



annual  
report  
2016-2017



**METROglobal Limited**

(CIN No: L21010MH1992PLC069527)



FORM A

Sr No	Particulars	Compliance
1.	Name of the company	METROGLOBAL LIMITED
2.	Annual Financial Statements for the Year ended	31 <sup>st</sup> March , 2017
3.	Type of Observation	Unqualified Report
4.	Frequency of Observation	Not Applicable to our Company

For METROGLOBAL LIMITED,



Managing Director/CEO

For METROGLOBAL LIMITED,



Chief Financial Officer

FOR AMPAC & ASSOCIATES  
CHARTERED ACCOUNTANTS

PARTNER



Auditor of the Company

Chairman Audit Committee

C. SANDIP S. BHANDARKAR

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**METROGlobal Limited****CHAIRMAN'S MESSAGE****STEADY IN DIFFICULTIES AND READY IN OPPORTUNITIES:**

When a major storm blows the first objective would be to steadily hold one's own until its impact reduces and a more conducive environment emerges. Subsequent actions are to regroup all resources to tackle the changed situation with renewed energy and skills for creating new opportunities.

While demonetisation has transformed the economic framework to serve broader national objectives, the immediate effects have been different and diverse in many fields. In the short term it shrank the availability of cash and brought a certain hesitancy in business. Some segments like the realty sector that had its own format of transactions were affected more quickly and heavily.

**INDUSTRIAL SCENARIO:**

The larger perspective indicates the impact on the industrial scenario in which we are operating. India's economic growth is estimated to slow to 7.1 percent in the year 2016-17 ending on March 31 compared to 7.6 percent in 2015-16, the first indicator of the impact of the demonetisation drive. The estimates have been reduced in all the sectors, except for agriculture, which has improved due to the positive monsoon season.

Fortunately even though demonetisation had temporarily slowed down economic activities in the third quarter due to cash crunch it is expected to rebound the growth to 7.6-7.8% in 2017-18. The agricultural sector posted a huge jump in growth as it expanded by 4.9% during 2016-17 compared to dismal growth of 0.7% in the 2015-16.

**IMPACT OF DEMONETISATION ON CONSTRUCTION & REALTY SECTOR:**

The short-to-medium term effects of demonetisation due to reduced cash transactions will be offset by credit / debit cards and e-Wallets that should come to the rescue. Overall; the domestic consumption story remains intact, with no threat to the overall strength and growth of the Indian retail industry.

There will be minimal impact on large institutionalized players with a solid brand and governance framework. Sales largely driven by the salaried class or investors with limited cash involvement would not suffer. Smaller developers are understandably very concerned right now because many of them have depended on cash transactions. We are very likely to see a clean-up of non-serious players due to this 'surgical strike' on the parallel economy. The impact of RERA will further discipline the industry, which will be good for its health in the long term.

**THE COMPANY-STANDING FIRM**

Your Company has diversified its business mainly on trading of various items Chemicals, Plastics, Textiles etc. and Realty Business.

The revenue from operations of the company from the various segments was ` 35214 lacs for the year 2016-17 as against the turnover of ` 35920 lacs during the year 2015-16.

Your Company earned net profit of ` 1502.00 lacs during the year 2016-17 as against the profit of ` 1556.00 lacs during the year 2015-16.

Your Company's performance has been restricted during 2016-17 due to demonetisation and its negative impact on industrial growth and also in the Construction and Realty Sector, However management of the company is making sincere efforts for better performance in coming years through more innovative strategies and increased productivity.

**THE COMPANY PILLARS**

Behind this steady performance story are the efforts of the MetroGlobal team that pushed the limits to take the company forward and higher. I proudly acknowledge their valuable contribution to your company.

The tremendous support in all forms by the Board was the backbone of overcoming hurdles and making progress even in difficult circumstances. Other stakeholders also played an important role in the transformation. I thank them all for their encouragement and backing that make me optimistic and enthusiastic about the future of your company with the confidence to face any challenges with success.

**Gautam M. Jain**

14th August, 2017



# METROGlobal Limited

(CIN No: L21010MH1992PLC069527)

<b>BOARD OF DIRECTORS</b>	: <b>Mr. Gautam M. Jain (DIN No: 00160167)</b> Chairman & Managing Director <b>Mr. Rahul G. Jain (DIN No:01813781)</b> Executive Director <b>Mr. Sandeep S. Bhandari (DIN No: 01379445)</b> Independent Director <b>Mr. Nilesh R. Desai (DIN No: 00414747)</b> Independent Director <b>Mrs. Krati R. Jain (DIN No: 7150442)</b> Woman Director
<b>COMPANY SECRETARY &amp; CHIEF FINANCIAL OFFICER</b>	: <b>Mr. Nitin S. Shah (M. No. 7088)</b>
<b>AUDITORS</b>	: <b>M/s AMPAC &amp; Associates,</b> Chartered Accountants, Mumbai
<b>BANKERS</b>	: <b>State Bank of India</b> Law Garden Branch Navrangpura, Ahmedabad - 380 009.
<b>REGISTERED OFFICE</b>	: 101, 1 <sup>st</sup> Floor, "Mangal Disha", Near Guru Gangeshwar Temple, 6 <sup>th</sup> Road, Khar (West), Mumbai-400052, Maharashtra, (India)
<b>CORPORATE OFFICE</b>	: 5th Floor, 508-509, "SHILP " Building, Opp: Girish Cold Drinks, C.G.Road, Navrangpura, Ahmedabad-380009
<b>SHARE TRANSFER REGISTRAR</b>	: <b>Sharex Dynamic (India) Pvt.Ltd.</b> 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 Fifth Annual General Meeting** of the Shareholders of the MetroGlobal Limited will be held on Friday, **29<sup>th</sup> September, 2017** at 12.30 p.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 31<sup>st</sup> March, 2017 and Statement of Profit and loss account for the financial year ended on 31<sup>st</sup> March, 2017 together with the reports of the Board of Directors and the Auditors thereon.
2. To Appoint a Director In place of Mr. Nilesh R.Desai (Din No:0414747) who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify appointment of M/s AMPAC & Associates, Chartered Accountants as Statutory Auditors of the Company. and to fix their remuneration.

To consider and, if thought fit, to pass the following resolutions as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit And Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) the Company hereby appoint M/s. AMPAC & Associates, Chartered Accountants, Mumbai ( holding Registration NO: FRN112236W) (Membership No:0444062), as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting subject to ratification of their appointment at every Annual General Meeting, on such remuneration as may be decided by the Audit Committee/ Board of Directors of the Company.”

### Registered Office :

101, 1<sup>st</sup> Floor, "Mangal Disha",  
Near Guru Gangeshwar Temple,  
6<sup>th</sup> Road, Khar (West),  
Mumbai-400052, Maharashtra, (India)  
Date : 14<sup>th</sup> August, 2017

By the Order of the Board

Sd/-

**Nitin S.Shah**

Company Secretary

### 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 bonafide 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 22<sup>nd</sup> September, 2017 to 28<sup>th</sup> September, 2017 (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 2009-10 of Metrochem Industries Limited, if any, which remains unclaimed for a period of seven years, will be transferred by the Company to the IEPF.
  - 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 names of the shareholders on the web site of Company and that of MCA ([www.mca.gov.in](http://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 are annexed to the Notice.

### ANNEXURE 1 TO THE NOTICE

Details of Directors seeking Re appointment at the forthcoming Annual General Meeting.  
(in pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015)

Name of Director	Mr. Nilesh R. Desai (Din No: 0414747)
Date of Birth	06/07/1960
Date of Appointment	12/11/2011
Qualification Expertise in Specific functional areas	Insurance Consultant and Advisor and having vast experience of different industries for more than 25 years
List of Companies in which outside directorship held	Metrochem Capital Trust Limited
Chairman/Member of the Committee of the Board of Directors	Chairman of Audit Committee Chairman of Shareholders/Investors Grievance Committee Member of Remuneration Committee
Chairman /Member of the Committees of other companies in which he is Director	Nil

**Registered Office :**  
101, 1<sup>st</sup> Floor, "Mangal Disha",  
Near Guru Gangeswar Temple,  
6<sup>th</sup> Road, Khar (West),  
Mumbai-400052, Maharashtra, (India)  
Date : 14<sup>th</sup> August, 2017

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

**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 25<sup>th</sup> 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>· Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field.</li> <li>· 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.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>· 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 <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li> </ul>

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

**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 26-09-2017 at 9.00 a.m. and ends on 28-09-2017 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 22-09-2017 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 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 25<sup>th</sup> Annual General Meeting to be held on 29<sup>th</sup> September, 2017.
- (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	Tuesday, the 26 <sup>th</sup> September, 2017 at 9.00 a.m. (IST)
4	The date and time of end of voting through electronic means	Thursday, the 28 <sup>th</sup> September, 2017 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 <sup>th</sup> September, 2017.
6.	Website address on which the notice is displayed	<a href="http://www.evotingindia.com">www.evotingindia.com</a>
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: <a href="mailto:nitin.shah@metroglobal.in">nitin.shah@metroglobal.in</a> Share Registrar – M/s. Sharex Dynamic (India) Private Limited Email: :- <a href="mailto:sharexindia@vsnl.com">sharexindia@vsnl.com</a> 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 25<sup>th</sup> Annual Report on the business and operations of the Company together with the Audited Statements of Accounts of the Company for the year ended on 31<sup>st</sup> March, 2017.

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

Particulars	2016-17	2015-16
Turnover for the year	35214.81	35919.72
Expenditure for the year excluding Depreciation and Amortization Exp.	33182.04	33882.97
<b>Profit before Depreciation, interest and Amortization Exp.</b>	<b>2032.77</b>	2078.71
Less: Depreciation and Amortization Exp.	12.55	20.98
Interest Expenses	118.26	101.73
<b>Profit or Loss after Depreciation and Amortization Exp. Interest But before Tax</b>	<b>1901.96</b>	1956.00
Less: Current Tax	400.00	400.00
<b>Profit or Loss After Tax</b>	<b>1501.96</b>	1556.00

### 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 ` 35214.81 lacs for the year 2016-17 as against the turnover of ` 35919.72 lacs during the year 2015-16.

Your Company earned net profit of ` 1501.96 lacs during the year 2016-17 as against the net profit of ` 1556.00 lacs during the year 2015-16.

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, 2017 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:

#### ARBITRATION PROCEEDING

Metroglobal limited has filed Arbitration Proceeding against Huntsman International (India) Private Limited, Mumbai for non payment of total Consideration as per the Master Agreement.

Huntsman International (India) Private Limited, Mumbai has filed arbitration case against the Company for alleged violation of representations and warranties as per the Master Agreement. The above said arbitration proceedings are pending before Arbitration Tribunal.

### 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.

Pursuant to provision of Section 129(3) of the Companies Act, 2013 read with Companies Account Rules 2014, a statement containing salient features of the Financial Statement of the Companies Subsidiary in Form AOC 1 is attached to the Financial Statement of the Company.

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**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 subsidiary companies included in the consolidated financial statement is presented.

**REPORTS ON MANAGEMENT DISCUSSION ANALYSIS AND CORPORATE GOVERNANCE:-**

As required under the listing Agreement with Stock Exchanges ("Listing Agreement"), management discussion and corporate governance reports 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 constituted a CSR Committee vide resolution passed by the Board dated 27/05/2014. The Board of Directors, based on the recommendations of the Committee, formulated 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 ` 54.59 lacs and the Company has spent ` 50.95 lacs during the Current Financial Year. The Shortfall of ` 3.64 lacs in the spending 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 are attached as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 are annexed as **Annexure-3** to this Report.

**APPONTMENT /CESSATION OF DIRECTORS OR KMP:-**

In terms of section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") Mr.Nilesh R.Desai, (Din No: 0414747) Independent Director of the Company retires by rotation and being eligible, offer himself for reappointment.

Your Board recommends reappointment of Mr. Nilesh R. Desai, (Din No: 0414747), retiring at the forthcoming AGM of the Company in terms Section 152 of the Act, who in opinion of the Board fulfils the conditions for reappointment specified in the Act and Rules made thereunder.

The Company has received declaration from all independent Directors of the Company to the effect that they meet criteria of Independence as stipulated u/s 149(6) of the Act and applicable regulations of LODR.

**NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:-**

Four meetings 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 meetings 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. The Board undertakes 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 with Regulation 18 of LODR.

**BOARD EVALUATION:-**

Pursuant to Section 134 (3) (p) and other applicable provisions, if any of the Act and Regulation 17 (10) and other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), 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 Directors. A separate meeting of the Independent Directors was held to review the performance of Non-independent Directors, performance of the Board as a whole and performance of the Chair-person of the Company.

The performance of the Board as a whole and even Directors individually was found satisfactory.

**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 are maintained.

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**NOMINATION AND REMUNERATION COMMITTEE:-**

Four meetings of the Nomination and Remuneration Committee were held during the period under review. The Composition of the Nomination and Remuneration Committee is in accordance with the provisions of Section 178) of Companies Act-2013 with Regulation 19 of LODR 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 31<sup>st</sup> March, 2017 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 DIRECTOR'S 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 2017-18 has been paid to the BSE (Stock Exchange) wherein the equity shares of the Company is listed and also paid fees to the Depositories i.e. CDSL & NSDL.

**DEPOSITS:-**

During the year under review, the Company has neither invited nor accepted / renewed any deposit from the public within the meaning of section 58A & 58AA of the Companies Act, 1956 to be read with Section 73 to 76 of Companies Act-2013 to be read with Rules framed and notified there under and Rules made there under and as on March 31, 2017 the Company had no unclaimed deposits or interest thereon with all possible riders and therefore all assets including Human Capital is sufficiently insured due to any depositor.

**PARTICULARS OF EMPLOYEES:-**

During the year under review, no person is employed throughout the financial year and is in receipt of ` 60 lacs or more, or employed for part of the year and in receipt of ` 5 lacs 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.

**STATUTORY AUDITORS:-**

AMPAC & Associates, Chartered Accountants, Mumbai (ICAI Firm Registration FRN 112236 w, Membership No: 044062), were appointed as the statutory auditors of the Company at the 22<sup>nd</sup> Annual General Meeting (AGM) of the Company held on Tuesday, 30<sup>th</sup> 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 reappoint 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 from the conclusion of 25<sup>th</sup> Annual General Meeting till the conclusion of the 26<sup>th</sup> Annual General Meeting of the Company to be held in the year 2017-18 (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 31<sup>st</sup> March, 2017.

#### **SECRETARIAL AUDIT REPORT:-**

Pursuant to Section 204 of the Act, the Secretarial Audit Report for the Financial Year ended 31<sup>st</sup> March, 2017 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". This Secretarial Audit Report for the year under review is self explanatory and does not contained any qualificaion or adverse remarks.

#### **RISK MANAGEMENT POLICY:-**

The Company has adopted a Risk Management Policy in accordance with the provision of Companies Act, 2013 and Regulation 17 (9) of LODR. 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, 2017 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 Rs. 4107.75 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:- Section 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 CompaniesAct,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, 2017, 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, 2017 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.

**DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:-**

The Company has in place adequate internal financial controls with reference to financial Statements ,during the period under review, such controls were tested and no reportable material weakness in the design or operation was observed.

**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, PROHIBITION 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 2016-17. 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 : 14<sup>th</sup> August, 2017**

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**ANNEXURE-1****MANAGEMENT DISCUSSION AND ANALYSIS REPORT****A. OVERALL INDUSTRIAL VIEW:****Indian Economy**

India's economic growth is estimated to slow to 7.1 percent in the year 2016-17 ending on March 31 compared to 7.6 percent in 2015-16, the first indicator of the impact of the demonetisation drive. The estimates have been reduced in all the sectors, except for agriculture, which has improved due to the positive monsoon season.

Demonetisation had temporarily slowed down economic activities in the third quarter due to cash crunch and expected rebound growth to 7.6-7.8% in 2017-18. The agricultural sector posted a huge jump in growth as it expanded by 4.9% during 2016-17 compared to dismal growth of 0.7% in the 2015-16.

**Construction Sector**

Increasing investments in residential construction and transport infrastructure will drive growth in India's construction industry over the forecast period 2016–2020, the average annual growth in real terms is expected to improve from 2.95% to 5.65% during the coming five years. The country's expanding population and urbanisation will continue to generate a need for infrastructure development. To improve trade competitiveness and cope with the population growth, the government is focusing more on infrastructure development, which is expected to result in regular investments in the maintenance and expansion of road infrastructure in the near future.

Residential construction was the largest market in the Indian construction industry. Construction activity in the residential market will be supported by rapid urbanisation, population growth, and positive developments in regional economic conditions. Government efforts to clear slum areas by 2022 and reduce the country's housing deficit will also help the market grow.

**DYES AND INTERMEDIATES:**

The Dyes and Intermediates industry in India is the largest consumer of its own products. With promising growth trends in the Dyes and Intermediates industry, this internal consumption is also set to rise. The Indian Dyes and Intermediates industry has a diversified manufacturing base that produces world-class products. There is a substantial presence of downstream industries in all segments. India already has a strong presence in the export market in the sub-segments of Dyes & Dyes Intermediates. India exports dyes to Germany, the UK, the US, Switzerland, Spain, Turkey, Singapore and Japan.

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

Indian Dyes and Intermediates industry has the potential to grow significantly provided some of the key growth imperatives are taken care of. Securing Feedstock, Right Product Mixes are currently the key imperatives for Dyes and Intermediates industry in India.

With a growing market and purchasing power, the domestic industry is likely to growth at over 10-13% in the coming years. Growing disposable incomes and increasing urbanization are fuelling the end consumption demand for paints, textiles, adhesives and construction, which, in turn, leads to substantial growth opportunity for Dyes and Intermediates companies.

**Realty Infrastructure**

There will be minimal impact on large institutionalized players with a solid brand and governance framework. Sales largely driven by the salaried class or investors with limited cash involvement would not suffer. Smaller developers are understandably very concerned right now because many of them have depended on cash transactions. We are very likely to see a clean-up of non-serious players due to this 'surgical strike' on the parallel economy. The impact of RERA will further discipline the industry, which will be good for its health in the long term.

Due to demonetisation Retailers could see some impact on their business in the short-to-medium term due to reduced cash transactions. The luxury segment is likely to be hit because of the historically high incidence of black money acceptance in this segment. However, credit / debit cards and e-Wallets should come to the rescue. Overall, the domestic consumption story remains intact, with no threat to the overall strength and growth of the Indian retail industry.

**VARIOUS PROJECTS UNDER IMPLEMENTATION****Satej Homes:**

Located at Vatva, Ahmadabad. It is a 2BHK affordable housing low rise apartment project. This housing project is completed 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 Industrial Estate:**

Your Company has acquired land in the industrial area of Chattral. The Commercial project is completed comprising of commercial shops, sheds and plots under the Name of “DK Metro Industrial Estate”.

**Takshashila Metro Industrial Estate :**

The Company has converted its Lease-hold land to Free hold land from Gujarat Industrial Development Corporation and executed sales deeds for the same. The Company has launched project to construct Industrial sheds.

**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 ` 3.90 crores from the Realty and Infrastructure Segment during the year under review as against ` 3.67 crores during the previous year.

**Trading and Finance business**

The turnover of the trading and finance segment during the year under review is ` 348.25 Crores as against ` 355.53 crores during the previous year.

**D. RISK 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 risk 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 in line 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.



**ANNEXURE-2**
**CORPORATE GOVERNANCE REPORT**
**1. COMPANY 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 ("LODR") (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 on 31<sup>st</sup> March, 2017 comprises of 5 directors including a woman director with 50% of the Board of Directors as Non-executive 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	
<b>Total</b>	<b>5</b>	<b>100%</b>

The size and composition of the Board conforms to the requirements of the Corporate Governance code under Regulation 17(1) of SEBI Regulations, 2015. The Board of Directors of the Company as on 31<sup>st</sup> March, 2017 comprises of 5 directors including a 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	1	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 4 (four) 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 31<sup>st</sup> March, 2017, meeting of the Board of Directors was held 4 (four) times. The intervening period between two Board Meetings was well within the maximum gap of four months prescribed under Clause 49 of the Listing Agreement. 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.

Name of the Director	Number of Board Meetings Held	Attended	Attended the Last AGM held on 30 <sup>th</sup> September, 2016.
Mr. Gautam M.Jain	4	4	Yes
Mr. Rahul G.Jain	4	4	Yes
Mr. Sandeep S.Bhandari	4	4	Yes
Mr. Nilesh R.Desai	4	4	No
Mrs Krati R.Jain	4	4	No

## 2.4 Board Evaluation

In compliance with the Act and LODR, the Independent Directors have carried out a performance review of the Board as a whole on the following parameters and came on the following conclusions.

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

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	28-05-2016	5
Ahmedabad	12-08-2016	5
Ahmedabad	14-11-2016	5
Ahmedabad	15-02-2017	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 29<sup>th</sup> September, 2016

### COMMITTEES OF THE BOARD

- (1) Audit Committee
- (2) Remuneration Committee
- (3) Shareholders'/Investors' Grievance and Share Transfer Committee
- (4) CSR Committee
- (5) Independent Directors Meeting

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 of the Company is constituted in line with Regulation 18 of LODR read with 177 of the Act. The Audit Committee comprises of two Independent Directors and one Executive Director as on 31<sup>st</sup> March, 2017. Mr. Sandeep S. Bhandari, Independent Director is the Chairman of the Committee All the members of the Committee possess strong accounting and financial management knowledge.

The Company's Audit Committee functions under the Chairmanship of Mr.Sandeep S. Bhandari. Four Audit Committee meetings were held on May 28, 2016, August 12, 2016, November 14, 2016 and February 15, 2017 in due compliance with the stipulated provisions. The Attendance record of the members of Audit Committee is given below.

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

In addition to the above, the Committee meetings were 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 role and terms of reference of the Audit Committee covers the matters specified under Regulation 18 and Part C of Schedule II of the LODR read with Section 177 of the Act. The Audit Committee reviews the financials Statements of the Company and Subsidiary Companies and also performs the following functions.

- (a) To review the audit plan and Company's external Audit Report.
- (b) To review financial Statements of the Company before their submission to the Board.
- (c) To review Company's staff support to the external auditors.
- (d) To nominate external auditors for re-appointment.
- (e) To review the scope and results of internal audit procedure.
- (f) To review related party transactions.
- (g) 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 & REMUNERATION COMMITTEE :

The role of the Nomination and Remuneration Committee is to review market practices and decide the remuneration package applicable to the Chairman & Managing Director and Whole Time Director/Executive Director of the Company. Four Nomination and Remuneration Committee meetings were held on May 28, 2016, August 12, 2016, November 14, 2016 and February 15, 2017 in due compliance with the stipulated provisions. The Attendance record of the members of Nomination and Remuneration Committee is given below.

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

### 4.1 Terms of reference

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

The Nomination & 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 Nomination & 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 as 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. STAKEHOLDERS / RELATIONSHIP COMMITTEE:

### 5.1 Composition of Committee

The role of the Stakeholders/Relationship Committee is to deal with matters relating to transfer of shares and monitor redressal of complaints from Shareholders relating to transfers, non receipt of Balance Sheet etc. with a view to expediting the process of Share transfers. Necessary authority has been delegated to the Committee to approve the transfer of Shares.

Four Stakeholders/Relationship Committee meetings were held on May 28, 2016, August 12, 2016 November, 14, 2016 and February 15, 2017 in due compliance with the stipulated provisions, The Attendance record of the members of Stakeholders/Relationship Committee is given below.

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

## 5.2 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 about 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.

## 5.3 Details of Shareholders Complaints:

Details of Complaints received	Nos.
Number of Shareholders Complaints received from 01.04.2016 to 31.03.2017	10
Number of Complaints resolved	10
Number of Outstanding Complaints as on 31.03.2017	0

## 6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

### 6.1 Composition of Committee

The Corporate Social Responsibility (CSR) committee consist of 3 (Three) Directors, namely Mr.Gautam M.Jain as the Chairman and Mr. Rahul G. Jain & Mr. Nilesh R. Desai as members of the Committee. Four Corporate Social Responsibility (CSR) committee meetings were held on May 28, 2016, August 12, 2016 November, 14, 2016 and February 15, 2017 in due compliance with the stipulated provisions. The Attendance record of the members of the Corporate Social Responsibility (CSR) committee is given below.

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

The Committee formulates and recommends to the Board a Corporate Social Responsibility Policy and monitors and reviews the same and determines implementation process/execution of CSR Policy.

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

## 7. INDEPENDENT DIRECTOR'S MEETING:

During the year under review, the Independent Director's meeting on March 25, 2017 for the

- i. Evaluation of the performance of the Non-Independent Directors, the Board of Directors as a whole.
- ii. Evaluation of the performance of the Chairman & Managing Director & Whole Time of Director of the Company.
- iii. Evaluation of the quality, content and Management of the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Details of attendance of Independent Directors are as follows.

Name of Member	Category of Director	Status	No. of Meetings held/Attended
Mr. Sandeep S. Bhandari	Independent Director	Member	1
Mr. Nilesh R. Desai	Independent Director	Member	1

## 8. CODE OF CONDUCT:

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

I hereby confirm that all the Directors and Senior Management of the Company have affirmed compliance with Code of Conduct as applicable to them for the financial year ended on 31<sup>st</sup> March,2017.

For MetroGlobal Limited

Gautam M. Jain  
Chairman & Managing Director

14-08-2017  
Ahmedabad

**9. 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 Resolutions passed
24 <sup>th</sup> AGM 29 <sup>th</sup> September, 2016	11,30 a.m.	Conference Hall, The Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, Khar (West), Mumbai	Nil
23 <sup>rd</sup> AGM 30 <sup>th</sup> 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 <sup>nd</sup> AGM 30 <sup>th</sup> September, 2014	11,30 a.m.	Conference Hall, The Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, Khar (West), Mumbai	10

**Special Resolutions Passed in the last 3 (Three) AGMs.**

Financial Year (FY)	Items
2015-2016	1. NIL
2014-2015	1. Special Resolution for Appointment of Mrs. Krati R. Jain (Din 7150442) as a Woman Director as an Additional Director.
2013-2014	1. Special Resolution for Borrowing Limit u/s 180(1)(c) of the Companies Act-2013 2. Special Resolution for Creation of Charge/ Mortgage under Section 180(1)(a) of the Companies Act-2013 3. Special Resolution for Sale/lease of any undertaking/property of the Company under Section 180(1)(a) of the Companies Act-2013 4. Special Resolution for approval of Inter Corporate Loans, Investment, Guarantees 5. Adoption of new Set of Articles under Companies Act-2013 6. Special Resolution for appointment of Krati R. Jain to hold a place of Profit being relative of the MD and WTD. 7. Special Resolution for Payment of Rent to Mr. Gautamkumar Jain 8. Special Resolution for Revision in terms of Remuneration of Mr. Gautamkumar Jain (Managing Director) 9. Special Resolution for Revision in terms of Remuneration of Mr. Rahul Jain (Whole Time Director) 10. Special Resolution to keep the Registers and returns at a place other than a Registered Office.

**POSTAL BALLOT**

There was no resolution 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.

**10. DISCLOSURES:**
**(a) Related party transactions**

The Company follows the following policy in regard to disclosure of the related party transactions to the Audit Committee:

- A statement in the summary form of transactions with related parties in the ordinary course of business is placed periodically before the Audit Committee.
- There are no material individual transaction with related parties, which are not in the normal course of business and material individual transaction with related parties or others which are not on arms length basis.

During the financial year 2016-17, there were no materially significant transactions entered into between the Company and its Promoter, Directors or the Management, Subsidiaries or relatives etc. which may have potential conflict with the interest of the Company at large.

**(b) Disclosure of accounting statements**

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

**(c) Proceeds from public issues, right issues, preferential issues etc**

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

**Code for Prevention of Insider Trading Practices**

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

**(d) Management**

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

**(e) 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.

**(F) Statutory Compliance**

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

**(g) 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 has been denied access to the audit committee.

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

The Company has complied with mandatory requirements of Listing Agreement.

1. The Company has set up a Remuneration Committee pursuant to the provisions of Securities and Exchange Board of India (LODR) Regulations, 2015.

**(i) CEO/CFO Certification**

In terms of Regulation 17 (8) of Schedule II of the LODR, CMD and the CFO of the Company have certified the Board regarding the Financial Statements for the year ended 31<sup>st</sup> March, 2017.

**(j) Auditors' Report on Corporate Governance**

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

**11. 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 30<sup>th</sup> June, 2016, 30<sup>th</sup> September, 2016, 31<sup>st</sup> December, 2016 & 31<sup>st</sup> March, 2017 in the following newspapers:  
1) The Free Press Journal  
2) Navshakti
- Web site, where displayed      The data and information relating to the Company can be accessed from the following website :  
[www.metrogloballimited.com](http://www.metrogloballimited.com)

**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) .

**12. GENERAL SHAREHOLDER INFORMATION :**
**(i) Annual General Meeting:**

Day	Friday
Date	29-09-2017
Time	12.30 p.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	28-09-2017
Posting of Annual Report	06-09-2017

**(ii) Financial Year:**

The Financial Year of the Company is from 01<sup>st</sup> April to 31<sup>st</sup> March. The Board Meetings for approval of Quarterly financial Results during the year ended 31<sup>st</sup> March, 2017 were held on the following dates:-

Quarter	Date of Board Meeting
First Quarter Results-30-06-2016	12-08-2016
Second Quarter and Half yearly Results 30-09-2016	14-11-2016
Third Quarter Results 31-12-2016	15-02-2017
Fourth Quarter Results 31-03-2017( Audited)	29-05-2017

**Financial Calendar 2016-17**

First Quarter Results-30-06-2016	Within 45 days from closing of the quarter
Second Quarter and Half yearly Results 30-09-2016	Within 45 days from closing of the quarter
Third Quarter Results 31-12-2016	Within 45 days from closing of the quarter
Fourth Quarter Results & Annual Results 31-03-2017	Within 60 days from closing of the quarter

**(iii) Dates of Book Closure :**

Book Closure dates : Friday, 22<sup>nd</sup> September, 2017 to Thursday, 28<sup>th</sup> September, 2017 (both days inclusive).

**(iv) Dividend Payment:** The Board of Directors at their meeting held on 29<sup>th</sup> May, 2017 did not recommend a any dividend per equity share of the face value of ` 10/- each for the Financial Year 2016-17

**(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 2016-17 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-2016	78.90	63.00	68.90	11,262	9,12,842
May-2016	78.20	63.10	67.40	19,915	15,92,189
June-2016	69.50	52.00	66.60	20,738	15,15,622
July-2016	76.95	60.35	68.45	33,617	27,86,324
August-2016	77.50	62.00	64.60	19,727	16,40,694
September-2016	79.00	64.15	73.30	41,702	33,33,781
October-2014	102.30	65.00	85.00	90,452	98,61,547
November-2016	98.90	62.00	77.65	60,910	61,52,895
December-2016	89.95	72.20	78.40	25,999	22,82,215
January-2017	104.00	78.00	92.90	98,901	1,31,67,539
February-2017	96.00	78.50	80.20	61,880	66,31,216
March-2017	93.50	77.50	85.50	23,79,792	20,64,80,294
<b>Total</b>				<b>28,64,895</b>	<b>25,63,57,158</b>

**(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 forms 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 does not need to 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 31<sup>st</sup> March, 2017:**

SHAREHOLDING OF		SHAREHOLDERS		SHARE AMOUNT	
NOMINAL VALUE OF		Number	% to Total	In `	% to Total
(1)	(2)	(3)	(4)	(5)	
Upto to 5000		13,940	96.95	73,96,400	4.53%
5001-10000		177	1.24	14,01,870	0.86%
10,001 - 20,000		107	0.75	15,24,630	0.93%
20,001 - 30,000		36	0.25	9,37,600	0.57%
30,001 - 40,000		22	0.15	7,78,280	0.48%
40,001 - 50,000		16	0.11	7,24,250	0.44%
50,001 - 1,00,000		32	0.22	22,94,220	1.41%
1,00,000 and above		46	0.32	14,82.09,870	90.78%
TOTAL		14,276	100.00	16,32,67,420	100.00%

**Distribution of Shareholding as on 31<sup>st</sup> March, 2017**

Category	No of Shares	Percentage %
Promoters Holding	9683926	59.31
Financial Institutions/Bank/Mutual Fund	18786	0.12
Private Body Corporate	4187339	25.65
Individuals	2119545	12.97
NRI's/Clearing Member	317146	1.95
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)	4106192	25.15
National Securities Depository Limited (NSDL)	11827620	72.44
Held in Physical Form	392930	2.41
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. NOT APPLICABLE	NIL	NIL	NIL

**(xiii) Registered Office & Corporate Office:**

**Registered Office:**

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

**Corporate Office:**

5<sup>th</sup> Floor, 508-509, "SHILP" Building,  
Opp: Girish Cold Drinks, C.G.Road,  
Navrangpura, Ahmedabad-380009,  
Gujarat, (India)

**(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, 8<sup>th</sup> Floor, Opp: Girish Cold Drinks, C.G.Road, Navrangpura. Ahmedabad-380009  
Email ID: nitin.shah@metroglobal.in

## 12. SECRETARIAL AUDIT REPORT:

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

## 13. CEO/CFO CERTIFICATION :

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

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

1. We have reviewed the balance sheet as at 31<sup>st</sup> March, 2017 and Profit & Loss account, and all its schedules and Notes on accounts, as well as the cash flow statement and the Directors' 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;  
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 systems took place during the year under report;
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 : 14<sup>th</sup> August, 2017

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

Nitin S. Shah  
Company Secretary &  
CFO

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

Unclaimed Dividend for the year 2009-10 ` 4,78,608/- will be transferred to the Investor Education and Protection Fund of Central Government during the year 2017-18.

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<sup>ST</sup> MARCH, 2016**

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

**15. COMPLIANCE CERTIFICATE FROM THE AUDITORS OF THE COMPANY**

Certificate from M/s AMPAC & Associates, Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement ("Listing Agreement") of the Company with the stock exchanges and as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 is annexed to this report forming part of the Annual Report.

**For and on behalf of the Board**

Sd/-

**Gautam M. Jain**

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

**Place : Ahmedabad**

**Date : 14-08-2017**

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**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 March 31, 2017 as stipulated in clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges and as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulation") as applicable for the Financial year ended 31<sup>st</sup> March, 2017.

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

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

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

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

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

Mumbai  
Date: 14-08-2017

**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 be 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
2013-14	2977.49
2014-15	3021.58
2015-16	2190.05
Total	8189.12
Divided by 3 (three)	3
Average Net Profit	2729.71

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

` 54.59 lacs @ 2% of ` 2729.71

5. Details of CSR spent during the financial year.

- (a) Total amount to be spent for the financial year; ` 54.59 lacs
- (b) Total Amount spent for the financial year : ` 50.95 lacs
- (c) Amount unspent, if any; ` 3.64 lacs

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

1	2	3	4	5	6	7	8
Sr. No	CSR Project	Sector in Project is covered	Projects Area	Amount Rs.	Amount Spent in project Rs.	Cumulative Rs.	Implementing Agency
1	Education and Health	Education and Health	Ahmedabad	15,00,000/-	15,00,000/-	15,00,000/-	JITO Administrative Trading Foundation
2	Rehabilitation aids	Rehabilitation aids	Ahmedabad	10,32,000/-	10,32,000/-	10,32,000/-	Lions Klub of Karnavati
3	Rehabilitation aids	Rehabilitation aids	Ahmedabad	10000/-	10000/-	10000/-	Dr Hedgewae Punch Nirman
4	Medical Aids	Medical Aids	Ahmedabad	1700000/-	17,00000/-	1700000/-	The Gujarat Research & Medical Institute
5	Medical Aids	Medical Aids	Ahmedabad	5,00,000/-	5,00,000/-	5,00,000/-	JITO Sarvodaya Foundation
6	Education and Health	Education and Health	Ahmedabad	1,00,000/-	1,00,000/-	1,00,000/-	Atomic Power Evolution Awareness Foundation
7	Medical Aids	Medical Aids	Ahmedabad	10000/-	10000/-	10000/-	Leelaben Mulchand Parekh Trust
8	Education and Health	Education and Health	Ahmedabad	10000/-	10000/-	10000/-	Shree Humed Samaj Pragati Sangh
9	Education and Health	Education and Health	Ahmedabad	51,000/-	51,000/-	51,000/-	Swarved Maha Mandir trust
10	Education and Health	Education and Health	Ahmedabad	51,000/-	51,000/-	51,000/-	Sath Sath
11	Education and Health	Education and Health	Ahmedabad	5,000/-	5,000/-	5,000/-	Marudhar Patrika
12	Education and Health	Education and Health	Ahmedabad	5,000/-	5,000/-	5,000/-	Durga Puja Celebration Committee
13	Education and Health	Education and Health	Ahmedabad	1,00,000/-	1,00,000/-	1,00,000/-	JITO - Jain Organisation
14	Education and Health	Education and Health	Ahmedabad	21,000/-	21,000/-	21,000/-	Gujarat Rajasthan Maitri Sangh
<b>Total</b>				<b>50,95,000/-</b>	<b>50,95,000/-</b>		

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 ` 3.64 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 are 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 ` 54.59 lacs and the Company has spent ` 50.95 lacs during the Current Financial Year. The Shortfall of ` 3.64 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 : The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Place : Ahmedabad  
Date : 29th May, 2017

Nilesh R.Desai  
(Director)

Gautam M.Jain  
(Chairman CSR Committee)

**AOC-2**

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

<b>Sr. Particulars No.</b>	<b>Details</b>
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 <sup>st</sup> 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 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 <sup>th</sup> 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 Transactions are at the Arm Length Prices**

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

<b>Sr. Particulars No.</b>	<b>Details</b>
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's Length Prices.

**ANNEXURE-4**
**EXTRACT OF ANNUAL RETURN as on financial year ended on 31<sup>st</sup> MARCH,2017**
**Form No. MGT-9**
**EXTRACT OF ANNUAL RETURN**
**as on the financial year ended on 31-03-2017**

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 <sup>st</sup> Floor, "Mangal Disha", Near Guru Gangeswar Temple, 6 <sup>th</sup> 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.	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 Limited	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 1.4.2016				No. of Shares held at the end of the year 31.3.2017				% 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	1233677	0	1233677	7.556	-12.86
(b) Central Govt.									
(c) State Govt(s).	0	0	0		0	0	0		0
(d) Bodies Corpp.	6139017	0	6139017	37.601	8450249	0	8450249	51.757	14.156
(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	9683926	0	9683926	59.313	1.293
(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	58.020	9683926	0	9683926	59.313	1.293
(B) PUBLIC SHAREHOLDING									
(a) Mutual Funds	55	413	468	0.003	55	413	468	0.003	0.000
(b) Banks / FI	10680	106	10786	0.066	10680	106	10786	0.066	0.000
(c) Central Govt.									
(d) State Govt.	7532	0	7532	0.046	7532	0	7532	0.046	0.000
(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			-0.007
(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):-	18267	1661	19928	0.122	18267	519	18786	0.115	-0.007
2. Non-Institutions									
(a) BODIES CORP.									
(i) Indian	4180951	14770	4195721	25.698	4171431	15908	4187339	25.647	-0.051
(ii) Overseas									
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto ` 1 lakh	1021520	364936	1386456	8.492	1026248	362129	1388377	8.504	0.012
(ii) Individual shareholders holding nominal share capital in excess of ` 1 lakh	954654	276000	1230654	7.538	731168	0	731168	4.478	-3.060



(c) Other (specify)									
Non Resident Indians	6312	182	6494	0.04	283697	182	283879	1.739	1.699
Overseas Corporate Bodies	0	14192	14192	0.087	0	14192	14192	0.087	0
Foreign Nationals		0				0			0
Clearing Members	603	0	603	0.004	19075	0	19075	0.117	0.113
Trusts		0				0			0
Foreign Boodies - D R		0				0			0
Sub-total (B)(2):-	6164040	670080	6834120	41.859	6231619	392411	6624030	40.572	-1.287
Total Public Shareholding (B)=(B)(1)+ (B)(2)	6182307	671741	6854048	41.981	6249886	392930	6642816	40.687	-1.294
C. Shares held by Custodian for GDRs & ADRs									0.00
Grand Total (A+B+C)	15655001	671741	16326742	100.00	15933812	392930	16326742	100.00	-0.001

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 1.4.2016			Share holding at the end of the year 31.3.2017			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Gautamkumar Mithalal Jain	3125413	19.143	0	1025413	6.281	0	-12.862
2	Maiden Tradefin Pvt. Ltd.	1678052	10.278	0	2889284	17.697	0	7.419
3	Anil Dyechem Industries P.L.	1771176	10.848	0	2871176	17.586	0	6.738
4*	Search Invtrade Pvt. Ltd.	984360	6.029	0	984360	6.029	0	0
5	Amaze Trading and Investment Pvt. Ltd.	566156	3.468	0	566156	3.468	0	0
6	Spring Trading and Investment Pvt. Ltd.	487666	2.987	0	487666	2.987	0	0
7*	Sparkling Tradefin Pvt. Ltd.	236800	1.45	0	236800	1.45	0	0
8*	Progressive Invtrade P.Ltd.	209391	1.283	0	209391	1.283	0	0
9*	Charm Trading and Investment Pvt. Ltd.	125416	0.768	0	125416	0.768	0	0
10	Rahul Gautamkumar Jain	74818	0.458	0	74818	0.458	0	0
11	Ritu G. Jain	64000	0.392	0	64000	0.392	0	0
12*	Minerva Dyechem Industries Pvt. Ltd.	55200	0.338	0	55200	0.338	0	0
13	Bhavna Gautamkumar Jain	36546	0.224	0	36546	0.224	0	0
14	Gautamkumar Mithalal (HUF)	32900	0.202	0	32900	0.202	0	0
15*	Bloom Investment and Trading Pvt. Ltd.	24800	0.152	0	24800	0.152	0	0

\* Sr. No. 4, 7, 8, 9, 12 & 15 above said Private Limited Companies merged with the Maiden Tradefin Private Limited as per Scheme of Amalgamation approved by Hon'ble Gujarat High Court.

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

Sl No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2016		Date	Increasing / Decreasing in shareholding	Reason	Share holding at the end of the Year 31/03/2017	
		No. of Shares at the beginning (01-04-2016) / end of the year (31-03-2017)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Maiden Tradefin Pvt. Ltd.	1678052	10.278	31-03-2016				
				24-03-2017	237076	Buy	1915128	11.73
	-Closing Balance			31-03-2017	974156	Buy	2889284	17.697
2	Anil Dyechem Industries Pvt. Ltd.	1771176	10.848	31-03-2016				
				17-03-2017	1100000	Buy	2871176	17.586
	-Closing Balance			31-03-2017			2871176	17.586
3	Gautamkumar M. Jain	3125413	19.143	31-03-2016				
				17-03-2017	-1100000	Sold	2025413	12.405
				24-03-2017	-1000000	Sold	1025413	6.281
	-Closing Balance			31-03-2017			1025413	6.281

(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 01/04/2016		Date	Increasing / Decreasing in shareholding	Reason	Share holding at the end of the Year 31/03/2017	
		No. of Shares at the beginning (01-04-2016) / end of the year (31-03-2017)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Megha Biotech Pvt. Ltd.	2705667	16.572	31-03-2016				
	-Closing Balance			31-03-2017		No Change	2705667	16.572
2	Worship Trading and Investment Pvt. Ltd.	626736	3.839	31-03-2016				
	-Closing Balance			31-03-2017		No Change	626736	3.839
3	Navkar Synthchem Pvt. Ltd.	566500	3.47	31-03-2016				
	-Closing Balance			31-03-2017		No Change	566500	3.47
4	Alankar Mahendra Lodha	276000	1.69	31-03-2016				
	-Closing Balance			31-03-2017		No Change	276000	1.69
5	Baroda Brokers Pvt. Ltd.	141980	0.87	31-03-2016				
	-Closing Balance			31-03-2017		No Change	141980	0.87
6	SUBRAMANIAN P	18758	0.115	31-03-2016				
				14-10-2016	108880	Buy	127638	0.782
	-Closing Balance			31-03-2017			127638	0.782
7	Sandip V. Parikh	69680	0.427	31-03-2016				
	-Closing Balance			31-03-2017		No Change	69680	0.427
8	Javerilal G. Oswal			48800	0.299	31-03-2016		
				15-07-2016	2131	Buy	50931	0.312
				17-03-2017	5850	Buy	56781	0.348
	-Closing Balance			31-03-2017			56781	0.348
9	Suhani M. Shah	53200	0.326	31-03-2016				
				14-10-2016	-500	Sold	52700	0.323
	-Closing Balance			31-03-2017			52700	0.323

10	Misaal M Shah			56107	0.344	31-03-2016		
				30-09-2016	-4140	Sold	51967	0.318
	-Closing Balance			31-03-2017			51967	0.318
11	SANGEETHA S	97826	0.599	31-03-2016				
	-Closing Balance			14-10-2016	-97826	Sold	0	0
12	Basantidev P. Jain	71800	0.44	31-03-2016				
	-Closing Balance			29-03-2017	-71800	Sold	0	0
13	Lalitkumar M Jain	69878	0.428	31-03-2016				
	-Closing Balance			29-03-2017	-69878	Sold	0	0

(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	10,25,413	6.281
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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1429.76	4658.78	-	6088.54
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	1429.76	4658.78	-	6088.54
<b>Change in Indebtedness during the financial year</b>				
· Addition	2040.50	-	-	2040.50
· Reduction	-	(1836.19)	-	(1836.19)
Net Change	2040.50	(1836.19)	-	204.31
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	3470.26	2822.59	-	6292.85
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	3470.26	2822.59	-	6292.85

**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)
<b>A. COMPANY :</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS :</b>					
Penalty			NA		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT :</b>					
Penalty					
Punishment					
Compounding					

**POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION****CSR POLICY OF METROGLOBAL LIMITED****Background:**

As per the Section 135 of the Companies Act, 2013, as the net profit of the Company is more than ₹ 5 crore or more during any financial year. CSR Policy is applicable. So in our Company **METROGLOBAL LIMITED** on the criteria of net profit, applicability of Section 135 of the Companies Act, 2013.

It is recognized that integrating social, environmental and ethical responsibilities in to the governance of business ensures the long term success, competitiveness and sustainability, Further CSR makes a business sense as companies with effective CSR, have image of socially responsible companies, achieve sustainable growth in their operations in the long run.

**Objective:**

The main objective of CSR policy is to make CSR a key business process for sustainable development of the society. **METROGLOBAL LIMITED** will act as a good corporate entity and aims at supplementing the role of Government in enhancing the welfare measures of the society within the frame work of its policy.

**Measures:**

In the aforesaid backdrop, policy on CSR of **METROGLOBAL LIMITED** is broadly framed taking in to account the following measures:

1. 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.
2. The CSR activities which are exclusively for the benefit of **METROGLOBAL LIMITED** employees or their family members shall not be considered as CSR activity.
3. **METROGLOBAL LIMITED** shall give preference to the local area or areas around it where it operates, for spending the amount earmarked for CSR activities.
4. 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.

**List of Activities for CSR work :**

by the Central Government from time to time. 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 Swachh 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.
- xii. 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

**Constitution of Corporate Social Responsibility Committee:**

The Board of Directors of the Company shall constitute a Corporate Social Responsibility Committee of the Board (“CSR Committee”) consisting of three or more directors, out of which at least one director shall be an independent director.

The CSR committee shall-

1. Formulate and recommend to the Board , a CSR policy and activities to be undertaken by the company as per Schedule VII;
2. Recommend the amount of expenditure to be incurred on the activities and
3. Monitor the Policy of the company from time to time.

The Board of the Company shall after taking in to account the recommendations made by the CSR committee approve the Policy of **METROGLOBAL LIMITED** and disclose contents of such policy in its report and also place it on the Company’s website and ensure that the activities as are included in the CSR Policy of the Company are undertaken by the Company,

**METROGLOBAL LIMITED** provides the vision under the leadership of its Chairman and Managing Director Mr.Gautam M.Jain.

At the **METROGLOBAL LIMITED** Chairman and Managing Director takes on the role of the Mentor, while the onus for the successful and time bound implementation of the CSR activities is on CSR Committee.

**Budgets :**

1. A specific budget is allocated for CSR activities and spending on CSR activities shall not be less than 2% of the average net profits of the company made during the three immediately preceding financial years, in pursuance of this policy.
2. In case Company fails to spend such amount, the Board shall specify the reasons for not spending the amount.
3. Approving Authority for the CSR amount to be spent would be Chairman & Managing Director after due recommendation of CSR committee and approval of the Board of Directors.
4. The CSR policy mandates that the Surplus arising out of CSR projects or Programs or activities shall not form part of business profit of **METROGLOBAL LIMITED**.
5. The CSR projects or Programs or activities undertaken in India only shall amount to CSR expenditure.
6. CSR expenditure shall include all expenditure including contribution to corpus, for projects or programs relating to CSR activities approved by the Board on the recommendation of the CSR Committee, but does not include any expenditure on any item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Companies Act, 2013.
7. Tax treatment of CSR spent will be accordance with the Income Tax Act, as may be notified by CBDT.

**Management Commitment:**

Our Board of directors, Management and all of the employees subscribe to the philosophy of compassionate care. We believe and act on ethos of generosity and compassion, characterized by a willingness to build a society that works for everyone. This is the cornerstone of our CSR policy.

**Update:**

CSR committee of the Board of **METROGLOBAL LIMITED** will review the policy from time to time based on the changing needs and aspirations of the target beneficiaries and make suitable modifications as may be necessary.

**Compliance with Companies Act, 2013**

Our Corporate Social Responsibility policy conforms to section 135 of the Companies Act,2013 on Corporate Social Responsibility as spelt out by the Ministry of Corporate Affairs, Government of India.

**Effective date and approval of the policy:**

The aforesaid CSR policy has been approved by the CSR committee and Board of Directors which shall be effective from 1<sup>st</sup> April, 2014.

**ANNEXURE-6****Form No. MR-3****SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED ON 31/03/2017**

[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 31/03/2017**

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 31/03/2017 mostly / largely complied with the statutory provisions listed hereunder and also that the Company has by and large and in general proper Board-processes and compliance- mechanism are 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 31/03/2017 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; **(The Company does not have ECB)**
- 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. 1<sup>st</sup> 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 generally 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 : 14/08/2017

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 (Now GST)
- 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 1<sup>st</sup> July 2015.

**\*\* The Company has 2 Executive Directors and 2 Non-Executive Directors and 1 Woman Executive Director. In our opinion and explanation received from the Company is in search of the Suitable Candidate for Independent Director.**

\*\* Shri Gautamkumar Jain has been re-appointed as a Managing Director for a Period of 5 years and Shri Rahul Jain has been appointed as an Executive Whole Time Director for a Period of 5 years and the Board Resolution to this effect dated 12/08/2016 has been informed vide form MGT-14 pursuant to section 117 and Form MR-1 Confirming his 5 year term has been registered with Office of Registrar of Companies-Mumbai.

CS Jignesh A. Shah  
Company Secretary

PLACE : AHMEDABAD

Date : 14/08/2017

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 : 14/08/2017

M. No ACS 21389  
COP No. 12140

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### Annexure III

#### Our Specific Observations and Remarks

- 1) The Company is in the Business of Real Estate Financing. The Company has advanced loans 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 filed complaints before Honourable Court for Negotiable Instruments u/s 138 of NI Act at Ahmedabad, Gujarat for Cheque Bouncing Matters and in the Court of Mumbai against Elder Pharmaceuticals Limited.
  - Elder Pharmaceuticals Limited
  - The Company has also filed the Winding up petition before Honourable High Court of Mumbai (Company Petition Number 303/2015)
  - The Company has also initiated the summary suit for recovery
  - The Company has initiated the Proceedings against Shukan Construction Private Limited u/s 420 of IPC.
  - The Company has initiated the proceedings against Anil Limited u/s 138 of NI Act.
  - The Company has initiated the proceedings against Monarch Engineers
  - Arbitration proceedings have been initiated with Huntsman Group.
- 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) As per SEBI online Complaint management, Company is registered with SEBI- Scores Complaint as per User ID No. G00102.
- 10) Company has also opted for go green initiative and accordingly the Notices and Balance Sheets are sent to concerned share holders whose Email IDs are registered with the Registrar and Share Transfer Agents.
- 11) The Company has approved the uniform listing Agreement with BSE and same is executed on **12<sup>th</sup> Feb., 2016**.
- 12) There has been a Promoter inter-se transfer and the Company has submitted the discloser under Regulation 29(2) of SEBI SAST-2011. **(The Change in Share Holding has been informed to the Bombay Stock Exchange as well as ROC vide form MGT-10)**
- 13) 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.
- 14) For Different Announcement in the newspaper as per listing agreement and LODR the Company has published in Navshakti and Freepress General.
- 15) On our test check the Balance Sheet and Annual Return of the Company for the year 2015-16 is available on the portal of mca.gov.in.
- 16) Till date under the Income Tax Act-1961 and under VAT Act, All due assessment orders have been received and disputed liabilities are as shown in the Financial Statements in Notes to Accounts.
- 17) There has been an Arbitration proceedings going on.
- 18) There has been a Shortfall of amount of utilization in the CSR as per Section 135 of Companies Act-2013.
- 19) According to the explanation given to us the Company has associate concerns and Subsidiary Company.

- 20) There has been a website of the Company as on even date of report [http://www.metrogloballimited.com/corp\\_governance.html](http://www.metrogloballimited.com/corp_governance.html) and on which we found various policies of the Company and other material information. *The Company is advised to have Proper Maintainance of the website.*
- 21) The Company has its registered office at the City of Mumbai while Corporate Office is at Ahmedabad where Books of Accounts are being kept. (we have verified the Master data available on the Portal of MCA)
- 22) On visit of the website [www.bseindia.com](http://www.bseindia.com) we have found out the share holding pattern **AS WELL AS** Compliance of Corporate Governance of the respective quarter.
- 23) The Company has till date not received any Notice for default from SEBI or BSE.
- 24) Looking to the Ledger of Insurance Expenses as produced before us and according to the opinion of KMP all assets of the Company are sufficiently insured.
- 25) The Subsidiary of **MGL i.e. MCTL** has applied for delisting of its shares.
- 26) We have taken in to the consideration, the circular dated 18<sup>th</sup> March,2015.

PLACE : AHMEDABAD  
Date : 14/08/2017

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

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**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 : Not Applicable

**B. TECHNOLOGY ABSORPTION**

Form B : Not Applicable

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

	(` Lacs)	
	<b>2016-17</b>	2015-16
Outgo		
Traded Goods	<b>2179.88</b>	2982.34
Foreign Travel Expenses	<b>5.69</b>	2.80

**FORM 'A'**

Power and Fuel Consumption and Form 'B' Research and Development (R&D) is not applicable to the Company as Company has not manufacturing activities 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 Mr. 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, 2017
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, 2017 was ` 139.59 Crores as compared to ` 101.23 Crores as at March 31, 2016. The earning per share of the Company was ` 9.20 as at March 31, 2017 which was ` 9.53 as at March 31, 2016.
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.

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## 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, 2017, 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, 2017, 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, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 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.
  - iv. The company had provided requisite disclosures in the financial statements as to Holdings as well as dealing in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016. These are in accordance with the books of account maintained by the company.

**For AMPAC & ASSOCIATES**  
Chartered Accountants

Mumbai  
May 29, 2017

**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, 2017.

- i. (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 31<sup>st</sup> March, 2017 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.

**For AMPAC & ASSOCIATES**  
Chartered Accountants

**Piyush B. Sheth**  
(Partner)

Membership No.: 044062  
FRN: 112236W

Mumbai  
May 29, 2017

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**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, 2017 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, 2017, 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  
May 29,2017

**For AMPAC & ASSOCIATES**

Chartered Accountants

**Piyush B. Sheth**

(Partner)

Membership No.: 044062

FRN: 112236W

**BALANCE SHEET AS AT MARCH 31, 2017**

	Note No.	As at March 31, 2017 in Lacs	As at March 31, 2016 in Lacs
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	1,632.67	1,632.67
(b) Reserves and Surplus	3	25,784.30	24,282.34
<b>Sub total</b>		<b>27,416.97</b>	<b>25,915.01</b>
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	4	3,130.88	5,224.61
(b) Deferred tax liabilities (Net)		46.07	46.07
<b>Sub total</b>		<b>3,176.95</b>	<b>5,270.68</b>
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	5	4,120.85	1,147.11
(b) Trade payables		2,379.27	8,131.99
(c) Other current liabilities		320.15	292.03
(d) Short-term provisions		12.21	11.90
<b>Sub total</b>		<b>6,832.48</b>	<b>9,583.03</b>
<b>Total</b>		<b>37,426.40</b>	<b>40,768.72</b>
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets	6		
(i) Tangible assets		1,003.00	886.00
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		1,517.31	1,423.09
<b>Sub total</b>		<b>2,520.31</b>	<b>2,309.09</b>
(b) Non-current investments	7	1,835.01	1,554.36
(c) Long term loans and advances	8	7,096.20	7,629.89
(d) Other Non current assets	8	22.16	26.65
		<b>11,473.68</b>	<b>11,519.99</b>
<b>(2) Current assets</b>			
(a) Inventories	9	1,500.05	1,079.31
(b) Trade receivables	9	4,126.59	10,035.59
(c) Cash and cash equivalents	9	5,412.93	5,231.10
(d) Short-term loans and advances	9	14,913.15	12,902.72
		<b>25,952.72</b>	<b>29,248.73</b>
<b>Total</b>		<b>37,426.40</b>	<b>40,768.72</b>

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 29, 2017

**Nitin S. Shah**  
Company Secretary

**For & on behalf of the Board**

**Gautam M. Jain** Chairman & Managing Director  
(DIN No: 00160167)

**Sandeep S. Bhandari** Director  
(DIN No: 01379445)

**Rahul G. Jain** Executive Director  
(DIN No:01813781)

Ahmedabad  
May 29, 2017

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

	Note No	2016-17 in Lacs	2015-16 in Lacs
I. Revenue from operations	10	<b>35,059.95</b>	35,806.16
II. Other Income	11	<b>154.86</b>	113.56
<b>III. Total Revenue (I +II)</b>		<b>35,214.81</b>	<b>35,919.72</b>
<b>IV. Expenses:</b>			
Purchase of Stock-in-Trade		<b>32,975.62</b>	32,071.39
(Increase)/Decrease in Finished goods, Work In Progress & Stock in Trade	12	<b>(295.59)</b>	1,301.22
Employee benefit expense	13	<b>113.21</b>	111.07
Financial costs	14	<b>118.26</b>	101.73
Depreciation and amortization expense		<b>12.55</b>	20.98
Other expenses	15	<b>388.80</b>	357.33
<b>IV. Total Expenses</b>		<b>33,312.85</b>	<b>33,963.72</b>
V. Profit/(Loss) before exceptional and extraordinary items and tax (III - IV)		<b>1,901.96</b>	1,956.00
VI. Exceptional Items		-	-
VII. Profit/(Loss) before extraordinary items and tax (V - VI)		<b>1,901.96</b>	<b>1,956.00</b>
VIII. Extraordinary Items		-	-
IX. Profit/(Loss) before tax (VII - VIII)		<b>1,901.96</b>	<b>1,956.00</b>
X. Tax expense:			
(1) Current tax		<b>400.00</b>	400.00
(2) Deferred tax asset/(liability) written off		-	-
(3) Earlier year excess(-)/short(+) provisions for tax		-	-
		<b>400.00</b>	400.00
XI. Profit/(Loss) after Tax before Prior Period (IX-X)		<b>1,501.96</b>	1,556.00
XII. Prior Period expenditure/(income)		-	-
XIII. Profit/(Loss) after Tax after Prior Period (XI-XII)		<b>1,501.96</b>	<b>1,556.00</b>
XIV. Earning per equity share:			
(1) Basic		<b>9.20</b>	9.53
(2) Diluted		<b>9.20</b>	9.53

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 29, 2017

**Nitin S. Shah**  
Company Secretary

**For & on behalf of the Board**
**Gautam M. Jain**  
(DIN No: 00160167)

Chairman &amp; Managing Director

**Sandeep S. Bhandari**  
(DIN No: 01379445)

Director

**Rahul G. Jain**  
(DIN No:01813781)

Executive Director

 Ahmedabad  
May 29, 2017

**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017**

	Year Ended March 31, 2017 (` in lacs)	Year Ended March 31, 2016 (` in lacs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before Tax	1901.96	1956.00
Adjustments for		
Depreciation	12.55	20.98
Misc. Expenditure w/off	6.41	9.55
Interest paid	118.26	101.73
Loss/(Profit) on Sale of Fixed Assets	0.00	-71.66
Loss/(Profit) on Sale of Investments	-84.60	-31.92
	<b>52.62</b>	28.68
Operating Profit before Working Capital Changes	<b>1954.58</b>	1984.68
Adjustments for		
Trade Receivables	5909.00	-3426.41
Other Receivables	-1805.85	-1851.94
Inventories	-420.74	1189.49
Trade Payables & Provisions	-5724.29	3049.09
	<b>-2041.88</b>	-1039.77
Cash generated from Operations	<b>-87.30</b>	944.91
Direct Taxes paid /Refund Received	<b>43.28</b>	-215.99
Cash flow before Extraordinary items	<b>-44.02</b>	728.92
Net Cash flow from Operating Activities	<b>-44.02</b>	728.92
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase /-sale of Fixed Assets & Capital WIP (net of Sale proceeds)	<b>-223.77</b>	-499.90
Purchase /-sale of long term investments	<b>-280.65</b>	-95.85
Net Cash used in Investing Activities	<b>-504.42</b>	-595.75
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Advances to Suppliers, Contractors & Others	<b>167.78</b>	-357.51
Unsecured Loans	<b>880.01</b>	-420.64
Deposit with Other Companies	<b>-199.26</b>	-189.76
Interest paid	<b>-118.26</b>	-101.74
Net Cash used in Financing Activities	<b>730.27</b>	-1069.65
<b>D. NET CASH INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>		
CASH EQUIVALENTS (A+B+C)	<b>181.83</b>	-936.48
Opening Balance of Cash & Cash Equivalents	<b>5231.10</b>	6167.58
Closing Balance of Cash & Cash Equivalents	<b>5412.93</b>	5231.10

As per our report of even date  
**For AMPAC & ASSOCIATES,**  
Chartered Accountants

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

Ahmedabad  
May 29, 2017

**Nitin S. Shah**  
Company Secretary

**For & on behalf of the Board**

**Gautam M. Jain** Chairman & Managing Director  
(DIN No: 00160167)

**Sandeep S. Bhandari** Director  
(DIN No: 01379445)

**Rahul G. Jain** Executive Director  
(DIN No:01813781)

Ahmedabad  
May 29, 2017

## **AUDITORS' REPORT**

We have examined the attached Cash Flow Statements of MetroGlobal Ltd. for the year ended on the 31st March 2017. 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 29, 2017

**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 31<sup>ST</sup> MARCH, 2017**

Particulars	As at 31st March, 2017 (` /lacs)	As at 31st March, 2016 (` /lacs)
<b>NOTE-2 :</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORIZED, ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL</b>		
<b>Authorised Share capital</b>		
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
	<b>12,000.00</b>	<b>12,000.00</b>

<b>Issued, Subscribed &amp; Paid up Share Capital</b>		
16326742 (16326742) Equity Shares of ` 10/- each	1,632.67	1,632.67
	<b>1,632.67</b>	<b>1,632.67</b>

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, 2017	As at 31st March, 2016
<b>Reconciliation of No. of Shares</b>	<b>No of shares</b>	<b>No of shares</b>
<b>Equity Shares at the beginning of the year</b>	<b>16,326,742</b>	16,326,742
Add: Issued during the financial year	-	-
<b>Equity Shares at the end of the year</b>	<b>16,326,742</b>	16,326,742

Details of Equity Shareholders	As at 31st March 2017		As at 31st March 2016	
	No of shares	% held	No of shares	% held
<b>holding more than 5% shares :</b>				
Gautam kumar Mithalal Jain	1,025,413	7.56	3,125,413	19.14
Maiden Tradefin Pvt Ltd	4,314,019	26.13	1,678,052	10.28
Search Invatrade Pvt Ltd	-	-	984,360	6.03
Anil Dyechem Industries Pvt Ltd	2,871,176	17.59	1,771,176	10.85
Megha Biotech Pvt Ltd	2,705,667	16.57	2,705,667	16.57
	<b>10,916,275</b>	<b>67.85</b>	10,264,668	62.87

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

Particulars	As at 31st March, 2017 (` /lacs)	As at 31st March, 2016 (` /lacs)
<b>NOTE-3</b>		
<b>RESERVE &amp; SURPLUS</b>		
a. Capital Reserve :		
Balance as per last Balance Sheet	<b>1076.05</b>	1076.05
Closing Balance	<b>1076.05</b>	1076.05
b. Capital Redemption Reserve		
Balance as per last Balance Sheet	<b>1500.00</b>	1500.00
Closing Balance	<b>1500.00</b>	1500.00
c. Securities Premium		
Balance as per last Balance Sheet	<b>10253.97</b>	10253.97
Closing Balance	<b>10253.97</b>	10253.97
d. General Reserves :		
Balance as per last Balance Sheet	<b>17376.73</b>	17376.73
Closing Balance	<b>17376.73</b>	17376.73
e. Profit & Loss Account		
Balance as per last Balance Sheet	<b>(5924.41)</b>	(7480.41)
Less: Net profit after tax transferred from Statement of P & L	<b>1501.96</b>	1556.00
Closing Balance	<b>(4422.45)</b>	(5924.41)
<b>TOTAL</b>	<b>25784.30</b>	<b>24282.34</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

Particulars	As at 31st March, 2017 (` /lacs)	As at 31st March, 2015 (` /lacs)
<b>NOTE : 4</b>		
<b>LONG-TERM BORROWINGS</b>		
Secured Loan From Banks	<b>308.29</b>	565.83
Indian Rupee loan from Kotak Mahindra Bank Limited amounting to ` NIL (P.Y. 257.54 Lacs).		
Indian Rupee loan from ICICI Bank Limited amounting to ` 308.29 Lacs (P.Y. 308.29 lacs).		
The loan is secured by mortgage over flat in scheme ADANI Heights owned by the company located at Mumbai .		
<b>Unsecured</b>		
Other Unsecured Loan from Corporate Bodies	<b>2,822.59</b>	4,658.78
(The unsecured loan includes loan taken from associate companies amounting to ` 28.23 crores ( Previous year ` 46.59 Crores) which is expected to be paid within a period of 2-5 years.		
<b>Sub Total</b>	<b>2,822.59</b>	4,658.78
<b>Total</b>	<b>3,130.88</b>	5,224.61
<b>NOTE :5</b>		
<b>CURRENT LIABILITIES</b>		
(a) Short term Borrowings		
Secured Loan	<b>903.31</b>	863.93
Note: Working capital loan from State Bank Of India of ` 903.31 Lacs (P.Y. ` 863.93 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	<b>638.88</b>	283.18
Unsecured Loan from Directors	<b>320.00</b>	-
OD facility of Dutche Bank against pledge of liquid funds	<b>1,445.82</b>	-
Dropline OD facility of Kotak Bank ` 815.54 lacs (P.Y. Nil) against mortgage of property of Director	<b>812.84</b>	-
<b>Sub Total</b>	<b>4,120.85</b>	1,147.11
(b) Trade Payables	<b>2,379.27</b>	8,131.99
<b>Sub Total</b>	<b>2,379.27</b>	8,131.99
(c) Other Current Liabilities		
i) Unpaid Dividend	<b>9.82</b>	9.82
ii) statutory dues	<b>73.47</b>	59.35
iii) Outstanding expense	<b>19.54</b>	2.80
iv) Other Payables	<b>217.32</b>	220.06
<b>Sub Total</b>	<b>320.15</b>	292.03
(d) Short Term Provisions		
i) Provision for Employee benefits	<b>12.21</b>	11.90
<b>Sub Total</b>	<b>12.21</b>	11.90
<b>TOTAL</b>	<b>6,832.48</b>	<b>9,583.03</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

( / lacs)

**NOTE 6 :  
FIXED ASSETS**

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS AT 01.04.2016	ADDIT- IONS	DEDUC- TIONS	AS AT 31.03.17	AS AT FOR THE YEAR	ADJUST -MENT	AS AT 31.03.17	AS AT 31.03.16
<b>A) Tangible Assets</b>								
Land Freehold	517.90	27.22	-	545.12	-	-	545.12	517.90
Factory Building	224.42	-	-	224.42	2.94	-	58.27	61.21
Office Building	131.75	-	-	131.75	1.08	-	66.33	67.41
Plant & Machinery	2058.26	-	-	2058.26	-	-	2058.26	-
Electric Installation	100.90	-	-	100.90	0.62	-	1.24	1.86
Laboratory Equipments	188.25	-	-	188.25	0.08	-	0.17	0.25
Office Equipments	173.14	3.33	-	176.47	6.13	-	28.51	31.31
Furniture & Fixtures	86.73	-	-	86.73	0.42	-	28.80	29.22
Vehicles	337.37	99.00	-	436.37	1.28	-	274.56	176.84
<b>Total Tangible Assets</b>	<b>3818.72</b>	<b>129.55</b>	-	<b>3948.27</b>	<b>12.55</b>	-	<b>2945.27</b>	<b>886.00</b>
Intangible Assets	-	-	-	-	-	-	-	-
<b>Total Tangible Assets</b>	-	-	-	-	-	-	-	-
<b>Capital Work in Progress</b>	1423.09	94.22	-	1517.31	-	-	1517.31	1423.09
<b>TOTAL</b>	<b>5241.81</b>	<b>223.77</b>	-	<b>5465.58</b>	<b>12.55</b>	-	<b>2945.27</b>	<b>2309.09</b>
Previous Year	4670.26	580.55	9.00	5241.81	20.98	-	2309.09	1758.52

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

Particulars	As at 31st March, 2017 (` /lacs)	As at 31st March, 2016 (` /lacs)
<b>NOTE 7</b>		
<b>(A) Trade Investments (Unquoted at cost)</b>		
<b>(a) Investment in Equity shares</b>		
(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 of ` 10/- each fully paid up	2.82	2.82
4500 (4500) Equity Shares of Dual Metals Pvt.Ltd. Share A/c of 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 of ` 10/- each fully paid up	0.45	0.45
45000 (45000) Equity Shares of Rian Chemicals Pvt. Ltd. Share A/c of of ` 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
	<b>11.84</b>	11.84
<b>(b) Investment in debentures or bonds</b>		
Reliance Dual Advantage Fund	-	100.00
	-	100.00
<b>Subtotal</b>	<b>11.84</b>	<b>111.84</b>
<b>(B) Other Investments (Quoted at cost)</b>		
<b>(a) Investment in Equity shares</b>		
(i) In Subsidiary Company		
570000 (570000) Equity Shares of METROCHEM CAPITAL TRUST LTD. each of ` 10/- fully paid up	114.00	114.00
	<b>114.00</b>	114.00
(ii) Other Listed Companies	<b>1098.17</b>	1049.94
<b>(b) Investment in debentures or bonds</b>		
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
Nil (32554) MOTILAL OSWAL MOST SHARES M50 of ` 10 each fully paid up	-	8.58
3600 (5000) Edelweiss Bonds of ` 1000 each Fully paid up	36.00	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 (500000) HDFC Equity Mutual Fund Bonds of ` 10 each Fully paid up	50.00	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
Other bonds	355.00	-
	<b>611.00</b>	278.58
<b>Subtotal</b>	<b>1823.17</b>	<b>1442.52</b>
<b>TOTAL</b>	<b>1835.01</b>	<b>1554.36</b>

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

Quoted : Cost	1823.17	1442.52
Market Value	1850.62	1259.62
Unquoted	11.84	111.84

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

Particulars	As at 31st March, 2017 (` /lacs)	As at 31st March, 2016 (` /lacs)
<b>NOTE 8</b>		
<b>a) Long Term Loans and Advances :</b>		
Security deposit (Unsecured, considered good)	15.84	19.08
<b>Loans and Advances to related parties</b>		
i) Loans and advances to Partnership Firms in which the company is a Partner (Unsecured, considered good)	2571.73	3338.04
ii) Loans and advances to company in which the company is a shareholder (Unsecured, considered good)	1676.03	1440.17
<b>Loans and advances to Suppliers, Contractors &amp; others</b>		
Secured, considered good	2736.35	2736.35
Unsecured, considered good	96.25	96.25
<b>Sub-Total</b>	<b>7096.20</b>	<b>7629.89</b>
<b>b) Other Non Current Assets :</b>		
Deferred Revenue Expenditure	22.16	26.65
<b>Sub-Total</b>	<b>22.16</b>	<b>26.65</b>
<b>TOTAL</b>	<b>7118.36</b>	<b>7656.54</b>

**NOTE 9**
**A) Inventories :**

Stock in Trade :		
Traded Goods (at lower of cost or net realizable value)	332.02	36.43
Work in Process of Real Estate Projects (at cost)	1168.03	1042.88
<b>Sub-Total</b>	<b>1500.05</b>	<b>1079.31</b>

**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)	4126.59	10035.59
<b>Sub-Total</b>	<b>4126.59</b>	<b>10035.59</b>

**C) Cash & Bank Balances :**

Cash on Hand	3.63	8.52
Balances with Scheduled Banks :		
In Current Accounts	275.38	98.17
In Fixed Deposit Accounts	1026.17	1077.13
Balances In Liquid Funds	4107.75	4047.28
<b>Sub-Total</b>	<b>5412.93</b>	<b>5231.10</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

Particulars	As at 31st March, 2017 (` /lacs)	As at 31st March, 2016 (` /lacs)
<b>D) Short Term Loans and Advances :</b>		
Deposits with Other Companies		
Unsecured, considered good	700.00	500.74
Balances with Government	307.32	306.67
Loans and advances to Suppliers, Contractors & others		
Secured, considered good	234.24	912.24
Unsecured, considered good	12459.56	9927.77
Income Tax Refund Receivable (Net of provision)	1205.46	1248.74
Export Benefits Receivable	6.57	6.57
<b>Sub-Total</b>	<b>14913.15</b>	<b>12902.73</b>
<b>TOTAL</b>	<b>25952.72</b>	<b>29248.73</b>
<b>NOTE- 10</b>		
<b>REVENUE FROM OPERATIONS</b>		
SALES - Domestic (including Indirect Exports)	33,091.86	33,916.29
- Exports	-	-
	<b>33,091.86</b>	33,916.29
Less: Excise Duty	-	1.12
	<b>33,091.86</b>	33,915.17
Interest Income	1,953.09	1,865.99
Profit of partnership firm	15.00	25.00
<b>TOTAL</b>	<b>35,059.95</b>	<b>35,806.16</b>
Sale of products comprises :		
<u>Manufactured goods</u>		
Dyes Intermediates		
Local	-	-
Export	-	-
<b>Total - Sale of manufactured goods</b>	<b>-</b>	<b>-</b>
<u>Traded goods</u>		
Dyes intermediates and other Traded Products	33,091.86	33,915.17
<b>Total - Sale of traded goods</b>	<b>33,091.86</b>	<b>33,915.17</b>
<b>Total - Sale of products</b>	<b>33,091.86</b>	<b>33,915.17</b>
	<b>2016-17</b>	<b>2015-16</b>
	<b>` in Lacs</b>	<b>` in Lacs</b>
<b>NOTE- 11</b>		
<b>OTHER INCOME</b>		
Profit /(loss) on Sale of Fixed Assets (Net)	-	71.66
Misc. Income	2.18	1.31
Interest on income tax refund	64.44	-
Profit/(loss) on Sale of Investments (Net)	84.60	31.92
Dividend income	3.64	8.67
<b>TOTAL</b>	<b>154.86</b>	<b>113.56</b>



**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

	2016-17 in Lacs	2015-16 in Lacs
<b>NOTE- 12</b>		
<b>(INCREASE)/DECREASE IN FINISHED GOODS, WORK IN PROGRESS &amp; STOCK IN TRADE</b>		
Stock at the Commencement :		
Finished Goods (traded products)	36.43	1,337.65
Stock at the End :		
Finished Goods (traded products)	332.02	36.43
<b>TOTAL</b>	<b>(295.59)</b>	<b>1,301.22</b>

<b>NOTE- 13</b>		
<b>EMPLOYEE BENEFIT EXPENSE</b>		
Salaries, Wages and Bonus	104.27	101.69
Contribution to Provident Fund, Family Pension Fund & other contribution	7.52	6.92
Workers & Staff Welfare Expenses	1.42	2.46
<b>TOTAL</b>	<b>113.21</b>	<b>111.07</b>

<b>NOTE- 14</b>		
<b>FINANCIAL COST</b>		
Interest expenditure	118.26	101.73
<b>TOTAL</b>	<b>118.26</b>	<b>101.73</b>

<b>NOTE- 15</b>		
<b>OTHER EXPENSES</b>		
Water, Power & Fuel	9.82	1.98
Effluent Treatment Expenses	-	1.47
Other Misc. Factory Expenses	3.14	0.17
Rates & Taxes	16.29	1.59
Insurance	4.91	5.34
Postage, Telephone & Stationery	9.06	13.65
Legal & Consultancy Expenses	71.08	48.19
Other Administration Expenses	48.09	84.05
Audit Fees	6.93	6.87
Donation	50.95	45.05
Deferred Revenue Expenditure	6.41	9.55
Bill discounting cost & other bank charges	88.56	88.08
Sales Promotion Expenses	37.69	27.07
Inland Freight & Cartage	35.87	24.27
<b>TOTAL</b>	<b>388.80</b>	<b>357.33</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**
**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)	
1)	Payment to Auditors	2016-17	2015-16
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	0.93	0.87
v)	Reimbursement of Out of Pocket Expense	-	-
	Total :	6.93	6.87

- 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		2016-17	2015-16
i.)	Salary	34.83	34.83
ii.)	Contribution to Provident & other Funds	1.55	1.55
iii.)	Other Perquisites	11.60	11.60
	Total :	47.98	47.98

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

		(` in Lacs)			
		As at March 31, 2017		As at March 31, 2016	
		Assets	Liabilities	Assets	Liabilities
a)	Depreciation	-	46.07	-	46.07
	Total	-	46.07	-	46.07

- 11 ` 54.40 Lacs being net gain (Previous year ` 124.62 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 31<sup>ST</sup> MARCH, 2017**

- 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-2017	For the year ended 31-Mar-2016
Profit /(loss) before tax & exceptional items ( ` in Lacs)	1901.96	1956.00
Exceptional income/-expenditure ( ` in Lacs)	-	-
Profit /(-loss) After Tax ( ` In Lacs)	1501.96	1556.00
No of shares (In lacs)	163.267	163.267
Basic and Diluted EPS ( `)	9.20	9.53
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.

	Year ended 31st March 2017	Year ended 31st March, 2016
Contribution to Provident Fund	4.88	4.62
Contribution to Employees	3.37	3.42

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

Gratuity Benefits :

In respect of Gratuity, the Company has taken policy No. 40001067 from Reliance Nippon Life insurance Co. Limited. and from Future Generali insurance Co. Limited policy No: GI000041. The Defined Benefit Obligation as at 31.03.2017 works out to ` 28.54 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 2017)

Defined Benefit Plan –Gratuity (As per Actuarial Valuation as on 31st March,2017)	` Lacs GRATUITY (Rs in Lacs)
Fully Funded	
Reliance Nippon Life Insurance-	19.07
Future Generali Insurance	9.47
Total	28.54
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 Acturial (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 Acturial Gains/(Losses)	2.01
6 Plan assets as at 31-03-2016	26.57

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

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
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
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 recognized 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
4	Retirement Age	58 years
5	Salary escalation	3.55%

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

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

**Subsidiary company**

1 Metrochem Capital Trust Limited

**Associates Companies**

Anil Dyechem Industries Pvt. Ltd	Anil Dyechem Industries Pvt. Ltd
Harvest Tradelink Pvt.Ltd.	Maiden Tradefin Pvt. Ltd.
DK Metro Procon Private Limited	Miraj Impex Pvt. Ltd.
Dual Metals Pvt Ltd.	Spring Trading And Investment Pvt. Ltd
Rian Chemicals Pvt.Ltd.	

**Key Management Personnel**

Shri Gautam M. Jain	Shri Rahul Jain	Mrs. Krati Rahul Jain
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**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

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**
**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.

<b>Sr. no.</b>	<b>Nature of Transactions</b>	<b>Subsidiaries</b>	<b>Associate Companies</b>	<b>Key Management Personnel</b>	<b>Relatives of Key Management Personnel</b>	<b>Total</b>
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	17.68	292.20	-	-	309.88
4	Outstanding inter corporate deposits payable	235.03	2587.56	320.00	-	3142.59
5	Investment in shares of Associate companies	-	11.64	-	-	11.64
6	Interest receivable	-	189.25	-	-	189.25
7	Outstanding loans receivable	-	1757.28	-	-	1757.28
	<b>Total</b>	<b>252.71</b>	<b>4837.93</b>	<b>370.62</b>	<b>0</b>	<b>5461.26</b>

**16 Contingent Liabilities:**

		` in Lacs	
<b>a) Particulars</b>	<b>2016-17</b>	<b>2015-16</b>	
Income Tax	<b>169.62</b>	169.62	
VAT/Sales Tax	<b>53.09</b>	53.09	
Excise Duty (Interest thereon not ascertainable at present)	<b>196.24</b>	196.24	
Others	<b>NIL</b>	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.

17. The details of Specified Bank Notes (SBN) held and transacted during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 as provided in the Table below :-

<b>Particulars</b>	<b>SBNs</b>	<b>Other denomination</b>	<b>Total</b>
<b>Closing cash in hand as on 08.11.2016</b>	<b>8.10</b>	<b>3.93</b>	<b>12.03</b>
( + ) Permitted receipts	0.69	26.52	27.21
( - ) Permitted payments	-	26.23	26.23
( - ) Amount deposited in Banks	8.79	-	8.79
<b>Closing cash in hand as on 30.12.2016</b>	<b>-</b>	<b>4.22</b>	<b>4.22</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**
**18 Other Additional Information**

## a) Raw Materials Consumption

RAW MATERIAL Items	Year Ended March 31, 2017		Year Ended March 31, 2016	
	Qty. (Mts)	Value `/Lacs	Qty. (Mts)	Value `/Lacs
Total Raw Material Consumed	-	-	-	-

## b) Value of Imports on CIF Basis

Particulars	2016-17	2015-16
Raw Material	—	-
Capital Goods	—	—
Traded Goods	2179.28	2982.34

## c) Consumption of Raw Materials

	Year ended March 31, 2017		Year Ended March 31, 2016	
	(`/Lacs)	%	(`/Lacs)	%
Imported(including Import Duty content)	-	-	-	-
Indigenous	-	-	-	-
Total	-	-	-	-

## d) Expenditure in Foreign Currency incurred during the year

	Year ended March 31, 2017 (`/Lacs)	Year Ended March 31, 2016 (`/Lacs)
Foreign Bank Charges	-	-
Foreign Travelling Expenses	5.69	2.80

## 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 29, 2017

**Nitin S. Shah**  
 Company Secretary

**For & on behalf of the Board**
**Gautam M. Jain**  
 (DIN No: 00160167)

Chairman &amp; Managing Director

**Sandeep S. Bhandari**  
 (DIN No: 01379445)

Director

**Rahul G. Jain**  
 (DIN No:01813781)

Executive Director

 Ahmedabad  
 May 29, 2017

**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 `)

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>
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-2017
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	82.08
6.	Total assets	264.04
7.	Total Liabilities	264.04
8.	Investments	13.75
9.	Turnover	17.38
10.	Profit / (Loss) before taxation	(132.61)
11.	Provision for tax of earlier years	18.40
12.	Profit / (Loss) after taxation	(151.01)
13.	Proposed Dividend	0.00
14.	% of shareholding	70%

**For & on behalf of the Board**

**Gautam M. Jain** Chairman & Managing Director  
(DIN No: 00160167)

**Sandeep S. Bhandari** Director  
(DIN No: 01379445)

**Rahul G. Jain** Executive Director  
(DIN No:01813781)

Ahmedabad  
May 29, 2017

**Nitin S. Shah**  
Company Secretary

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**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, 2017

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, 2017, 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, 2017, 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, 2017 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, 2017 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.
  - iv. The company had provided requisite disclosures in the financial statements as to Holdings as well as dealing in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016. These are in accordance with the books of account maintained by the company.

**For AMPAC & ASSOCIATES**  
Chartered Accountants

Mumbai  
29<sup>th</sup> May, 2017

**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, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For AMPAC & ASSOCIATES**  
Chartered Accountants

Mumbai  
29<sup>th</sup> May, 2017

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

**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2017**

	Note No.	As at March 31, 2017 (` /lacs)	As at March 31, 2016 (` /lacs)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	1,632.67	1,632.67
(b) Reserves and Surplus	3	25,638.63	24,340.99
<b>Sub total</b>		<b>27,271.31</b>	<b>25,973.66</b>
<b>Minority Interest</b>		<b>295.25</b>	<b>239.80</b>
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	4	3,130.88	5,224.61
(b) Deferred tax liabilities (Net)		46.07	46.07
<b>Sub total</b>		<b>3,176.95</b>	<b>5,270.68</b>
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	5	4,120.85	1,147.11
(b) Trade payables		2,379.27	8,131.99
(c) Other current liabilities		320.61	292.32
(d) Short-term provisions		12.21	11.95
<b>Sub total</b>		<b>6,832.94</b>	<b>9,583.37</b>
<b>Total</b>		<b>37,576.44</b>	<b>41,067.51</b>
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets	6		
(i) Tangible assets		1,003.37	886.41
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		1,517.31	1,423.09
<b>Sub total</b>		<b>2,520.68</b>	<b>2,309.50</b>
(b) Non-current investments	7	1,734.76	1,454.11
(c) Long term loans and advances	8	7,331.25	7,994.53
(d) Other Non current assets	8	22.16	26.65
		<b>11,608.85</b>	<b>11,784.79</b>
<b>(2) Current assets</b>			
(a) Inventories	9	1,500.14	1,079.40
(b) Trade receivables	9	4,126.59	10,041.50
(c) Cash and cash equivalents	9	5,415.56	5,228.95
(d) Short-term loans and advances	9	14,925.30	12,932.88
		<b>25,967.59</b>	<b>29,282.73</b>
<b>Total</b>		<b>37,576.44</b>	<b>41,067.51</b>

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 29, 2017

**Nitin S. Shah**  
Company Secretary

**For & on behalf of the Board**

**Gautam M. Jain** Chairman & Managing Director  
(DIN No: 00160167)

**Sandeep S. Bhandari** Director  
(DIN No: 01379445)

**Rahul G. Jain** Executive Director  
(DIN No:01813781)

Ahmedabad  
May 29, 2017

**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2017**

	Note No	2016-17 (` /lacs)	2015-16 (` /lacs)
I. Revenue from operations	10	35,077.63	35,822.88
II. Other Income	11	154.96	114.54
<b>III. Total Revenue (I +II)</b>		<b>35,232.59</b>	<b>35,937.42</b>
<b>IV. Expenses:</b>			
Purchase of Stock-in-Trade		32,975.62	32,071.39
(Increase)/Decrease in Finished goods, Work In Progress & Stock in Trade	12	(295.59)	1,301.22
Employee benefit expense	13	114.14	111.95
Financial costs	14	118.26	101.73
Depreciation and amortization expense		12.59	21.21
Other expenses	15	538.22	358.06
<b>IV. Total Expenses</b>		<b>33,463.24</b>	<b>33,965.56</b>
V. Profit/(Loss) before exceptional and extraordinary items and tax	(III - IV)	1,769.35	1,971.86
VI. Exceptional Items		-	-
VII. Profit/(Loss) before extraordinary items and tax (V - VI)		1,769.35	1,971.86
VIII. Extraordinary Items		-	-
IX. Profit/(Loss) before tax (VII - VIII)		1,769.35	1,971.86
X. Tax expense:			
(1) Current tax		400.00	400.00
(2) Deferred tax asset/(liability) written off		-	-
(3) Earlier year excess(-)/short(+) provisions for tax		18.40	-
		<b>418.40</b>	<b>400.00</b>
XI. Profit/(Loss) after Tax before Prior Period	(IX-X)	1,350.95	1,571.86
XII. Prior Period expenditure/(income)		-	-
XIII Profit/(Loss) after Tax after Prior Period	(XI-XII)	1,350.95	1,571.86
XIV Earning per equity share:			
(1) Basic		8.27	9.63
(2) Diluted		8.27	9.63

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 29, 2017

**Nitin S. Shah**  
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**Gautam M. Jain** Chairman & Managing Director  
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(DIN No: 01379445)

**Rahul G. Jain** Executive Director  
(DIN No:01813781)

Ahmedabad  
May 29, 2017

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017**

	Year Ended March 31, 2017 (` in lacs)	Year Ended March 31, 2016 (` in lacs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before Tax	1769.35	1971.86
Adjustments for		
Depreciation	12.59	21.21
Misc. Expenditure w/off	6.41	9.55
Interest paid	118.26	101.73
Loss/-(Profit) on Sale of Fixed Assets	0.00	-71.66
Loss/(Profit) on Sale of Investments	-84.60	-31.92
	<b>52.66</b>	28.91
Operating Profit before Working Capital Changes	<b>1822.01</b>	2000.77
Adjustments for		
Trade Receivables	5914.91	-3426.41
Other Receivables	-2190.36	-1851.94
Inventories	-420.74	1189.49
Trade Payables & Provisions	-5724.17	3049.09
	<b>-2420.36</b>	-1039.77
Cash generated from Operations	<b>-598.35</b>	961.00
Direct Taxes paid /Refund Received	59.12	-220.17
Cash flow before Extraordinary items	<b>-539.23</b>	740.83
Net Cash flow from Operating Activities	<b>-539.23</b>	740.83
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase /-sale of Fixed Assets & Capital WIP (net of Sale proceeds)	-223.77	-499.91
Purchase /-sale of long term investments	-280.65	-95.85
Net Cash used in Investing Activities	<b>-504.42</b>	-595.76
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Advances to Suppliers, Contractors & Others	667.77	-372.80
Unsecured Loans	880.01	-420.64
Deposit with Other Companies	-199.26	-189.76
Interest paid	-118.26	-101.73
Net Cash used in Financing Activities	<b>1230.26</b>	-1084.93
<b>D. NET CASH INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>186.61</b>	-939.86
Opening Balance of Cash & Cash Equivalents	<b>5228.95</b>	6168.81
Closing Balance of Cash & Cash Equivalents	<b>5415.56</b>	5228.95

As per our report of even date

**For AMPAC & ASSOCIATES,**  
Chartered Accountants

**Piyush B. Sheth**

Partner  
Membership No.: 44062  
FRN : 112236W

Ahmedabad  
May 29, 2017

**Nitin S. Shah**  
Company Secretary

**For & on behalf of the Board**

**Gautam M. Jain** Chairman & Managing Director  
(DIN No: 00160167)

**Sandeep S. Bhandari** Director  
(DIN No: 01379445)

**Rahul G. Jain** Executive Director  
(DIN No:01813781)

Ahmedabad  
May 29, 2017

**AUDITORS' REPORT**

We have examined the attached Cash Flow Statements of MetroGlobal Ltd. for the year ended on the 31<sup>st</sup> March 2017. 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 29, 2017

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

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**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017****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.
- 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.

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**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

- 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 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



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**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

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 31<sup>ST</sup> MARCH, 2017**

Particulars	As at 31st March, 2017 (` /lacs)	As at 31st March, 2016 (` /lacs)
<b>NOTE-2 :</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORIZED, ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL</b>		
<b>Authorised Share capital</b>		
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
	<b>12,000.00</b>	12,000.00
<b>Issued, Subscribed &amp; Paid up Share Capital</b>		
16326742 (16326742) Equity Shares of ` 10/- each	1,632.67	1,632.67
	<b>1,632.67</b>	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, 2017	As at 31st March, 2016		
<b>Reconciliation of No. of Shares</b>	<b>No of shares</b>	<b>No of shares</b>		
<b>Equity Shares at the beginning of the year</b>	<b>16,326,742</b>	16,326,742		
Add: Issued during the financial year	-	-		
<b>Equity Shares at the end of the year</b>	<b>16,326,742</b>	16,326,742		
<b>Details of Equity Shareholders holding more than 5% shares :</b>				
	<b>As at 31st March 2017</b>		<b>As at 31st March 2016</b>	
	<b>No of shares</b>	<b>% held</b>	<b>No of shares</b>	<b>% held</b>
Gautam kumar Mithalal Jain	1,025,413	7.56	3,125,413	19.14
Maiden Tradefin Pvt Ltd	4,314,019	26.13	1,678,052	10.28
Search Invatrade Pvt Ltd	-	-	984,360	6.03
Anil Dyechem Industries Pvt Ltd	2,871,176	17.59	1,771,176	10.85
Megha Biotech Pvt Ltd	2,705,667	16.57	2,705,667	16.57
	<b>10,916,275</b>	<b>67.85</b>	10,264,668	62.87

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

Particulars	As at 31st March, 2017 (` /lacs)	As at 31st March, 2016 (` /lacs)
<b>NOTE-3</b>		
<b>RESERVE &amp; SURPLUS</b>		
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	17304.69	17308.17
Add :Share of Minority in profit of Metrochem Capital Trust Ltd.	(45.30)	4.52
Less :Cumulative dividend related to Preference shareholders	(8.00)	(8.00)
Closing Balance	17251.38	17304.69
e. Profit & Loss Account		
Balance as per last Balance Sheet	(5793.72)	(7365.58)
Less:Net profit after tax transferred from Statement of P & L	1350.95	1571.86
Closing Balance	(4442.77)	(5793.72)
<b>TOTAL</b>	<b>25638.63</b>	<b>24340.99</b>

**NOTE : 4**
**LONG-TERM BORROWINGS**

Secured Loan From Banks	308.29	565.83
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Indian Rupee loan from Kotak Mahindra Bank Limited amounting to ` NIL (P.Y. ` 257.54 Lacs).

Indian Rupee loan from ICICI Bank Limited amounting to ` 308.29 Lacs (P.Y. ` 308.29).

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	2,822.59	4,658.78
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(The unsecured loan includes loan taken from associate companies amounting to ` 28.23 crores (Previous year ` 46.59 Crores) which is expected to be paid within a period of 2-5 years.

<b>Total</b>	<b>3,130.88</b>	<b>5,224.61</b>
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**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

Particulars	As at 31st March, 2017 (` /lacs)	As at 31st March, 2016 (` /lacs)
<b>NOTE :5</b>		
<b>CURRENT LIABILITIES</b>		
(a) Short term Borrowings		
Secured Loan	903.31	863.93
Note: Working capital loan from State Bank of India of ` 903.31 Lacs (P.Y. ` 863.93 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	638.88	283.18
Unsecured Loan from Directors	320.00	-
OD facility of Dutche Bank against pledge of liquid funds	1,445.82	-
Dropline OD facility of Kotak Bank ` 815.54 lacs (P.Y. Nil) against mortgage of property of Director	812.84	-
<b>Sub Total</b>	<b>4,120.85</b>	<b>1,147.11</b>
(b) Trade Payables	2,379.27	8,131.99
<b>Sub Total</b>	<b>2,379.27</b>	<b>8,131.99</b>
(c) Other Current Liabilities		
i) Unpaid Dividend	9.82	9.82
ii) statutory dues	73.47	59.37
iii) Outstanding expense	19.54	3.07
iv) Other Payables	217.78	220.06
<b>Sub Total</b>	<b>320.61</b>	<b>292.32</b>
(d) Short Term Provisions		
i) Provision for Employee benefits	12.21	11.95
<b>Sub Total</b>	<b>12.21</b>	<b>11.95</b>
<b>TOTAL</b>	<b>6,832.94</b>	<b>9,583.37</b>

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

(₹ /lacs)

**NOTE 6 :  
FIXED ASSETS**

PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK	
	AS AT 01.04.2016	ADDIT- IONS	DEDUC- TIONS	AS AT 31.03.17	AS AT FOR THE YEAR 01.04.16	ADJUST -MENT	AS AT 31.03.17	AS AT 31.03.17	AS AT 31.03.16
<b>A) Tangible Assets</b>									
Land Freehold	518.19	27.22	-	545.41	-	-	-	545.41	518.19
Factory Building	231.25	-	-	231.25	169.92	2.98	172.90	58.35	61.33
Office Building	131.75	-	-	131.75	64.34	1.08	65.42	66.33	67.41
Plant & Machinery	2058.26	-	-	2058.26	2058.26	-	2058.26	-	-
Electric Installation	100.90	-	-	100.90	99.04	0.62	99.66	1.24	1.86
Laboratory Equipments	188.25	-	-	188.25	188.00	0.08	188.08	0.17	0.25
Office Equipments	173.14	3.33	-	176.47	141.83	6.13	147.96	28.51	31.31
Furniture & Fixtures	86.73	-	-	86.73	57.51	0.42	57.93	28.80	29.22
Vehicles	337.37	99.00	-	436.37	160.53	1.28	161.81	274.56	176.84
<b>Total Tangible Assets</b>	<b>3825.84</b>	<b>129.55</b>	-	<b>3955.39</b>	<b>2939.43</b>	<b>12.59</b>	<b>2952.02</b>	<b>1003.37</b>	<b>886.41</b>
Intangible Assets	-	-	-	-	-	-	-	-	-
<b>Total Tangible Assets</b>	-	-	-	-	-	-	-	-	-
<b>Capital Work in Progress</b>	1423.09	94.22	-	1517.31	-	-	-	1517.31	1423.09
<b>TOTAL</b>	<b>5248.93</b>	<b>223.77</b>	-	<b>5472.70</b>	<b>2939.43</b>	<b>12.59</b>	<b>2952.02</b>	<b>2520.68</b>	<b>2309.50</b>
<b>Previous Year</b>	<b>4677.38</b>	<b>580.55</b>	<b>9.00</b>	<b>5248.93</b>	<b>2918.22</b>	<b>21.21</b>	<b>2939.43</b>	<b>2309.50</b>	<b>1759.14</b>

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

Particulars	As at		
	31st March, 2017 (`/lacs)	31st March, 2016 (`/lacs)	
<b>NOTE 7</b>			
<b>(A) Trade Investments (Unquoted at cost)</b>			
<b>(a) Investment in Equity shares</b>			
(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 of ` 10/- each fully paid up	2.82	2.82
4500	(Nil) Equity Shares of Dual Metals Pvt.Ltd.Share A/c of 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 of ` 10/- each fully paid up	0.45	0.45
45000	(Nil) Equity Shares of Rian Chemicals Pvt. Ltd.Share A/c of 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
		<b>11.84</b>	<b>11.84</b>
<b>(b) Investment in debentures or bonds</b>			
Reliance Dual Advantage Fund		-	100.00
MILESTONE BULLION SERIES-I A/C Bond Partly Paid up		-	-
		-	100.00
<b>Subtotal</b>		<b>11.84</b>	<b>111.84</b>
<b>(B) Other Investments (Quoted at cost)</b>			
<b>(a) Investment in Equity shares</b>			
(i) Listed Companies		<b>1111.92</b>	1063.69
<b>(b) Investment in debentures or bonds</b>			
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
NIL	(32554) MOTILAL OSWAL MOST SHARES M50 of ` 10 each fully paid up	-	8.58
5000	(5000) Edelweiss Bonds of ` 1000 each Fully paid up	36.00	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	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
Other bonds		355.00	-
<b>Subtotal</b>		<b>1722.92</b>	1342.27
<b>TOTAL</b>		<b>1734.76</b>	<b>1454.11</b>

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

Quoted : Cost	1722.92	1342.27
Market Value	1777.50	1161.62
Unquoted	11.84	111.84

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

Particulars	As at 31st March, 2017 (` /lacs)	As at 31st March, 2016 (` /lacs)
<b>NOTE 8</b>		
<b>a) Long Term Loans and Advances :</b>		
Security deposit (Unsecured, considered good)	15.84	19.08
<b>Loans and Advances to related parties</b>		
a) Loans and advances to Partnership Firms in which the company is a Partner (Unsecured, considered good)	2571.73	3338.04
b) Loans and advances to company in which the company is a shareholder (Unsecured, considered good)	1676.03	1440.17
<b>Loans and advances to Suppliers, Contractors &amp; others</b>		
Secured, considered good	2736.35	2736.35
Unsecured, considered good	331.30	318.26
Unsecured, considered doubtful	295.21	289.30
Less: Provision for bad debts	(295.21)	(146.67)
<b>Sub-Total</b>	<b>7331.25</b>	<b>7994.53</b>
<b>b) Other Non Current Assets :</b>		
Deferred Revenue Expenditure	22.16	26.65
<b>Sub-Total</b>	<b>22.16</b>	<b>26.65</b>
<b>TOTAL</b>	<b>7353.41</b>	<b>8021.18</b>
<b>NOTE 9</b>		
<b>A) Inventories :</b>		
Stock in Trade :		
Traded Goods (at lower of cost or net realizable value)	332.11	36.52
Work in Process of Real Estate projects (at cost)	1168.03	1042.88
<b>Sub-Total</b>	<b>1500.14</b>	<b>1079.40</b>
<b>B) Sundry Debtors (Unsecured) :</b>		
Due over six months considered good	0.00	5.91
considered doubtful	329.06	323.15
Less: Provision for bad debts	(329.06)	(323.15)
	-	5.91
Others (considered good)	4126.59	10035.59
<b>Sub-Total</b>	<b>4126.59</b>	<b>10041.50</b>
<b>C) Cash &amp; Bank Balances :</b>		
Cash on Hand	4.65	8.51
Balances with Scheduled Banks :		
In Current Accounts	276.99	96.03
In Fixed Deposit Accounts	1026.17	1077.13
Balances In Liquid Funds	4107.75	4047.28
<b>Sub-Total</b>	<b>5415.56</b>	<b>5228.95</b>
<b>D) Short Term Loans and Advances :</b>		
Deposits with Other Companies		
Unsecured, considered good	700.00	500.74
Balances with Government	307.32	306.67
Loans and advances to Suppliers, Contractors & others		
Secured, considered good	234.24	912.24
Unsecured, considered good	12459.56	9929.93
Income Tax Refund Receivable (Net of provision)	1217.61	1276.73
Export Benefits Receivable	6.57	6.57
<b>Sub-Total</b>	<b>14925.30</b>	<b>12932.88</b>
<b>TOTAL</b>	<b>25967.59</b>	<b>29282.73</b>

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

	2016-17 (`/lacs)	2015-16 (`/lacs)
<b>NOTE- 10</b>		
<b>REVENUE FROM OPERATIONS</b>		
SALES - Domestic (including Indirect Exports)	33,091.86	33,916.29
- Exports	-	-
	<b>33,091.86</b>	33,916.29
Less: Excise Duty	-	1.12
	<b>33,091.86</b>	33,915.17
Interest Income	1,970.77	1,882.71
Profit of partnership firm	15.00	25.00
<b>TOTAL</b>	<b>35,077.63</b>	<b>35,822.88</b>
Sale of products comprises :		
<u>Manufactured goods</u>		
Dyes Intermediates		
Local	-	-
Export	-	-
<b>Total - Sale of manufactured goods</b>	<b>-</b>	<b>-</b>
<u>Traded goods</u>		
Dyes intermediates and other Traded Products	33,091.86	33,915.17
<b>Total - Sale of traded goods</b>	<b>33,091.86</b>	<b>33,915.17</b>
<b>Total - Sale of products</b>	<b>33,091.86</b>	<b>33,915.17</b>

<b>NOTE- 11</b>		
<b>OTHER INCOME</b>		
Profit/(loss) on Sale of Fixed Assets (Net)	-	71.66
Misc. Income	2.18	2.03
Interest on income tax refund	64.44	-
Profit/(loss) on Sale of Investments (Net)	84.60	31.92
Dividend income	3.74	8.93
<b>TOTAL</b>	<b>154.96</b>	<b>114.54</b>

<b>NOTE- 12</b>		
<b>(INCREASE)/DECREASE IN FINISHED GOODS, WORK IN PROGRESS &amp; STOCK IN TRADE</b>		
Stock at the Commencement :		
Finished Goods (manufactured products)	-	-
Finished Goods (traded products)	36.43	1,337.65
Work in Process (at cost)	-	-
	<b>36.43</b>	<b>1,337.65</b>
Stock at the End :		
Finished Goods (manufactured products)	-	-
Finished Goods (traded products)	332.02	36.43
Work in Process (at cost)	-	-
<b>TOTAL</b>	<b>(295.59)</b>	<b>1,301.22</b>

<b>NOTE- 13</b>		
<b>EMPLOYEE BENEFIT EXPENSE</b>		
Salaries, Wages and Bonus	104.99	102.57
Contribution to Provident Fund, Family Pension Fund & other contribution	7.58	6.92
Workers & Staff Welfare Expenses	1.57	2.46
<b>TOTAL</b>	<b>114.14</b>	<b>111.95</b>



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**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

	<b>2016-17</b>	2015-16
	(` /lacs)	(` /lacs)
<b>NOTE- 14</b>		
<b>FINANCIAL COST</b>		
Interest expenditure	<b>118.26</b>	101.73
<b>TOTAL</b>	<b>118.26</b>	101.73
<b>NOTE- 15</b>		
<b>OTHER EXPENSES</b>		
Water, Power & Fuel	<b>9.82</b>	1.98
Effluent Treatment Expenses	-	1.47
Other Misc. Factory Expenses	<b>3.14</b>	0.17
Rates & Taxes	<b>16.29</b>	1.59
Insurance	<b>4.91</b>	5.34
Postage, Telephone & Stationery	<b>9.06</b>	13.65
Legal & Consultancy Expenses	<b>71.08</b>	48.19
Other Administration Expenses	<b>48.97</b>	84.42
Audit Fees	<b>6.93</b>	7.23
Donation	<b>50.95</b>	45.05
Deferred Revenue Expenditure	<b>6.41</b>	9.55
Bill discounting cost & other bank charges	<b>88.56</b>	88.08
Bad Debts	<b>148.54</b>	-
Sales Promotion Expenses	<b>37.69</b>	27.07
Inland Freight & Cartage	<b>35.87</b>	24.27
<b>TOTAL</b>	<b>538.22</b>	<b>358.06</b>

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

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	2016-17	2015-16
a) Statutory Auditors		
i) Auditors Fees	<b>6.30</b>	6.30
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	<b>0.99</b>	0.93
v) Reimbursement of Out of Pocket Expense	-	-
<b>Total :</b>	<b>7.29</b>	7.23

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 :

Particulars	2016-17	2015-16
i.) Salary	<b>34.83</b>	34.83
ii.) Contribution to Provident & other Funds	<b>1.55</b>	1.55
iii.) Other Perquisites	<b>11.60</b>	11.60
<b>Total :</b>	<b>47.98</b>	<b>47.98</b>

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

	As at March 31, 2017		As at March 31, 2016	
	Assets	Liabilities	Assets	Liabilities
a) Depreciation	-	<b>46.07</b>	-	46.07
<b>Total</b>	-	<b>46.07</b>	-	46.07

9 ` (54.40) Lacs being net gain (Previous year ` 124.62 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 31<sup>ST</sup> MARCH, 2017**

- 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 :

<b>Particulars</b>	<b>For the year ended 31-Mar-2017</b>	<b>For the year ended 31-Mar-2016</b>
Profit /(loss) before tax & exceptional items ( ` in Lacs)	<b>1769.35</b>	1971.86
Exceptional income/-expenditure ( ` in Lacs)	-	-
Profit /(-loss) After Tax ( ` In Lacs)	<b>1350.95</b>	1571.86
No of shares (In lacs)	<b>163.267</b>	163.267
Basic and Diluted EPS ( ` )	<b>8.28</b>	9.63
F.V of shares	<b>10</b>	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.

	<b>Year ended 31st March 2017</b>	<b>Year ended 31st March, 2016</b>
Contribution to Provident Fund	<b>4.88</b>	4.62
Contribution to Employees	<b>3.37</b>	3.42

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

Gratuity Benefits :

In respect of Gratuity, the Company has taken policy No. 40001067 from Reliance Nippon Life insurance Co. Limited. and from Future Generali insurance Co. Limited policy No: GI000041. The Defined Benefit Obligation as at 31.03.2017 works out to ` 28.54 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 2017)

Defined Benefit Plan –Gratuity (As per Actuarial Valuation as on 31st March,2017

	<b>` Lacs GRATUITY ( ` in Lacs)</b>
Fully Funded	
Reliance Nippon Life Insurance-	19.07
Future Generali Insurance	9.47
<b>Total</b>	<b>28.54</b>

<b>I</b>	<b>Change in Obligation during the year ended on 31st March 2017</b>	
1	Present Value of obligation as at 01-04-2017	25.21
2	Interest Cost	0
3	Current service Cost (with Differential Gratuity)	1.26
4	Acturial (gain)/loss on obligation	2.31
5	Benefits paid	
6	Present Value of obligation as at 31-03-2017	28.77
<b>II</b>	<b>Change in Assets during the year ended on 31st March 2017</b>	
1	Plan assets as at 01-04-2017	25.21
2	Expected Return on Plan assets	0
3	Contribution by the Employer	1.26
4	Actual benefits paid	0.00
5	Acturial Gains/(Losses)	2.31
6	Plan assets as at 31-03-2017	28.77
<b>III</b>	<b>Net Asset/(Liability) recognized in the Balance Shaaet as at 31-03-2017</b>	
1	Present Value of defined obligation as at 31-03-2017	28.54
2	Fair value of plan assets as at 31-03-2017	28.54
3	Fund status (Surplus/(deficit)) as at 31-03-2017	3.33
4	Net Assets/(Liability) as at 31-03-2017	25.21
<b>IV</b>	<b>Expenses recognised in Profit &amp; Loss Account for the year ended 31-03-2017</b>	
1	Current service cost	1.26

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

2	Interest cost		0
3	Expected return on plan assets		0
4	Net Acturial (gain)/loss (net of Opening Acturial Gain(Loss) adjustment)		2.31
5	Expenses recognised in Profit & Loss Account		1.26
V	The major categories of plan assets as a perecentage 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	Acturail 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 Reality 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 Reality		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
<b>REVENUE</b>										
External Sales	0.00	0.00	0.00	0.00	33091.86	33915.17	0.00	0.00	33091.86	33915.17
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 income	0.00	0.00	389.53	366.89	1476.46	1515.82	0.00	0.00	1865.99	1882.71
Total Revenue	0.00	0.00	389.53	366.89	34670.42	35430.99	0.00	0.00	35059.95	35797.88
Interest expense	0.00	0.00	0.00	0.00	118.26	101.73	0.00	0.00	118.26	101.73
Exceptional Income/-										
<b>Expenditure</b>	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	389.53	366.89	1379.82	1604.97	0.00	0.00	1769.35	1971.86
Income taxes/Deferred tax	0.00	0.00	0.00	0.00	418.40	400.00	0.00	0.00	418.40	400.00
Profit /(loss) After Tax before prior period	0.00	0.00	389.53	366.89	961.42	1189.11	0.00	0.00	1350.95	1571.86
Pripr Period expenditure	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Profit /(loss) After Tax after prior period	0.00	0.00	389.53	366.89	961.42	1189.11	0.00	0.00	1350.95	1571.86
Capital Employed	1553.06	1553.06	5474.73	5805.90	20389.19	18556.05	0.00	0.00	27416.98	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.

Rian Chemicals Pvt.Ltd.

Harvest Tradelink Pvt.Ltd.

Maiden Tradefin Pvt. Ltd.

DK Metro Procon Pvt. Ltd.

Miraj Impex Pvt. Ltd.

Dual Metals Pvt Ltd.

Spring Trading And Investment Pvt. Ltd.

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**
**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	292.20	-	-	292.20
4	Outstanding inter corporate deposits payable	2587.56	320.00	-	2907.56
5	Investment in shares of Associate companies	11.64	-	-	11.64
6	Interest receivable	189.25	-	-	189.25
7	Outstanding loans receivable	1757.28	-	-	1757.28
	<b>Total</b>	<b>4837.93</b>	<b>370.62</b>	<b>0</b>	<b>5208.55</b>

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	
	2016-17	2015-16
Income Tax	169.62	169.62
VAT/Sales Tax	<b>53.09</b>	53.09
Excise Duty (Interest thereon not ascertainable at present)	<b>196.24</b>	196.24
Others	<b>NIL</b>	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 Rs.94,68,900 on 10.05.2011 and has made necessary submissions before the authorities. In view of this submission and pending decision of forum, interest liability is not ascertainable.

c) 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.

d) Liability in respect of 8% Cumulative Redeemable Preference shares Dividend ` 120.33 Lacs. (Previous year ` 112.33 Lacs)



 **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 Fifth 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 Friday, the 29<sup>th</sup> September, 2017 at 12.30 p.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 Friday, the 29<sup>th</sup> September, 2017 at Conference Hall of The Oriental Residency, Next to Khar Telephone Exchange, Khar (West), Mumbai-400052 , at 12.30 p.m. and at any adjourned meeting thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Affix Re. 1 Revenue Stamp
------------------------------------

\_\_\_\_\_  
**Signature(s) across the Stamp****Notes:**

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


**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)

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

I/We, being the Member(s) of .....Shares 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 25<sup>th</sup> Annual General Meeting of the Company to be held on (Friday, the 29<sup>th</sup> September 2017 at 12.30 p.m. at Conference Hall of The Oriental Residency, Next to Khar Telephone Exchange, P.D. Hinduja Marg, 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 31<sup>st</sup> March, 2017.
2. Re-Appointment of Mr. Nilesh R. Desai (DIN :00414747) liable to Retire by Rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors of the Company and to fix their remuneration.

Signed this .....day of .....2017

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.




**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 25 <sup>th</sup> Annual General Meeting of the Company to be held on (Friday, the 29 <sup>th</sup> September 2017 at 12.30 p.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
	<b>Ordinary Business</b>			
01.	Adoption of Profit and Loss Account and Balance Sheet together with Directors' Report for the Financial Year ended on 31 <sup>st</sup> March, 2017.			
02.	Re-Appointment of Mr. Nilesh R. Desai (DIN No: 00414747) liable to Retire by Rotation and being eligible, offers himself for re-appointment.			
03.	Appointment of Statutory Auditors of the Company and to fix their remuneration.			

Place :-

Date :-

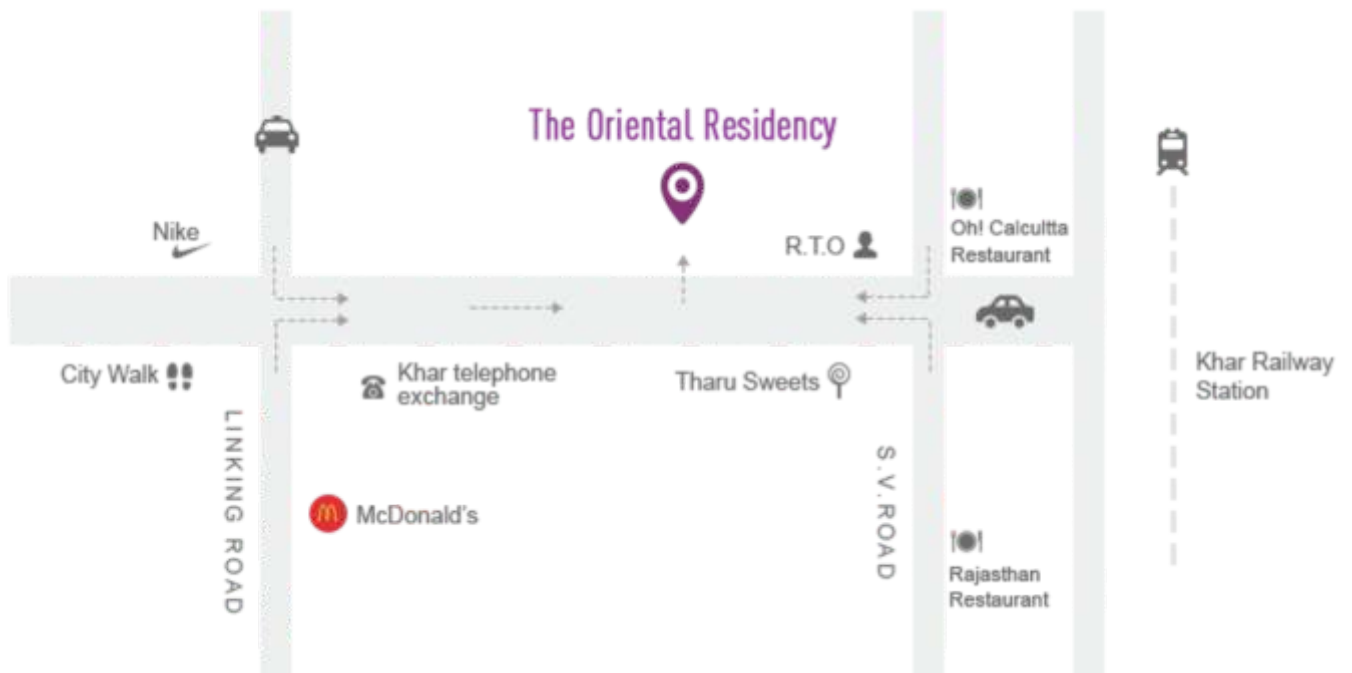
(Signature of Shareholder/Proxy)

**Note :- This Ballot is to be used for exercising voting at the time of 25<sup>th</sup> Annual General Meeting to be held on Friday the 29<sup>th</sup> September 2017 by Shareholder/proxy. Duly Filled in and signed ballot form should be dropped in the Ballot Box kept at the Venue of AGM.**

## Route Map for Annual General Meeting

Twenty Fifth Annual General Meeting  
Friday, 29<sup>th</sup> September, 2017 at 12.30 p.m.

The Oriental Residency, Next to Khar Telephone Exchange,  
P.D. Hinduja Marg, Khar (West), Mumbai-400052





# METROGlobal Limited

(CIN No: L21010MH1992PLC069527)

## REGISTERED OFFICE

101, 1<sup>st</sup> Floor, "Mangal Disha", Near Guru Gangeshwar Temple, 6<sup>th</sup> Road,  
Khar ( West), Mumbai-400052 , Maharashtra (India)

## CORPORATE OFFICE

508-509, "SHILP ", C.G.Road, Navrangpura, Ahmedabad-380009. INDIA  
Phone : 91-79-2646 8016, 2646 9150, 2640 3930

