTAL	8021.18	8027.41

NOTE 9
A) Inventories :

Stock in Trade :		
Traded Goods (at lower of cost or net realizable value)	36.52	1337.74
Work in Process of Real Estate projects (at cost)	1042.88	931.15
Sub-Total	1079.40	2268.89

B) Sundry Debtors (Unsecured) :

Due over six months considered good	5.91	5.91
considered doubtful	323.15	323.15
Less: Provision for bad debts	(323.15)	(323.15)
	5.91	5.91
Others (considered good)	10035.59	6609.18
Sub-Total	10041.50	6615.09

C) Cash & Bank Balances :

Cash on Hand	8.51	11.30
Balances with Scheduled Banks :		
In Current Accounts	96.03	248.87
In Fixed Deposit Accounts	1077.13	2012.77
Balances In Liquid Funds	4047.28	3895.87
Sub-Total	5228.95	6168.81

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	As at	As at
	31st March, 2016 (₹/lacs)	31st March, 2015 (₹/lacs)
D) Short Term Loans and Advances :		
Deposits with Other Companies		
Unsecured, considered good	500.74	310.98
Balances with Government	306.67	322.62
Loans and advances to Suppliers ,Contractors & others		
Secured, considered good	912.24	1143.05
Unsecured, considered good	9929.93	7831.95
Income Tax Refund Receivable (Net of provision)	1276.73	1056.56
Export Benefits Receivable	6.57	6.57
Sub-Total	12932.88	10671.72
TOTAL	29282.73	25724.50

	2015-16 ₹ in Lacs	2014-15 ₹ in Lacs
NOTE- 10		
REVENUE FROM OPERATIONS		
SALES - Domestic (including Indirect Exports)	33,916.29	35,776.30
- Exports	-	-
	33,916.29	35,776.30
Less: Excise Duty	1.12	85.19
	33,915.17	35,861.49
Interest Income	1,882.71	1,737.39
Profit of partnership firm	25.00	150.00
TOTAL	35,822.88	37,748.8
Sale of products comprises :		
<u>Manufactured goods</u>		
Dyes Intermediates		
Local	-	-
Export	-	-
Total - Sale of manufactured goods	-	-
<u>Traded goods</u>		
Dyes intermediates and other Traded Products	33,915.17	35,861.49
Total - Sale of traded goods	33,915.17	35,861.49
Total - Sale of products	33,915.17	35,861.49

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

	2015-16 ₹ in Lacs	2014-15 ₹ in Lacs
NOTE- 11		
OTHER INCOME		
Profit /(loss) on Sale of Fixed Assets (Net)	71.66	-
Profit /(loss) on Sale of Equity MF	-	(1,579.11)
Misc. Income	2.03	30.86
Profit/(loss) on Sale of Investments (Net)	31.92	292.59
Luxuria Sales of Flat A/c	-	185.63
Dividend income	8.93	1,528.71
TOTAL	114.54	458.68

NOTE- 12		
(INCREASE)/DECREASE IN FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE		
Stock at the Commencement :		
Finished Goods (manufactured products)	-	-
Finished Goods (traded products)	1,337.65	2,143.46
Work in Process (at cost)	-	-
	1,337.65	2,143.46
Stock at the End :		
Finished Goods (manufactured products)	-	-
Finished Goods (traded products)	36.43	1,337.65
Work in Process (at cost)	-	-
TOTAL	1,301.22	805.81

NOTE- 13		
EMPLOYEE BENEFIT EXPENSE		
Salaries, Wages and Bonus	102.57	104.04
Contribution to Provident Fund, Family Pension Fund & other contribution	6.92	6.50
Workers & Staff Welfare Expenses	2.46	0.92
TOTAL	111.95	111.46

NOTE- 14		
FINANCIAL COST		
Interest expenditure	101.73	127.48
TOTAL	101.73	127.48

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

	2015-16 ₹ in Lacs	2014-15 ₹ in Lacs
NOTE- 16		
OTHER EXPENSES		
Water, Power & Fuel	1.98	2.50
Effluent Treatment Expenses	1.47	2.88
Metro Luxuria Land Cost	-	48.75
Metro Luxuria Construction Cost	-	54.92
Other Misc. Factory Expenses	0.17	1.92
Rates & Taxes	1.59	6.12
Insurance	5.34	6.15
Postage, Telephone & Stationery	13.65	12.66
Legal & Consultancy Expenses	48.19	61.22
Other Administration Expenses	84.42	98.40
Audit Fees	7.23	6.97
Donation	45.05	26.71
Deferred Revenue Expenditure	9.55	14.53
Bill discounting cost & other bank charges	88.08	343.00
Bad Debts	-	738.04
Sales Promotion Expenses	27.07	36.28
Inland Freight & Cartage	24.27	22.76
TOTAL	358.06	1,483.8

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

1 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 General Circular No. 2 and 3 dated February 8, 2011 and February 21, 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956, subject to fulfillment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary information relating to the subsidiaries has been included in the annexure to the Consolidated Financial Statements.

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 are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding as at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

6 The Company has constituted a Corporate Social Responsibility (CSR) Committee and has framed a CSR Policy. The brief details of CSR Committee are provided in the Corporate Governance Report. The Annual Report on CSR activities is annexed to this Report. The CSR Policy is made available on the website of the Company.

7 (₹ in Lacs)

Payment to Auditors	2015-16	2014-15
a) Statutory Auditors		
i) Auditors Fees	6.30	6.20
ii) As Advisor, or in any other capacity in respect of:		
i) Taxation Matters	-	-
ii) Certification and Other Matters		
iii) Tax Audit Fees		
iv) Reimbursement of Service Tax	0.93	0.77
v) Reimbursement of Out of Pocket Expense	-	-
Total :	7.23	6.97

7 (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.

(b) Director's Remuneration :

	(₹ in Lacs)	
Particulars	2015-16	2014-15
i.) Salary	34.83	34.83
ii.) Contribution to Provident & other Funds	1.55	1.55
iii.) Other Perquisites	11.60	10.77
Total :	47.98	47.15

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

	(₹ in Lacs)			
	As at March 31, 2016		As at March 31, 2015	
	Assets	Liabilities	Assets	Liabilities
a) Depreciation	-	46.07	-	46.07
Total	-	46.07	-	46.07

9 ₹ 124.62 Lacs being net loss (Previous year ₹ 96.82 Lacs being net loss) on account of exchange difference have been adjusted in the respective heads of account in the profit & loss account.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

- 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 ended 31-Mar-2016	For the year ended 31-Mar-2015
Profit /(loss) before tax & exceptional items (₹ in Lacs)	1971.86	2367.93
Profit /(-loss) After Tax (₹ In Lacs)	1571.86	2367.93
No of shares (In lacs)	163.267	163.267
Basic and Diluted EPS (₹)	9.63	14.50
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.

Gratuity Benefits :

In respect of Gratuity, the Company has taken policy from Reliance Nippon Life insurance Co. Limited. and from Future Generali insurance Co. Limited policy No: GI000041. The Defined Benefit Obligation as at 31.03.2016 works out to ₹ 26.48 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 2016)

Defined Benefit Plan –Gratuity (As per Actuarial Valuation	₹ Lacs
	as on 31st March, 2016

GRATUITY

Fully Funded

Reliance Nippon Life Insurance	17.75
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Future Generali Insurance	8.73
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Total	26.48
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I Change in Obligation during the year ended on 31st March 2016

1	Present Value of obligation as at 01-04-2016	23.53
---	--	-------

2	Interest Cost	0
---	---------------	---

3	Current service Cost (with Differential Gratuity)	1.03
---	---	------

4	Actuarial (gain)/loss on obligation	2.01
---	-------------------------------------	------

5	Benefits paid	
---	---------------	--

6	Present Value of obligation as at 31-03-2016	26.57
---	--	-------

II Change in Assets during the year ended on 31st March 2016

1	Plan assets as at 01-04-2016	23.53
---	------------------------------	-------

2	Expected Return on Plan assets	0
---	--------------------------------	---

3	Contribution by the Employer	1.03
---	------------------------------	------

4	Actual benefits paid	0.00
---	----------------------	------

5	Actuarial Gains/(Losses)	2.01
---	--------------------------	------

6	Plan assets as at 31-03-2016	26.57
---	------------------------------	-------

III Net Asset/(Liability) recognized in the Balance Sheet as at 31-03-2016

1	Present Value of defined obligation as at 31-03-2016	26.48
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2	Fair value of plan assets as at 31-03-2016	26.48
---	--	-------

3	Fund status (Surplus/(deficit)) as at 31-03-2016	9.04
---	--	------

4	Net Assets/(Liability) as at 31-03-2016	17.44
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NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

IV	Expenses recognised in Profit & Loss Account for the year ended 31-03-2016	
1	Current service cost	1.02
2	Interest cost	0
3	Expected return on plan assets	0
4	Net Actuarial (gain)/loss(net of Opening Actuarial Gain(Loss) adjustment)	2.01
5	Expenses recognised in Profit & Loss Account	0.95
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	8.00%
3	Mortality Table	-
4	Retirement Age	58 years
5	Salary escalation	3.55%

- 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 Manufacturing		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	0.00	0.00	0.00	0.00	33915.17	35861.49	0.00	0.00	33915.87	35861.49
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	366.89	683.92	1515.82	1239.10	0.00	0.00	1882.71	1737.39
Total Revenue	0.00	0.00	366.89	683.92	35430.99	37506.81	0.00	0.00	35797.88	37598.89
Interest expense	0.00	0.00	0.00	0.00	101.73	127.48	0.00	0.00	101.73	127.48
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	0.00	0.00	366.89	580.25	1604.97	1772.82	0.00	0.00	1971.86	2367.93
Income taxes/Deferred tax	0.00	0.00	0.00	0.00	400.00	0.00	0.00	0.00	400.00	0.00
Profit/(loss) After Tax before prior period	0.00	0.00	366.89	580.25	1189.11	1772.82	0.00	0.00	1571.86	2367.93
Prior 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	0.00	0.00	366.89	580.25	1189.11	1772.82	0.00	0.00	1571.86	2367.93
Capital Employed	1553.06	1553.06	5805.90	5436.49	18556.05	17369.46	0.00	0.00	24359.01	24359.01

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

13 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 :

Associates Companies

Anil Dyechem Industries Pvt. Ltd	Search Invatrade Pvt. Ltd.
Harvest Tradelink Pvt.Ltd.	Sparkling Tradefin Pvt. Ltd.
Maiden Tradefin Pvt. Ltd.	Spring Trading And Investment Pvt. Ltd.
Minerva Dyechem Industries P.Ltd.	Progressive Invatrade Pvt.Ltd.
Bloom Investment & Trading Pvt.Ltd.	DK Metro Procon Private Limited
Charm Trading & Investment Pvt.Ltd.	Miraj Impex Pvt. Ltd.
Rian Chemicals Pvt.Ltd.	Dual Metals Pvt Ltd.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016
Key Management Personnel

Shri Gautam M. Jain
Mrs. Krati Rahul Jain

Shri Rahul G. Jain
Shri H C. Jain

Relatives of Key Management Personnel and their Enterprises

Mahendra Mithalal HUF	Gautam Rajendra HUF	Rajendra Mithalal HUF
Rajendra Anil HUF	Mishal M. Shah	Arun R. Jain
Suhani M. Shah	Yash Anil Jain	Mithalal Mukanchand HUF
Nitu G. Jain	Ankit Rajendra Jain	Rajendra Jain HUF
Mithalal Rajendra HUF	Rajendra Mithalal HUF	Rajendra Gautam Bros. HUF
Mithalal Mukanchand B. HUF	Bhavna G. Jain	Anil Mahendra HUF
Anil M Jain HUF	Ritu A. Jain	Gautamkumar Mithalal HUF
Sumitradevi M. Shah	Ritu (Ekta) G. Jain	Mahendra M. Shah
Asha R. Jain	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/ Reimbursement of expenses/ Other Perquisites	-	47.98	-	47.98
2	Rent paid	-	2.64	-	2.64
3	Interest expenses on intercorporate deposits taken	324.93	-	-	324.93
4	Outstanding inter corporate deposits payable	4436.81	-	-	4436.81
5	Investment in shares of Associate companies	11.64	-	-	11.64
6	Interest receivable	178.38	-	-	178.38
7	Outstanding loans receivable	1440.17	-	-	1440.17
	Total	6391.93	50.62	-	6442.55

The following 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.

14 a) Contingent Liabilities:

Particulars	₹ in Lacs	
	2015-16	2014-15
Income Tax	169.62	NIL
VAT/Sales Tax	53.09	53.09
Excise Duty (Interest thereon not ascertainable at present)	196.24	196.24
Others	NIL	NIL

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) Certain claims/show cause notices including notices related to arbitration for matters disputed have neither been considered as contingent liabilities nor acknowledged as claims based on the opinions obtained from legal counsels.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016
15 Other Additional Information

a) Raw Materials Consumption

RAW MATERIAL	Year Ended March 31, 2016		Year Ended March 31, 2015	
	Qty. (Mts)	Value ₹/Lacs	Qty. (Mts)	Value ₹/Lacs
Items	-	-	-	-
Total Raw Material Consumed	-	-	-	-

b) Value of Imports on CIF Basis

Particulars	2015-16	2014-15
Raw Material	—	-
Capital Goods	—	—

c) Consumption of Raw Materials

	Year Ended March 31, 2016		Year Ended March 31, 2015	
	(₹/Lacs)	%	(₹/Lacs)	%
Imported(including Import Duty content)	-	-	-	-
Indigenous	-	-	-	-
Total	-	-	-	-

d) Expenditure in Foreign Currency incurred during the year

	Year ended March 31, 2016	Year ended March 31, 2015
	(₹/Lacs)	(₹/Lacs)
Foreign Bank Charges	-	0.33
Foreign Travelling Expenses	-	-

e) Earning in Foreign Currency during the year.

Direct Exports (FOB Value)	-	-
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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 28, 2016

Nitin S. Shah

Company Secretary

For & on behalf of the Board
Gautam M. Jain

Chairman & Managing Director

Sandeep S. Bhandari

Director

Rahul G. Jain

Executive Director

Ahmedabad

May 28, 2016

METROglobal Limited**(CIN :-L21010MH1992PLC069527)**

101, 1st Floor, "MangalDisha",Nr. Guru Gangeshwar Temple, 6th Road ,Khar (West), Mumbai, Maharashtra-400052

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 Tweny Fourth Annual General Meeting of the Company held at Conference Hall of The Oriental Residency, Next to, Opp: Khar Telephone Exchange, Khar (West), Mumbai-400052 , on Thursday, the 29th September, 2016 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****(CIN :-L21010MH1992PLC069527)**

101, 1st Floor, "MangalDisha",Nr. Guru Gangeshwar Temple, 6th Road ,Khar (West), Mumbai, Maharashtra-400052

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 Thursday, the 29th September, 2016 at Conference Hall of The Oriental Residency, Next to Khar Telephone Exchange, Khar (West), Mumbai-400052 , at 11.30 a.m. and at any adjourned meeting thereof.

Affix Re. 1 Revenue Stamp

Dated this _____ day of _____, 2016

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.

METROglobal Limited
(CIN :-L21010MH1992PLC069527)

101, 1st Floor, "MangalDisha",Nr. Guru Gangeshwar Temple, 6th Road ,Khar (West), Mumbai, Maharashtra-400052
MGT-11

PROXY FORM

(PURSUANT TO SECTION 105(6) OF THE COMPANIES ACT-2013 AND RULE 19(3) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)

Name of the Member(s) Registered Address : Email Id: Folio No/DPID-Client ID :	
---	--

I/We, being the Member(s) ofShares of the above named Company, here by appoint :

1. Name :-Address
:.....

Email ID:-.....Signature or failing him

2. Name :-Address
:.....

Email ID:-.....Signature

As my/our Proxy to attend and vote (on a Poll) for me as me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on (Thursday, the 29th September 2016 at 11.30 a.m. at Conference Hall of The Oriental Residency,Next to Khar Telephone Exchange, P.D. HindujaMarg,Khar (West), Mumbai-400052 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Profit and Loss Account and Balance Sheet together with Directors' Report for the Financial Year ended on 31st March, 2016.
2. Re-Appointment of Mr. Sandeep S.Bhandari (Din NO:01379445) liable to Retire by Rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors of the Company.

Special Business

4. Re-appointment of Mr.Gautam M.Jain (DIN 00160167), as Executive Chairman and Managing Director of the Company.
5. Re-appointment of Mr. Rahul G.Jain (DIN 01813781), as Executive Director/Whole Time Director of the Company.

Signed thisday of2016

Signature of Share holder

Signature of Proxy Holder(s) (1).....(2).....

Note :- This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 Hours before the Commencement of the Meeting.

GO GREEN” initiative of the Ministry of Corporate Affairs (“MCA”), Government of India

The Ministry of Corporate Affairs (“MCA”), Government of India, has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by companies vide circular no. 17/2011 dated 21.04.2011 and circular no. 18/2011 dated 29.04.2011, in terms of which a company would have ensured compliance with the provisions of Section 53 of the Act, if services of documents have been made through electronic mode. The companies are now permitted to send various notices /documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders.

This move by the Ministry is welcome since it will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. The Company thus proposes to send all documents to the Shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors’ Report, Auditors’ Report, etc. henceforth to the shareholders in electronic form in lieu of the physical form.

You are holding shares of the Company in **electronic form** and do not have any email id registered in your Demat Account with the Depository. You are requested to furnish your email id in **your Demat Account with your Depository-Participant (DP)** for the purpose of serving of documents by the Company in the electronic mode.

As a member of the company, In case you desire to receive documents stated above in physical form, you will be entitled to be furnished, free of cost, a printed copy of the Annual Report of the Company, upon receipt of a requisition from you, at any time.

The Annual Report of the Company would also be made available on the Company’s website at www.metrogloballimited.com

METROglobal Limited

(CIN :-L21010MH1992PLC069527)

101, 1st Floor, "MangalDisha", Nr. Guru Gangeshwar Temple, 6th Road, Khar (West), Mumbai, Maharashtra-400052

MGT-12

Ballot Form

(To be used by Share Holders personally present/through Proxy at the Meeting and have not opted for E-Voting)

1.	Name and Address of the Sole/First Named Share holder	
2.	Name(s) of the Joint Holder(s) (If any)	
3.	Registered Folio No./DPID-Client ID	
4.	Number of Share(s) held	
5.	I/We hereby exercise my/our assent or dissent by way of Vote(s) at the time of my/our personal presence/through proxy at the General Meeting in respect of the Ordinary and Special Resolutions set out in the Notice of 24 th Annual General Meeting of the Company to be held on (Thursday, the 29 th September 2016 at 11.30 a.m. at Conference Hall of The Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, Khar (West), Mumbai-400052, by placing the tick (™)mark at the appropriate box below:	

Resolution No.	Resolutions	No. of Shares	For	Against
	Ordinary Business			
01.	Adoption of Profit and Loss Account and Balance Sheet together with Directors' Report for the Financial Year ended on 31 st March, 2016.			
02.	Re-Appointment of Mr. Sandeep S.Bhandari (Din NO:01379445) liable to Retire by Rotation and being eligible, offers himself for re-appointment.			
03.	Appointment of Statutory Auditors of the Company.			
	Special Business			
04.	Re-appointment of Mr.Gautam M.Jain (DIN 00160167), as Executive Chairman and Managing Director of the Company.			
05.	Re-appointment of Mr. Rahul G.Jain (DIN 01813781), as Executive Director/Whole Time Director of the Company.			

Place :-

Date :-

(Signature of Shareholder/Proxy)

Note :- This Ballot is to be used for exercising voting at the time of 24th Annual General Meeting to be held on Thursday the 29th September 2016 by Shareholder/proxy. Duly Filled in and signed ballot form should be dropped in the Ballot Box kept at the Venue of AGM.



METROGLOBAL LIMITED

(CIN No: L21010MH1992PLC069527)

REGISTERED OFFICE

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

CORPORATE OFFICE

508-509, "SHILP", C.G.Road, Navrangpura, Ahmedabad-380009. INDIA