

o/c

Mob : 9811221518
Tel : 011-23582398



MACOR PACKAGING LIMITED

Regd. Office : 3198/15, 4th Floor, Gali No. 1, Sangatrashan, Paharganj, New Delhi-110055
Email: macorpackaging@gmail.com, Website: macorpackaging.in CIN: L74950DL1996PLC018459

Date: 21st August, 2015

To,

Department of Corporate Services
Metropolitan Stock Exchange of India Limited
Exchange Square, Suren Road, Chakala,
Andheri (East), Mumbai-400093

Sub- Submission of six copies of Annual Reports & three copies of Notice of AGM for the financial year 2014-2015

Dear Sir,

With reference to the above mentioned subject, please find enclosed herewith six copies of Annual Reports & three copies of Notice of AGM for the financial year 2014-2015.

1. Six copies of Annual Reports (including Notice of AGM).
2. Form-A

You are requested to take the above on your records and acknowledge the same.

Thanking You.

Regards,

Macor Packaging Limited



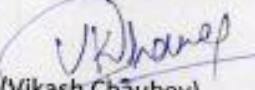



Mehak Arora
Managing Director
DIN: 06798853

Encl: a/a

FORM 'A'

(Pursuant to Clause 31(a) of Listing Agreement)

1.	Name of the Company	Macor Packaging Limited
2.	Annual Financial Statement for the year ended	31 st March, 2015
3.	Type of Audit Observation	Un-qualified
4.	Frequency of Observation	Not Applicable
5.	<p>To be Compulsory signed by-</p> <ul style="list-style-type: none"> • CEO/Managing Director • CFO • Auditor of the company and • Audit Committee Chairman 	<p> (Mehak Arora)</p> <p>N/A</p> <p> (Kishor Kumar)</p> <p> (Vikash Chäubey)</p>

MACOR PACKAGING LIMITED

**19TH ANNUAL REPORT
(2014-2015)**

CONTENTS

Corporate Information
Notice
Director's Report
Management Discussion and Analysis Report
Report On Corporate Governance
Certificate on Corporate Governance
CEO/CFO Certification
Declaration Of Independence
Auditor's Report
Balance Sheet
Profit & Loss Account
Cash Flow Statements
Accounting Policies and Notes On Accounts
Secretarial Audit Report
Extract Of Annual Return
Attendance Slip
Proxy Form

MACOR PACKAGING LIMITED

CORPORATE INFORMATION

CIN	:	L74950DL1996PLC018459
BOARD OF DIRECTORS	:	Mehak Arora Managing Director
	:	Naveen Kumar Director
	:	Vikash Chaubey Director
STATUTORY AUDITORS	:	Kishor Kumar (Chartered Accountant) 12/396A, Lalita Park, Laxmi Nagar, Delhi- 110092
REGISTRAR AND TRANSFER AGENT	:	Bigshare Services Pvt. Ltd. 4E/8, First Floor, Jhandewalan Extension, New Delhi-110055.
BANKERS	:	IDBI Bank Punjabi Bagh, New Delhi.
REGISTERED OFFICE	:	3198/15, 4th Floor, Gali No. 1, Sangatrashan Pahar Ganj, New Delhi- 110055
EMAIL	:	macorpackaging@gmail.com
INVESTORS HELPDESK & EMAIL	:	Mehak Arora macorpackaging@gmail.com
WEBSITE	:	www.macorpackaging.in
CONTACT NO.	:	9350043499

MACOR PACKAGING LIMITED

Regd. Office: 3198/15, 4th Floor, Gali No. 1, Sangatrasan Pahar Ganj, New Delhi- 110055

CIN: L74950DL1996PLC018459

E-mail Id: macorpackaging@gmail.com

Website: www.macorpackaging.in

Ph. No.: 9350043499

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the Company will be held on Monday, 14th Day of September, 2015 at 2:00 p.m. at 16/121-122, Jain Bhawan, First Floor, Faiz Road, Karol Bagh, Delhi-110005 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the year ended on that date, together with the Directors’ Report and Auditors’ Report thereon as presented to the meeting, be and the same are hereby, approved and adopted”.

2. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT Ms. Mehak Arora (DIN: 06798853), Director of the Company, retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company”.

3. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable, Mr. Amit Rohilla, Chartered Accountant (M. No.: 530232), be and is hereby appointed as statutory auditor of the company, in place of Mr. Kishor Kumar, Chartered Accountant (M. No.: 531447) to hold office from the conclusion of this meeting until the conclusion of 24th Annual General Meeting (AGM) of the company, subject to ratification at every Annual General Meeting on such remuneration as may be fixed in this behalf by the Board of Directors of the Company”.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (‘the Rules’), including any statutory modification(s) or any amendment or any substitution or any re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mr. Naveen Kumar (DIN: 06408235), who was appointed as an Additional Director by the Board with effect from 30th December, 2014, who is eligible for appointment as an Independent Director pursuant to the Companies Act, 2013 and the Listing Agreement and in respect of whom the Company has received a notice in writing u/s 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized to do all the acts, things and e-filing which are necessary to give effect to the aforesaid resolution.”

5. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (‘the Rules’), including any statutory modification(s) or any amendment or any substitution or any re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mr. Vikash Chaubey (DIN: 06788465), who was appointed as an Additional Director by the Board with effect from 30th December, 2014, who is eligible for appointment as an Independent Director pursuant to the Companies Act, 2013 and the Listing Agreement and in respect of whom the Company has received a notice in writing u/s 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized to do all the acts, things and e-filing which are necessary to give effect to the aforesaid resolution.”

6. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to

the Companies Act, be and is hereby accorded to the appointment of Ms. Mehak Arora (DIN: 06798853) as Managing Director of the Company for a period of 5 years from 18th May, 2015 to 17th May, 2020 on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized to do all the acts, things and e-filing which are necessary to give effect to the above said resolution.”

7. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 5, 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorised to do all such acts, deeds and action as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Place: New Delhi
Date: 14.08.2015

Mehak Arora
Managing Director
DIN: 06798853

Notes:

- (i) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed herewith.
- (ii) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE AT A POLL INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETE AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) % OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
- (iii) Corporate Members intending to send their respective authorized representative are requested to send a duly certified copy of the Board/ Governing Body resolution authorizing such representative to attend and vote at the Annual General Meeting.
- (iv) 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.
- (v) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and listing agreement, the Register of Members and Share Transfer Books of the Company will remain closed from 8th September, 2015 to 14th September, 2015 (both days inclusive).
- (vi) Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
- (vii) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members who are holding shares in physical forms are requested to notify changes in their respective address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to Company's Registrar i.e. Bigshare Services Pvt. Ltd. , 4E/8, First Floor, Jhandewalan Extension, New Delhi-110055. Beneficial owners holding shares in electronic form are requested to intimate change in address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to their respective Depository Participants (DP). Members are requested to register/ update their e-mail addresses with the Registrar in case of shares held in physical form and with their respective Depository Participants in case shares are held in electronic form.

- (viii) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
- (ix) Electronic copy of the Annual Report for the financial year 2014-15 along with the Notice of the 19th Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Registrar/Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2014-15 along with Notice of the 19th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.
- (x) Members may also note that the Notice of the 19th Annual General Meeting and the Annual Report for the financial year 2014-15 will also be available on the Company's website www.macorpackaging.in and on the website of the Registrar www.bigshareonline.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on all working day. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: macorpackaging@gmail.com.
- (xi) Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
- (xii) All documents referred to in the Notice and explanatory statement are open for inspection at the registered office of the Company during normal business hours on all working day.
- (xiii) The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under section 189 will be made available for inspection by members of the Company at the meeting.

Voting through electronics means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.macorpackaging.in.

The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file “**e-Voting.pdf**” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote “e-Voting” opens. Click on **e-Voting: Active Voting Cycles**.

7. Select **EVEN (E-Voting Event Number)** of Macor Packaging Limited. Members can cast their vote online from **September 10, 2015 (9:00 am)** till **September 13, 2015 (5:00 pm)**.
8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail (tripathiastik@gmail.com) with a copy marked to evoting@nsdl.co.in.

General instructions:

- a. **The e-voting period commences on September 10, 2015 (9:00 am) till September 13, 2015 (5:00 pm).** During this period shareholders’ of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. 7th September, 2015** may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- c. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- d. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- e. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** of 7th September, 2015.
- f. M/s Astik Tripathi & Associates, Practising Company Secretary (COP No. 10384) has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- g. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- h. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- i. The Results shall be declared by the Chairman at the meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., www.macorpackaging.in and on the website of NSDL on or before Thursday, 17th September, 2015.

All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to date of declaration of the result of the 19th Annual General Meeting of the Company.

Other information:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 3

Although not required, the Explanatory Statement is being given in respect of Item No. 3, of the Notice Mr. Kishor Kumar, Chartered Accountant, were appointed as statutory auditor by the members at their Extra-Ordinary general Meeting held on 27th February, 2015, Mr. Kishor Kumar showing his unwillingness to act as Statutory auditor of the company for financial year ended on 31.03.2016. The Board of Directors placed on record his appreciation of the professional services rendered by Mr. Kishor Kumar, Chartered Accountant, during his association with company as auditor.

As per requirement of Companies Act, 2013, Mr. Amit Rohilla, Chartered accountant, has confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and he is not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to section 139(1), section 141(2) and section 141(3) of the Companies Act, 2013, and the provisions of Companies (Audit and Auditors) Rules, 2014. His appointment has been proposed for a period of 5 years from the conclusion of this meeting until the conclusion of 24th Annual General Meeting (AGM) of the company, subject to ratification at every Annual General Meeting on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.

The Directors recommend the resolution for approval at Item No. 3 of the notice.

No Director and their relatives are in any way concerned or interested in the Resolution at Item No. 3 of the notice.

ITEM NO. 4

Mr. Naveen Kumar (DIN: 06408235) was appointed as an Additional Director of the Company by the Board of Director in accordance with the provisions of the section 161 of the Companies Act, 2013. Pursuant to section 161 of the Companies Act, 2013, the above Director holds office up to the date of ensuing Annual General Meeting. In this regard the Company has received request in writing from a member proposing his candidature for appointment as an Independent Director of the Company in accordance with provisions of and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Mr. Naveen Kumar on the Board would be beneficial to the Company and hence recommend passing the resolution as an Ordinary Resolution.

In the opinion of the Board Mr. Naveen Kumar fulfills the conditions specified in the Act and Rules made thereunder, for such appointment.

Upon the confirmation of the appointment of Mr. Naveen Kumar as an Independent Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Director.

None of the Directors are concerned or interested, directly or indirectly, except Mr. Naveen Kumar in the resolution.

Your Directors recommend the resolution for approval.

ITEM NO. 5

Mr. Vikash Chaubey (DIN: 06788465) was appointed as an Additional Director of the Company by the Board of Director in accordance with the provisions of the section 161 of the Companies Act, 2013. Pursuant to section 161 of the Companies Act, 2013, the above Director holds office up to the date of ensuing Annual General Meeting. In this regard the Company has received request in writing from a member proposing his candidature for appointment as Director of the Company in accordance with provisions of and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Mr. Vikash Chaubey on the Board would be beneficial to the Company and hence recommend passing the resolution as an Ordinary Resolution.

In the opinion of the Board Mr. Vikash Chaubey fulfills the conditions specified in the Act and Rules made thereunder, for such appointment.

Upon the confirmation of the appointment of Mr. Vikash Chaubey as an Independent Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Director.

None of the Directors are concerned or interested, directly or indirectly, except Mr. Vikash Chaubey in the resolution.

Your Directors recommend the resolution for approval.

ITEM NO. 6

The Board of Directors has also appointed Ms. Mehak Arora as the Managing Director of the Company for a period of 5 years with effect from 18th May, 2015.

On the recommendation of the Remuneration Committee, the Board, at its meeting held on 18th May, 2015 approved the terms and conditions of Ms. Mehak Arora appointment, subject to the approval of the shareholders.

The main terms and conditions relating to the appointment of Ms. Mehak Arora are as follows:

1. **Period:** From 18th May, 2015 to 17th May, 2020
2. **Nature of Duties:**

The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to her and such powers as may be assigned to her, subject to

superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

3. Remuneration:

Ms. Mehak Arora has decided to work as Managing Director of the Company without any remuneration.

4. Other terms and Conditions:

- A. The MD shall not become interested or otherwise concerned, directly or through her spouse and/or children.
- B. The terms and conditions of her appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule to the Act, or any amendments made hereinafter in this regard in such manner as may be agreed to between the Board and her, subject to such approvals as may be required.
- C. The appointment may be terminated by either party by giving to the other party one months' notice of such termination or the Company paying one months' remuneration in lieu thereof.
- D. The employment of the MD may be terminated by the Company without notice or payment in lieu of notice:
 - a. If the MD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company; or
 - b. In the event of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained in the agreement to be executed between the Company and him; or
 - c. In the event the Board expresses its loss of confidence in her.
- E. The MD is being appointed by virtue of his employment in the Company and her appointment is subject to the provisions of Section 167(1) (h) of the Act. She may be liable to retire by rotation.
- F. If and when the agreement expires or is terminated for any reason whatsoever, Ms. Mehak Arora will cease to be the MD and also cease to be a Director. If at any time she ceases to be a Director of the Company for any reason whatsoever, she shall cease to be the MD and the agreement shall forthwith terminate. If at any time, she ceases to be in the employment of the Company for any reason whatsoever, she shall cease to be a Director and MD of the Company.
- G. The terms and conditions of appointment of MD also include clauses pertaining to adherence to the Macor Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, the Board recommends the Ordinary Resolution set out at item no. 6 of the accompanying Notice for the approval of the Members.

Copy of the Draft Agreement referred to in the Resolution would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, upto and including the date of the Annual General Meeting.

ITEM NO. 7

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company need to be re-aligned as per the provisions of the new Act.

The Board of Directors decided to incorporate/substitute/alter certain provisions as per the Companies Act, 2013. As this would result in a number of changes in the existing Articles of Association of the Company, it was desirable to adopt a new set of Articles of Association in place of and in exclusion to the existing Articles of Association of the Company. The new Articles of Association to be substituted in place of the existing Articles of Association is based on Table "F" of Schedule I of the Companies Act, 2013 which sets out the model Articles of Association for a company limited by shares.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The proposed new draft Articles of Association is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 7 of the Notice.

By Order of the Board of Directors

Place: New Delhi
Date: 14.08.2015

Mehak Arora
Managing Director
DIN: 06798853

**Details of Directors Seeking Appointment & Re-Appointment at the Annual
General Meeting
(In Pursuance of Clause 49 of the Listing Agreement)**

Particulars	Date of Appointment	Qualifications	Expertise in specific Functional areas	Director of other Companies (excluding foreign Companies)
Mr. Naveen Kumar	30.12.2014	Graduate	Financial Sector	<ol style="list-style-type: none"> 1. Greenline Builders Limited 2. Avail Financial Services Limited 3. Carewell Exim Private Limited 4. SNS Laboratories Limited 5. SNS Diagnostics Limited 6. Lovely Securities Private Limited 7. Hillridge Investments Limited 8. Rohit Tissue Limited 9. Desire Hitech Solutions Limited 10. Sri Endrash Investment and Finance Private Limited
Mr. Vikash Chaubey	30.12.2014	Gradaute	Financial Sector	<ol style="list-style-type: none"> 1. Avail Financial Services Limited 2. Carewell Exim Private Limited 3. SNS Laboratories Limited 4. SNS Diagnostics Limited 5. Lovely Securities Private Limited 6. Hillridge Investments Limited 7. Rohit Tissue Limited 8. Desire Hitech Solutions Limited 9. Sri Endrash Investment and Finance Private Limited
Ms. Mehak Arora	30.12.2014	Graduate	HR	<ol style="list-style-type: none"> 1. Rohit Tissue Limited 2. Desire Hitech Solutions Limited 3. Lovely Securities Private Limited 4. Avail Financial Services Limited 5. Sri Endrash Investment And Finance Private Limited 6. SNS Laboratories Limited 7. SNS Diagnostics Limited 8. Hillridge Investments Limited

DIRECTOR'S REPORT

The Directors have pleasure in presenting before you the 19th Annual Report on the business and operations of the Company alongwith the Audited Financial Statement for the financial year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS:

Financial Result of the Company for the year under review along with the figures for previous year are as follows:

Particulars	(in Rupees)	
	31st March, 2015	31st March, 2014
Total Income	952,000	645,000
Profit/Loss before Depreciation & Tax	40,528	50,814
Less: Depreciation	-	-
Profit before Tax	40,528	50,814
Less: Provision for Tax	36,034	6,143
Net Profit/Loss after Tax	4,494	44,671

OPERATIONAL PERFORMANCE:

During the financial year 2014-15, the Company has recorded revenue of Rs. 952,000/-. The Company has earned net profit of Rs. 4,494/- during the year as compared to profit Rs. 44,671/- in the last year. The Directors are optimistic about future performance of the Company.

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary company.

DIVIDEND:

As the company kept the profits for investment in better projects it regret not to recommend any dividend. But the directors are hopeful better result in ensuring future.

NO. OF BOARD MEETINGS:

There were 13 (Thirteen) Board Meetings held during the year ended March 31, 2015. These were on **23rd May, 2014, 30th July, 2014, 9th August, 2014, 12th August, 2014, 29th September, 2014, 28th October, 2014, 3rd November, 2014, 30th December, 2014, 14th January, 2015, 22nd January, 2015, 2nd February, 2015, 13rd February, 2015 and 20th February, 2015.**

BOARD OF DIRECTORS:

APPOINTMENT OF MANAGING DIRECTORS:

Ms. Mehak Arora, Director of the Company being appointed as Managing Director of the Company subject to approval of members of the Company.

APPOINTMENT OF INDEPENDENT DIRECTORS:

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Naveen Kumar and Mr. Vikash Chaubey appointed as an Additional Director by the Board and subsequently your Directors recommend the appointment of Mr. Naveen Kumar and Mr. Vikash Chaubey as an Independent Director as proposed in the notice for the Annual General Meeting.

Your Directors state that Mr. Naveen Kumar and Mr. Vikash Chaubey who is proposed to be appointed as an Independent Director possess appropriate skills, expertise and knowledge and are qualified for appointment as an Independent Director.

RE-APPOINTMENT OF DIRECTOR:

In accordance with the provisions of the Companies Act, 2013 and the articles of association of the Company, Ms. Mehak Arora, Managing Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board of Directors recommends her re-appointment.

CESSATION:

During the year Mr. Bharat Bhusan, Mr. Rakesh Agarwal and Mr. Ram Chander expressed their inability to continue as a Director due to other commitments and submitted their resignation. The Board of Directors has accepted the same and placed on record their appreciation for the services rendered by Mr. Bharat Bhusan, Mr. Rakesh Agarwal and Mr. Ram Chander during his tenure as Director of the Company.

DECLARATION BY INDEPENDENT DIRECTORS:

The Independent directors have submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of Section 149(6) of the Companies Act, 2013 as well as Clause 49 of the Listing Agreement and annexed herewith to this report marked as **Annexure-I**.

INCREASE IN AUTHORISED SHARE CAPITAL:

In order to expand business activities, the Company increased its Authorised Share capital from Rs. 50,00,000 to 1,20,00,000 vide Resolution passed at the Annual Ordinary General Meeting of the Company held on 9th September, 2014.

DEPOSITS:

During the year, the Company has not invited/accepted any deposits under Companies Act, 2013.

AUDITORS OBSERVATIONS:

The observations made by Auditors with reference to notes to account are self explanatory and need no comments.

AUDITORS:

STATUTORY AUDITORS:

To Appoint auditor Mr. Amit Rohilla as Statutory auditor of the company for a period of 5 years commencing from the conclusion of this meeting until, the conclusion of 24th Annual General Meeting subject to ratification at every Annual General Meeting on such remuneration as may be fixed in this behalf by the Board of Directors of the Company. A Certificate from the Auditors has been received to the effect that his appointment, if made, would be within the limits prescribed under section 141(3)(g) of the Companies Act, 2013 and that he is not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to section 139(1), section 141(2) and section 141(3) of the companies Act, 2013, and the provisions of Companies (Audit and Auditors) Rules, 2014.

During the year M/s SRK & Co.(FRN-024613N),Chartered Accountant and M/s Singh & Nagayach (FRN-014131C), Chartered Accountant of the Company has shown his desire to discontinue his services as statutory auditors of the Company, due to his pre-occupation.

AUDITORS' REPORT:

The Auditors' Report is annexed herewith marked as **Annexure-II** and forms part of the Annual Report.

SECRETARIAL AUDIT AND THE APPOINTMENT OF THE SECRETARIAL AUDITORS:

The Company has appointed Mr. Deepak Dewan Singh proprietor of M/s Deepak Singh & Associates, Company Secretaries to hold the office of the Secretarial Auditors and to conduct the Secretarial Audit and the Secretarial Audit Report is annexed herewith marked as **Annexure-III** to this report in Form No. MR-3. There is a qualification in the report that Company did not appoint Company Secretary & Chief Financial Officer. The Management clarified that, it is in the search of suitable candidate for the post of Company Secretary & Chief Financial Officer.

APPOINTMENT OF INTERNAL AUDITOR:

The Company has appointed Mr. Anil Prakash as an Internal Auditor of the Company. Mr. Anil Prakash placed the internal audit report to the Company which is self explanatory and need no comments.

ABSTRACT OF THE ANNUAL RETURN:

The Abstract of the Annual Return for the financial year 2014-15 is being attached with the Directors report in Form No. MGT-9 marked as **Annexure-IV**.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantees and Investment covered under the provisions of section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of contracts or arrangements with related parties for the financial year 2014-15 is annexed herewith to the financial statements in Form No. AOC -2.

LISTING OF SHARES:

The shares of the Company i.e. 5,00,000/- Equity Shares of Rs. 10/- each are listed on Metropolitan Stock Exchange of India Limited (MSEI) and the shares are also listed on DSE Limited (DSE) but as per SEBI circular WTM/PS/45/MRD/DSA/NOV/2014 dated 19th November, 2014, DSE has been derecognized as Stock Exchange.

DEMATERILISATION OF SHARES:

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN No. INE414R01019 has been allotted for the Company. Therefore, investors may keep their shareholding in the electronic mode with their Depository Participates. As on March 31, 2015, 2,25,443/- equity shares of 10/- each forming 45.08% of the share capital of the Company stands dematerialized and the balance 54.92% is in physical form.

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration, Stakeholders' Relationship Committee and Risk Management Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provision of section 134(5) of the Companies Act, 2013 the Board confirm and submit the Director's Responsibility Statement:

- in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- The Directors have taken proper & sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for prevention & detecting fraud & other irregularities;
- The Directors have prepared the accounts for the year ended 31st March, 2015 on a going concern basis.
- The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- The directors had devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM:

In pursuant to the provision of section 177 (9) & (10) of the Companies Act, 2013, The Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Whistle Blower Policy is available on the website of the Company.

CORPORATE GOVERNANCE:

As per Clause 49 of the Listing Agreement with Stock Exchanges, a report on Corporate Governance together with the Auditors' Certificate regarding the compliance of conditions of Corporate Governance forms part of the Annual Report.

MANAGEMENT DISCUSSION ANALYSIS REPORT:

The Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section which forms part of the Annual Report.

HEALTH, SAFETY AND ENVIRONMENT PROTECTION:

The Company has complied with all the applicable environmental law and labour laws. The Company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2014-15.

- No of complaints received : 0
- No of complaints disposed off : N.A.

DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The assets of the Company are adequately insured against the loss of fire, riot, earthquake, terrorism, loss of profits, etc other risks which considered necessary by the management. The Company has been addressing the various risks impacting the Company and policy of the Company on risk management is provided elsewhere in this Annual Report in Management Discussion and Analysis.

PARTICULARS OF EMPLOYEES:

None of the employee was drawing in excess of the limits by the Companies Act, 2013 and rules made there under which needs to be disclosed in the directors report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:

The Company does not fall under any of the industries covered by the Companies (Accounts) Rules, 2014. Hence, the requirements of disclosure in relation to the conservation of energy, technology absorption, foreign exchange earnings & outgo are not applicable to it.

	Particulars	Current Year 2014-15	Previous Year 2013-2014
A.	Conservation of Energy	Nil	Nil
B.	Technology Absorption	Nil	Nil
C.	Foreign Exchange Earnings & Outgo	Nil	Nil

ACKNOWLEDGEMENT:

The Directors are thankful to the Bankers, Customers, Dealers, and Vendors for their valuable support and assistance.

The Directors wish to place on record their appreciation of the commendable work done, dedication and sincerity by all the employees of the Company at all levels during the year under review.

The Company will make every effort to meet the aspirations of its shareholders and wish to sincerely thank them for their whole hearted co-operation and support at all times.

For and on behalf of the Board of Directors

**Place: New Delhi
Date: 14.08.2015**

**Mehak Arora
Managing Director
DIN: 06798853**

**Naveen Kumar
Director
DIN: 06408235**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC OUTLOOK:

The long-term fundamentals of the Indian economy continue to be strong due to rising incomes and large investments. These growth drivers are expected to sustain over a long period of time. At the same time, there are some concerns due to uncertain global economic environment and slow recovery in developed markets.

COMPANY OVERVIEW:

The company is engaged where the outlook of the business seems to be encouraging over and above we have been diversified into different businesses ranging from third party product distributions (lowest balance sheet risk) to originating unsecured personal loans, corporate loans (highest balance sheet risk). We believe that we are well placed to leverage on the growth opportunities in the economy.

FINANCIAL PERFORMANCE:

The Company has achieved a turnover of Rs. 9,52,000/- during the year with net profitability of Rs. 4,494/-. The company's income from operations primarily includes income from trading and distributions of financial products such as Interest income from Inter-Corporate Loan and Long Term Investments.

OPPORTUNITIES & THREATS:

Opportunities

- Increase in Income levels will aid greater penetration of financial products.
- Positive regulatory reforms.
- Increase in corporate growth & risk appetite.
- Greater efficiency in debt market operations which will also help greater penetration.
- Increased securitization.
- Focus on selling new product/services.

Threats

- Inflation could trigger increase in consumer price inflation, which would dampen growth.
- Increased competition in both local & overseas markets.
- Unfavorable economic development.
- Market risk arising from changes in the value of financial instruments as a result of changes in market variables like interest rate and exchange rates.

RISK MANAGEMENT:

The company operates in the Financial Services Sector, which is affected by variety factors linked to economic development in India and globally which, in turn, also affected global fund flows. Any economic event across the globe can have direct or indirect impact on your company. To mitigate this, Company has diversified its revenue stream across multiple verticals. Your Company's risk management system is a comprehensive and integrated framework comprising structured reporting and stringent controls. Through its approach it strives to identify opportunities that enhance organizational values while managing or mitigating risks that can adversely impact the company's future performance. Within the organization, every decision taken is after weighing the pros and cons of such a decision making taking note of the risk attributable.

HUMAN RESOURCE:

The Company keeps developing its organizational structure consistently over time. Efforts are made to follow excellent Human Resource practices. Adequate efforts of the staff and management personnel are directed on imparting continuous training to improve the management practices. The objective of your Company is to create a workplace where every person can achieve his or her full potential. The employees are encouraged to put in their best. Lot of hard work is put in to ensure that new and innovative ideas are given due consideration to achieve the short and long term objectives of your company.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be "FORWARD LOOKING" within the meaning of applicable Laws and Regulations. Actual results may differ materially from those expressed herein, important factors that could influence the Company's operations include domestic economic Conditions affecting demand, supply, price conditions, and change in Government's regulations, tax regimes, other statutes and other factors such as industrial relations.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The employees are satisfied and having good relationship with the Management.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT:

This is to confirm that the Company has adopted a Code of conduct for its employees including the director. I confirm that the Company has in respect of the financial Year ended 31st March, 2015, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the code of Conduct as applicable to them.



CORPORATE GOVERNANCE REPORT FOR THE YEAR 2014-15

(As required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges)

Corporate governance is a term that refers broadly to the rules, processes, or laws by which businesses are operated, regulated, and controlled. The term can refer to internal factors defined by the officers, stockholders or constitution of a corporation, as well as to external forces such as consumer groups, clients, and government regulations. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The objective of Corporate Governance is “Enhancement of long term shareholders value and ensuring the protection of rights of the shareholders” and your company reiterates its commitment to good Corporate Governance.

COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company policy on Corporate Governance rests on the pillars of transparency, accountability, integrity, equity and environment responsibility in all facets of its operations. Good Corporate Governance therefore, embodies both enterprise (performance) and accountability (conformance).

Independent directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

1. BOARD OF DIRECTORS:

The Board of Company consists of 3 Directors with a fair representation of executive, non-executive, independent directors and women director.

The composition and category of Board during the year as follows:

Name of the Director	Designation	Category
Mr. Naveen Kumar	Director	Non – Executive & Independent
Mr. Vikash Chaubey	Director	Non – Executive & Independent
Ms. Mehak Arora	Director	Executive & Professional

Meeting of Board of Directors:

There were 13 (Thirteen) Board Meetings held during the year ended March 31, 2015. These were on **23rd May, 2014, 30th July, 2014, 9th August, 2014, 12th August, 2014, 29th September, 2014, 28th October, 2014, 3rd November, 2014, 30th December, 2014, 14th January, 2015, 22nd January, 2015, 2nd February, 2015, 13th February, 2015 and 20th February, 2015.**

The periodicity between two Board Meetings was within the maximum time gap as prescribed in the Listing Agreement / Companies Act, 2013.

The composition of the Board of Directors, their attendance at Board Meetings and last Annual General Meeting is as under:

Name of Director	Number of Board Meetings under tenure	
	Held	Attended
Mr. Naveen Kumar*	13	5
Mr. Vikash Chaubey*	13	5
Ms. Mehak Arora*	13	5
Mr. Bharat Bhusan**	13	12
Mr. Ram Chander**	13	12
Mr. Rakesh Agarwal**	13	12

****Appointed as Director w.e.f 30.12.2014***

*****Ceased from Director w.e.f 13.02.2015***

Information provided to the Board:

The Board of the Company is presented with all information under the following heads, whenever applicable and materially significant. These are surmised either as part of the agenda will in advance of the Board Meetings or are tabled in the course of the Board Meetings. This, inter-alia, include:

- Annual operating plans of businesses, capital budgets, updates.
- Quarterly results of the Company and its operating divisions or business segments.

- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Materially important litigations, show cause, demand, prosecution and penalty notices.
- Fatal or serious accidents.
- Any material default in financial obligations to and by the Company or substantial non-payment for services rendered by the Company.
- Details of any joint venture or collaboration agreement or new client win.
- Any issue, which involves possible public liability claims of substantial nature, including any judgment or order, which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Transactions had involved substantial payments towards good-will, brand equity, or intellectual property.
- Significant development in the human resources front.
- Sale of material, nature of investments, subsidiaries, assets which is not in the normal course of business.
- Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement.
- Quarterly update on the return from deployment of surplus funds.
- Non-compliance of any regulatory or statutory provisions or listing requirements as well as shareholder services as non-payment of dividend and delays in share transfer.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources /Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.

2. INDEPEDNENT DIRECTORS:

The Company has complied with the definition of Independence as per Clause 49 of the Listing Agreement and according to the provisions of section 149(6) Companies Act, 2013. The Company has also obtained declarations form all Independent Directors pursuant to section 149(7) of the Companies Act, 2013.

Training of Independent Directors:

Whenever new Non-executive and Independent Directors are induced in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy.

Performance Evaluation of non-executive and Independent Directors:

The Board evaluates the performance of Non-executive and Independent Directors every year. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, Industry and administration. Their presence on the Board is advantageous and fruitful in taking business decision.

Separate Meeting of Independent Directors:

One Meeting of Independent Directors was held on 6th March, 2015 during the financial year ended March 31, 2015.

The meeting shall:

- Review the performance of non-independent directors and the Board as a whole ;
- Review the performance of Chairperson of the company, taking into account the views of executive directors and non executive directors and;
- Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

3. COMMITTEES OF THE BOARD:

The Board has four Committees: the Audit Committee, the Nomination & Remuneration Committee, the Stakeholders' Relationship Committee and the Risk Management Committee.

A. AUDIT COMMITTEE:

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensuring accurate timely and proper disclosures and transparency, integrity and quality of financial reporting. The Committee oversees the work carried out by the management, internal auditors on the financial reporting process and the safeguards employed by them.

Brief description of the terms of reference:

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position.
- Recommending the appointment, re-appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Reviewing the financial statements and draft audit report, including quarterly / half yearly financial information.
- Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
 - ❖ Any changes in accounting policies and practices;
 - ❖ Major accounting entries based on exercise of judgment by management;
 - ❖ Qualifications in draft audit report;
 - ❖ Significant adjustments arising out of audit;
 - ❖ Compliance with accounting standard;
 - ❖ Compliance with stock exchange and legal requirements concerning financial statements;
 - ❖ Any related party transactions as per Accounting Standard 18.

- ❖ Reviewing the Company's financial and risk management policies.
- ❖ Disclosure of contingent liabilities.
- ❖ Reviewing with the management, external and internal auditors and the adequacy of internal control systems.
- ❖ Discussion with internal auditors of any significant findings and follow-up thereon.
- ❖ Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- ❖ Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- ❖ Reviewing compliances as regards the Company's Whistle Blower Policy.
- ❖ Mandatory review of following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions, submitted by management;
 - Management letters / letters of internal control weaknesses issued by Statutory Auditors and:
 - Appointment, removal and terms of remuneration of Internal Auditor.

Constitution & Re- Constitution of the Audit Committee and their attendance at the meeting:

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Vikash Chaubey*	Chairman	4	1
Mr. Naveen Kumar*	Member	4	1
Ms. Mehak Arora*	Member	4	1
Mr. Bharat Bhusan**	Member	4	3
Mr. Ram Chander**	Member	4	3
Mr. Rakesh Agarwal**	Member	4	3

*** Appointed as member w.e.f 14.01.2015**

****Ceased from the Committee w.e.f 14.01.2015**

Meetings of the Committee:

The Committee met 4 (Four) times on 23rd May, 2014, 9th August, 2014, 28th October, 2014 and 22nd January, 2015 during the financial year ended March 31, 2015.

The Minutes of the Meetings of the Audit Committee are discussed and taken note by the board of directors.

The Statutory Auditor, Internal Auditor and Executive Directors/Chief Financial Officer are invited to the meeting as and when required.

Powers of Audit Committee:

The audit committee shall have the following powers, which includes the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant with relevant expertise, if it considers necessary.

Review of Information by Audit committee:

The Audit Committee shall mandatorily review the following information:

- Management Discussion and analysis of financial condition and results of operations;
- Statement of related party transactions (As defined by Audit Committee), submitted by Management;
- Management letters / letters of internal control weakness issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

B. NOMINATION & REMUNERATION COMMITTEE:

The Remuneration Committee was reconstituted and renamed as Nomination & Remuneration Committee as per the requirements of the Companies Act, 2013.

The terms of reference of the remuneration committee in brief pertain to inter-alia, determining the Companies policy on and approve specific remuneration packages for executive director (s)/Manager under the Companies Act, 2013 after taking into account the financial position of the Company, trend in the industry, appointees qualification, experience, past performance, interest of the Company and members. The Committee also acts a nomination Committee, as per circular of RBI dated 08 May, 2007, to ensure 'fit and proper' status of the Directors appointed / reappointed and recommend their appointment / reappointment to the Board of Directors. During the year the Remuneration Committee met on 15th April, 2014 and 13th October, 2015.

Constitution & Re-Constitution of the Nomination & Remuneration Committee and their attendance at the meeting:

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Vikash Chaubey*	Chairman	2	0
Mr. Naveen Kumar*	Member	2	0
Ms. Mehak Arora*	Member	2	0
Mr. Bharat Bhusan**	Member	2	2
Mr. Ram Chander**	Member	2	2
Mr. Rakesh Agarwal**	Member	2	2

**Appointed as member w.e.f 14.01.2015*

***Ceased from the Committee w.e.f 14.01.2015*

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The shareholders/investors grievance committee has been renamed and reconstituted as the Stakeholders' Relationship Committee as per the requirements of the Companies Act, 2013.

Scope of the Committee:

The scope of the Shareholders Grievance Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of annual report, non-receipt of dividend etc, and other related activities. In addition, the Committee also looks into matters which can facilitate better investor's services and relations.

Constitution & Re-Constitution of the Stakeholders' Relationship Committee and their attendance at the meeting:

Name of Members	Designation	No. of Meetings	
		Held	Attended
Mr. Vikash Chaubey*	Chairman	2	1
Mr. Naveen Kumar*	Member	2	1
Ms. Mehak Arora*	Member	2	1
Mr. Bharat Bhusan**	Member	2	1
Mr. Ram Chander**	Member	2	1
Mr. Rakesh Agarwal**	Member	2	1

¹ *Appointed as member w.e.f 14.01.2015*

² *Ceased from the Committee w.e.f 14.01.2015*

During the year the under review, 2 (Two) meeting of this committee was held on 2nd July, 2014 and 14th February, 2015.

This Committee looks into redressal of Shareholders' and investors' complaints with respect to transfer/transmission of shares, non-receipt of annual report, dividend warrants etc.

Compliance Officer:

NAME OF THE COMPLIANCE OFFICER	Ms. Mehak Arora
CONTACT DETAILS	3198/15, 4th Floor, Gali No. 1, Sangatrashan Pahar Ganj, New Delhi-110055.
E- MAIL ID	macorpackaging@gmail.com

D. RISK MANAGEMENT COMMITTEE:

The Board had constituted the Committee to understand and assess various kinds of risks associated with the running of business and suggesting/implementing ways and means for eliminating/minimising risks to the business of the Company and periodic review of the management control procedures/tools used to mitigate such risks.

Constitution of Risk Management Committee and their attendance at the meeting:

S. No.	Name of Members	No. of Meetings	
		Held	Held
1.	Ms. Mehak Arora	1	1
2.	Mr. Vikash Chaubey	1	1
3.	Mr. Naveen Kumar	1	1

1(One) meeting of Risk Management Committee was held on 6th March, 2015.

E. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

The Board has approved the Whistle Blower Policy, a mechanism for employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct. The mechanism also provide for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

During the year under review no personnel has been denied access to the audit committee.

The Company has adopted a formal Vigil Mechanism/ Whistle-blower policy. The approved policy is available on the Company's website www.macorpackaging.com.

4. PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders' Relationship Committee and Risk Management Committees. A

structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

- Nomination and Remuneration Committee of the Board had prepared and sent through its Chairman draft parameterized feedback forms for evaluation of the Board, Independent Directors and Chairman.
- Independent Directors at a meeting without anyone from the non independent directors and management, considered/evaluated the Board's performance, performance of the Chairman and other non-independent Directors.
- The Board subsequently evaluated performance of the Board, the Committees and Independent Directors (without participation of the relevant director).

5. SUBSIDIARY COMPANY:

The Company does not have any subsidiary company.

6. GENERAL BODY MEETING:

Annual General Meeting held during the previous financial year

Year	Date	Venue	Time
2014	09.09.2014	3198/15, 4 th Floor, Gali No.1, Sangat Rashan, Pahar Ganj, New Delhi-110055.	03.00 P.M
2013	10.06.2013	3198/15, 4th Floor, Gali No.1, Sangat Rashan, Pahar Ganj, New Delhi-110055.	11.00 A.M
2012	29.09.2012	3198/15, 4th Floor, Gali No.1, Sangat Rashan, Pahar Ganj, New Delhi-110055.	02.30 P.M

7. MANAGEMENT:

A. Management Discussion and Analysis:

A statement of management Discussion and Analysis is appearing elsewhere in this Annual report in terms of requirement of the Code of Corporate Governance.

B. Disclosure of material transactions:

Pursuant to clause 49 of the listing agreement, senior management members have given disclosures to the Board that there are no material, financial and commercial transactions where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company.

8. APPOINTMENT/REAPPOINTMENT OF DIRECTORS:

According to the Companies Act, 2013, at least two-third of the Board should consist of retiring directors. Of these, one-third is required to retire every year and, if eligible, may seek re-appointment by the shareholders.

Accordingly Ms. Mehak Arora retires from Board by rotation this year and, being eligible, has offered her candidature for re-appointment. Their candidature has been recommended by the remuneration and nomination committee to the Board, which in turn has recommended the same for approval of the shareholders.

9. MEANS OF COMMUNICATIONS:

A. The Unaudited/ Audited Financial Results have been published in a Hindi National Newspaper and an English National Newspaper. The results were sent to the Stock Exchanges on quarterly basis. Details of publication of Financial Results are given below:

Period	Name of Newspaper
Audited Financial Results for the year ended 31.03.2015	Mahalaxmi Bhagyodai (Hindi News Paper) and Money Maker (English News Paper)
Unaudited Financial Results for the Quarter ended on 31.12.2014	Mahalaxmi Bhagyodai (Hindi News Paper) and Money Maker (English News Paper)
Unaudited Financial Results for the Quarter ended on 30.09.2014	Mahalaxmi Bhagyodai (Hindi News Paper) and Money Maker (English News Paper)
Unaudited Financial Results for the Quarter ended on 30.06.2014	Mahalaxmi Bhagyodai (Hindi News Paper) and Money Maker (English News Paper)

The audited yearly / unaudited quarterly results of the Company are also displayed on the website of the Company at www.macorpackaging.com as per the requirements of the Clause 54 of the Listing Agreement the website of the Company is regularly updated.

- B.** Half yearly results are not sent to the shareholders. Annual Report and Financial Statements are sent to all the shareholders at their addresses registered with the Company/RTA.

10. DISCLOSURES:

A. Related Party Transactions:

There have been no materially significant related party transactions with the Company's promoters, directors, management or their relatives which may have a potential conflict with the interests of the Company. Members may refer to Disclosures of transactions with related parties i.e. Promoters, Directors, Relatives, or Management made in the Balance Sheet in Notes to the Accounts.

B. Accounting Standards:

The Company has followed the Accounting Standards laid down by the Companies Act, 2013.

C. Compliance with Regulations:

The Company has complied fully with the requirements of the regulatory authorities on capital markets. There have been no instances of non-compliance by the Company on any matters related to the capital markets, nor has any penalty been imposed on the Company by the stock exchanges, SEBI or any other statutory authority

D. Auditors Certificate on Corporate Governance:

The Statutory Auditors of the Company have furnished the requisite Certificate to the Board of Directors as required by Clause 49 of the Listing Agreement.

E. Secretarial Audit:

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

F. Prohibition of Insider Trading:

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, the Company has constituted a comprehensive Code of Conduct for its Senior Management, Staff, and relevant business associates. The code lays down guidelines, which advise them on procedure to be followed and disclosures to be made while dealing with the Shares of the Company.

G. Code Of Conduct:

In terms of Clause 49 of the Listing Agreement(s), the Company has adopted a Code of Conduct for the board of Directors and Senior Management Personnel of the Company. The same has been posted on the Company's website. The Declaration by the Chairman and Managing Director of the Company forms part of this Report.

11. GENERAL SHAREHOLDERS INFORMATION:

A. 19th Annual General Meeting

Date : 14th September, 2015
Time : 2.00 P.M.
Venue : 16/121-122, Jain Bhawan, First Floor, Faiz Road, Karol Bagh, Delhi-110005

B. Date of Book Closure:

The Company's Register of Members and Share Transfer Books will remain close from 8th September, 2015 to 14th September, 2015 (both days inclusive).

C. Financial Year:

1st April to 31st March

D. Registered Office:

3198/15, 4th Floor, Gali No.1, Sangat Rashan, Pahar Ganj, New Delhi-110055.

E. Stock Exchanges:

Shares of the Company are listed on DSE Limited & Metropolitan Stock Exchange of India Limited (MSEI).

F. Stock/Scrip Code/File No.:

Delhi Stock Exchange Limited : 5809
Metropolitan Stock Exchange of India Limited : MACORPACK

G. Market Price Data:

There has been no trading in Delhi Stock Exchange during the year 2014-2015.

H. Registrar and Share Transfer Agents:

Bigshare Services Pvt. Ltd., 4E/8, First Floor, Jhandewalan Extension, New Delhi-110055, is the Registrar and Share Transfer Agents of the Company.

I. Share Transfer System:

- The Share Transfer Committee meets as often as possible to approve transfers and related matters as may be required by the Registrars and share Transfer Agents.
- All matters connected with the share transfer, dividends and other matters are being handled by the RTA located at the address mentioned elsewhere in this report.
- Shares lodged for transfers are normally processed within ten days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within seven days. Grievances received from investors and other miscellaneous correspondence relating to change of address, mandates, etc.
- Certificates are being obtained and submitted to Stock Exchanges, on half-yearly basis, from a Company Secretary-in-practice towards due compliance of share transfer formalities by the Company within the due dates, in terms of Clause 47(C) of the Listing Agreement with Stock Exchanges.
- Certificates have also been received from a Company Secretary-in-practice and submitted to the Stock Exchanges, on a quarterly basis, for timely dematerialization of shares of the Company and for reconciliation of the share capital of the Company, as required under SEBI(Depositories and Participants) Regulations, 1996
- The Company, as required under Clause 47(f) of the Listing Agreement, has designated the following e-mail IDs, namely macorpackaging@gmail.com for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances.
- Shareholders are, therefore, requested to correspond with the RTA for transfer / transmission of shares, change of address and queries pertaining to their shareholding, dividend, etc., at their address given in this report.

J. Dematerialization of Shares:

The shares of the Company are permitted for trading on dematerialized form only. The Company's shares are available for trading in the depository system of both NSDL and CDSL. As on March 31, 2015, Number of 225443 equity shares of 10/- each forming

45.08% of the share capital of the Company stands dematerialized. The ISIN with NSDL and CDSL is INE414R01019.

K. Shareholding Pattern as on March 31, 2015:

Category	No. of shareholders	No. of Shares (Face value of Rs. 10/-each) in physical form	No. of shares in demat form	% of shareholding
Promoters	-	-	-	-
Body Corporate	-	-	-	-
NRI/OCBs/Clearing Members/Trust	--	-	-	-
Bank/Financial Institutions	-	--	-	-
Indian Public	575	274557	225443	100.00
HUF	-	-	-	-
Total	575	274557	225443	100

L. Distribution Schedule of Shareholding as on March 31, 2015

Shareholding of Nominal Value		No. of Shareholder	% of Shareholder	No of Shares held	% of Shareholding
(Rs.)	(Rs.)				
Upto	5000	513	89.217	51850	10.37
5001	10000	1	0.173	700	0.14
10001	20000	6	1.043	9050	1.81
20001	30000	1	0.173	2320	0.464
30001	40000	4	0.699	13800	2.76
40001	50000	5	0.869	23492	4.6984
50001	100000	45	7.826	398788	79.7576
100001	ABOVE	-	-	-	-
TOTAL		575	100	500000	100

M. Address for Correspondence:

The shareholders may address their communication/ suggestion/ grievances/ queries to the Company's registered office or our Share Transfer Agent:

Bigshare Services Pvt. Ltd.
 4E/8, First Floor, Jhandewalan
 Extension, New Delhi-110055
 Tel No: 011-23522373
 Fax No: 011-23522373
 Email: bssdelhi@bigshareonline.com
 Website: www.bigshareonline.com

The Question relating to share and requests for transactions such as transfer, transmission and nomination facilities, change of address, may please be taken up with the Registrar and Transfer Agent at above given address.

12. CEO AND CFO CERTIFICATION:

The Chairman & Managing Director of the Company has given the certification on financial reporting and internal controls to the Board in terms of Clause 49(IX). The Chairman & Managing Director also gives quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of Listing Agreement.

13. GREEN INITIATIVE IN THE CORPORATE GOVERNANCE:

As part of the green initiative process, the company has taken an initiative of sending documents like notice calling Annual General Meeting, Corporate Governance Report, Directors Report, audited Financial Statements, Auditors Report, Dividend intimation etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned depository to enable the company to send the documents in electronic form or inform the company in case they wish to receive the above documents in paper mode.

DECLARATION

I hereby confirm that all the Board Members and senior management personnel of the company have affirmed their compliance of the '**Code of Conduct for Members of the Board and Senior Management**' for the year ended 31st March 2015 in term of the Listing Agreement with the Stock Exchanges.

For and on behalf of the Board of Directors

Place: New Delhi
Date: 14.08.2015

Mehak Arora
Managing Director
DIN: 06798853

Naveen Kumar
Director
DIN: 06408235

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Macor Packaging Limited

I have examined all relevant records of **Macor Packaging Limited** ('the Company') for the purpose of certifying of the conditions of Corporate Governance under Clause 49 of the Listing Agreement with Stock Exchanges for the financial year ended 31st March, 2015. I have obtained all the information and explanations, which are to the best of my knowledge and belief, were necessary for the purposes of certification.

The compliance of the condition of Corporate Governance is responsibility of the management. My Examination has been limited to a review of the procedure and implementations thereof. This certificate is neither an assurance for the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

On the basis of my examination of the records produced explanations and information furnished, i certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

Place: New Delhi
Date: 20.05.2015

Kishor Kumar
Chartered Accountant
M. No. 531447

CEO/CFO CERTIFICATION

I, Mehak Arora, Managing Director, of Macor Packaging Limited, to the best of my knowledge and belief hereby certify that:-

- (a) I have reviewed the financial statements and the cash flow statements for the year ended 31-03-2015 and that the best of my knowledge and belief:-
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are to the best of my knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or violate the company's Code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit committee deficiencies in the design and operations of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee:
 - (i) Significant changes in the internal control over financial reporting during the year under reference.
 - (ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
- (e) I further declare that the board members and senior managerial personnel have affirmed compliance with the code of conduct under Clause 49 of the Listing Agreement, for the Current Year.

For and on behalf of the Board of Directors

**Place: New Delhi
Date: 14.08.2015**

**Mehak Arora
Managing Director
DIN: 06798853**

DECLARATION OF INDEPENDENCE

To,
The Board of Directors,
Macor Packaging Limited,
3198/15, 4th Floor, Gali No. 1,
Sangatrashan Pahar Ganj, New Delhi- 110055.

Dear Sir,

Sub: Declaration under sub-section (6) of section 149

I, Naveen Kumar, hereby certify that I am a Non-executive Director of Macor Packaging Limited and comply with all the criteria of independent director envisaged under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. I hereby certify that:

1. I am not a promoter of the company or its holding, subsidiary or associate company;
2. I am not related to promoters or directors in the company, its holding, subsidiary or associate company;
3. I have/had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither Me nor any of my relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of—
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

- any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- (iii) holds together with his relatives 2% or more of the total voting power of the company; or
- (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company.

I undertake that I shall seek prior approval of the Board if and when I have any such relationships/transactions, whether material or non material. If I fail to do so I shall cease to be an Independent Director from the date of entering into such relationship/transactions.

**Thanking You,
Yours faithfully,**

**Naveen Kumar
(Independent Director)
DIN: 06408235**

DECLARATION OF INDEPENDENCE

To,
The Board of Directors,
Macor Packaging Limited,
3198/15, 4th Floor, Gali No. 1,
Sangatrashan Pahar Ganj, New Delhi- 110055.

Dear Sir,

Sub: Declaration under sub-section (6) of section 149

I, Vikash Chaubey, hereby certify that I am a Non-executive Director of Macor Packaging Limited and comply with all the criteria of independent director envisaged under section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. I hereby certify that:

1. I am not a promoter of the company or its holding, subsidiary or associate company;
2. I am not related to promoters or directors in the company, its holding, subsidiary or associate company;
3. I have/had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither Me nor any of my relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of—
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

- any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- (iii) holds together with his relatives 2% or more of the total voting power of the company; or
- (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company.

I undertake that I shall seek prior approval of the Board if and when I have any such relationships/transactions, whether material or non material. If I fail to do so I shall cease to be an Independent Director from the date of entering into such relationship/transactions.

**Thanking You,
Yours faithfully,**

**Vikash Chaubey
(Independent Director)
DIN: 06788465**

Independent Auditor's Report

To the Members of
MACOR PACKAGING LIMITED

Report on the Financial Statements

I have audited the accompanying financial statements of **M/s MACOR PACKAGING LIMITED** ("the Company") which comprise the Balance Sheet as at **March 31, 2015** and the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the matters in section 134(5) of the Companies Act, 2013 (the Act) with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the act for the safeguarding of Assets of the company and for preventing and detecting the frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimated that are reasonable and prudent and design, implementation and maintenance of internal financial control, 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.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I have taken into account the provisions of the act, the accounting and Auditing standards and matter which are required to be included in the audit report under the provision of the act and the rules made thereunder. I conducted my audit in accordance with the Standards on Auditing specified under section 143 (10) of the act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the financial statements.

Opinion

In my opinion and to the best of my information and according to the explanations given to me, the financial statements read together with NOTES thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- (b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date;
- (c) In the case of the Cash Flow Statement, of the Cash Inflows for the year ended on that date;

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, I give in the Annexure "I" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, I report that:
 - a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit;
 - b) in my opinion proper books of account as required by law have been kept by the Company so far as appears from my examination of those book;
 - c) the Balance Sheet, Statement of Profit and Loss, and cash flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In my opinion, the aforesaid Financial Statements, comply with the Accounting Standards specified under section 133 of the act, read with 7 of Companies (Accounts) Rules, 2014.
 - e) on the basis of written representations received from the directors as on 31st March, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of section 164(2) of the act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) the Company does not have any pending litigations which would impact its financial position.
 - (ii) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

CA. KISHOR KUMAR
(CHARTERED ACCOUNTANT)
M. No. 531447

Place: New Delhi
Date: 20.05.2015

ANNEXURE 'I' TO THE AUDITOR'S REPORT

The Annexure referred to in my report of even date to the members of SITAL LEASING & FINANCE LIMITE as at and for the year ended 31st March, 2015, I report that:

1. Fixed Assets:

The Company does not have Fixed Assets, so that the clause is not applicable for the company.

2. Inventories:

The Company does not have stock in trade as on the balance sheet date because all its purchases of shares etc. have been shown under the head of investment.

3. Loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013

a) In my opinion and according to the information and explanations given to me, the company has not granted any unsecured loans to the companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

b) In View of the facts mentioned in Point No- a, above the provisions of clause regarding reasonableness of interest charges or paid are not applicable to the company during the year under report.

4. In my opinion and according to the information and explanations given to me, the Company has an adequate internal control procedure commensurate with the size of the company and the nature of its business with regard to purchases of stock-in-trade and fixed assets and for the sale of such stock-in-trade and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in such internal control system.

5. In my opinion and according to the information and explanations given to me, the company has not accepted deposits from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the CARO 2015 are not applicable to the Company.

6. I have been informed that maintenance of cost records has not been prescribed by the Central Government of the Companies Act, for the year under review.

7. Statutory Dues:

a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to me, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 for a period of more than six months from the date of becoming payable.

- b) According to records of company, there are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute
- c) According to the records of the Company, there are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made thereunder has been transferred to such fund within time.
8. The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
9. Based on my audit procedures and according to the information and explanations given to me, I am of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks and debenture holders.
10. According to the information and explanations given to me, the Company has not given any guarantees for loans taken by others from a bank or financial institution.
11. According to the information and explanations given to me, I report that the company has not raised any term loans during the year.
12. Based on the audit procedures performed and the information and explanations given to me, I report that no fraud on or by the Company has been noticed or reported during the year, nor have I been informed of such case by the management.

CA. KISHOR KUMAR

(CHARTERED ACCOUNTANT)

M. No. 531447

Place: New Delhi

Date: 20.05.2015

MACOR PACKAGING LIMITED**BALANCE SHEET AS AT 31-03-2015**

(IN ₹)

PARTICULARS	NOTE NO.	AS AT 31ST MARCH, 2015	AS AT 31ST MARCH, 2014
I			
<u>EQUITY AND LIABILITIES</u>			
1 Shareholders Funds			
(A) Share Capital	1	50,00,000	50,00,000
(B) Reserves And Surplus	2	(12,78,782)	(12,83,276)
2 Non Current Liabilities			
(A) Long Term Borrowings	3	-	58,250
3 Current Liabilities			
(A) Short Term Borrowings	4	-	15,000
(B) Other Current Liabilities	5	9,500	9,500
(C) Short Term Provision	6	32,497	9,680
TOTAL		37,63,215	38,09,154
II			
<u>ASSETS</u>			
1 Non Current Assets			
(A) Non Current Investment	7	35,65,000	36,50,000
(B) Long term Loans & Advances	8	-	3,537
2 Current Assets			
(A) Cash And Cash Equivalents	9	1,98,215	1,55,617
TOTAL		37,63,215	38,09,154

*Schedules referred to above and notes attached there to form an integral part of Balance Sheet***In Terms Of My Report Of Even Date Annexed****FOR MACOR PACKAGING LIMITED**

CA. KISHOR KUMAR
(CHARTERED ACCOUNTANT)
M. NO. 531447

MEHAK ARORA
(Managing Director)
DIN : 06798853

VIKASH CHAUBEY
(Director)
DIN : 06788465

Place: New Delhi
Date: 20.05.2015

MACOR PACKAGING LIMITED**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-03-2015**

(IN ₹)

PARTICULARS	NOTE NO.	CURRENT PERIOD 2014-2015	PREVIOUS PERIOD 2013-2014
Revenue From Operations	10	9,52,000	6,45,000
Total Revenue		9,52,000	6,45,000
Purchases of Stock In trade	11	-	5,00,000
Other Expenses	12	9,11,472	94,186
Total Expenses		9,11,472	5,94,186
Profit Before Tax		40,528	50,814
Tax Expense			
Current Tax		36,034	9,680
MAT Credit Entitlement		-	3,537
Deferred Tax		-	-
Profit (Loss) For The Period		4,494	44,671
Earning Per Equity Share			
Basic		0.01	0.09
Diluted		0.01	0.09

Schedules referred to above and notes attached there to form an integral part of Statement of Profit & Loss.

In Terms Of My Report Of Even Date Annexed

FOR MACOR PACKAGING LIMITED

CA. KISHOR KUMAR
(CHARTERED ACCOUNTANT)
M. NO. 531447

MEHAK ARORA
(Managing Director)
DIN : 06798853

VIKASH CHAUBEY
(Director)
DIN : 06788465

Place: New Delhi
Date: 20.05.2015

MACOR PACKAGING LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2015

(₹ IN Lacs)

S.NO.	PARTICULARS	2014-15	2013-14
A.	<u>CASH FLOWS FROM OPERATION ACTIVITIES :</u>		
	Net Profit Before Tax And Extraordinary Items	0.41	0.51
	Adjustments For :		
	Increase/ decrease in Current Liabilities	(0.73)	0.19
	Omcrease/ Decrease in Current Assets	-	-
	Cash Generated From Operations	(0.33)	0.69
	Direct Tax Paid	(0.10)	
	Net Cash From Operating Activities	(0.42)	0.69
B.	<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>		
	Purchase/ Sale of Investment	0.85	-
	Net Cash Used In Investment Activities	0.85	-
C.	<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>		
	Net Cash From In Financing Activities	-	-
	NET INCREASE IN CASH & CASH EQUIVALENTS	0.43	0.69
	CASH & CASH EQUIVALENTS (Opening Balance)	1.56	0.86
	CASH & CASH EQUIVALENTS (Closing Balance)	1.98	1.56

NOTE : NEGATIVE FIGURES HAVE BEEN SHOWN IN BRACKETS.

In Terms Of My Report Of Even Date Annexed

FOR MACOR PACKAGING LIMITED

CA. KISHOR KUMAR
(CHARTERED ACCOUNTANT)
M. NO. 531447

MEHAK ARORA
(Managing Director)
DIN : 06798853

VIKASH CHAUBEY
(Director)
DIN : 06788465

Place: New Delhi
Date: 20.05.2015

Notes to Financial Statements

NOTE 1. SHARE CAPITAL

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Authorised Share Capital 12,00,000 (Previous Year 5,00,000) Equity Share of ` 10 Each	1,20,00,000	50,00,000
	<u>1,20,00,000</u>	<u>50,00,000</u>
Issued, Subscribed & Paid up Share Capital Shares at the end of the Accounting Period 5,00,000 (Previous Year 5,00,000) Equity Shares of `10/- Addition During The Year	50,00,000 - 50,00,000	50,00,000 - 50,00,000
	<u>50,00,000</u>	<u>50,00,000</u>

- 1.1 The company has only one class of equity Shares having Par Value of ` 10 per Share. All these Shares have Same right & preferences with respect to payment of dividend, repayment of Capital & Voting.
- 1.2 During the year the company has increased its Authorised Share Capital By the Amount of ` 7,00,000/- divided in 700,000 shares of `10/- Each.
- 1.3 The reconciliation of the number of Shares outstanding is set out Below:

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Equity Shares at the beginning of the year	5,00,000	5,00,000
Add : Issued during the year	-	-
Equity Shares at the end of the Year	<u>5,00,000</u>	<u>5,00,000</u>

Notes to Financial Statements

1.4 Shares In The Company Held By Each Shareholder Holding More Than 2% shares

Name of the Shareholder	AS AT		AS AT	
	31ST MARCH 2015		31ST MARCH 2014	
	% of Shares held	No. Of Share	% of Shares held	No. Of Share
C.S. Arora	11.01	55050	11.01	55050
Gagan Singh	-	-	7.46	37300
Paramjeet Singh Arora	18.20	90988	18.20	90988
S.P. Bhagat	18.20	90988	18.20	90988
Nirmala	-	-	2.87	14350
Gajendra Singh	-	-	2.18	10900

NOTE 2: RESERVES & SURPLUS

IN ₹

PARTICULARS	AS AT	AS AT
	31ST MARCH 2015	31ST MARCH 2014
Surplus		
At The Beginning Of The Accounting Period	(12,83,276)	(13,27,947)
Additions During The Year	4,494	44,671
(Balance In Statement Of Profit & Loss)		
At The End Of The Accounting Period	<u>(12,78,782)</u>	<u>(12,83,276)</u>
Total	(12,78,782)	(12,83,276)

NON CURRENT LIABILITIES

NOTE 3 : LONG TERM BORROWINGS

IN ₹

PARTICULARS	AS AT	AS AT
	31ST MARCH 2015	31ST MARCH 2014
Loan from Directors	-	58,250
Grand Total	-	58,250

Notes to Financial Statements

CURRENT LIABILITIES:

NOTE 4 : SHORT TERM BORROWINGS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Loan from Others	-	15,000
Grand Total	-	15,000

NOTE 5 : OTHER CURRENT LIABILITIES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Expenses Payable	9,500	9,500
Grand Total	9,500	9,500

NOTE 6 : SHORT TERM PROVISION

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Provision for Taxation	32,497	9,680
Grand Total	32,497	9,680

NOTE 7: NON CURRENT INVESTMENT

IN IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Quoted Equity Shares		
713000 (730000)		
Apoorva Leasing Finance & Investment Company Ltd.* OF ` 10/- Each	35,65,000	36,50,000
Grand Total	35,65,000	36,50,000

* As the company has invested in Quoted shares. The market value of these can not be figured out. Thus market value of the company is not given in the financial statements.

Net Assets Value: 42,067,000 42,780,000

Notes to Financial Statements

NOTE : 8 LONG TERM LOAN & ADVANCES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
MAT Credit Entitlement	-	3,537
Grand Total	-	3,537

NOTE : 9 CASH & CASH EQUIVALENTS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Cash in Hand	24,815	4,845
Bank balance with Current Account	1,73,400	1,50,772
Grand Total	1,98,215	1,55,617

NOTE : 10 REVENUE FROM OPERATION

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Sale of Trading Goods	-	6,45,000
Profit on Sale of Investments	9,52,000	-
Grand Total	9,52,000	6,45,000

NOTE : 11 PURCHASES OF STOCK IN TRADE

IN ₹

PARTICULARS	AS AT 31ST MARCH 2015	AS AT 31ST MARCH 2014
Purchases of Stock in Trade	-	5,00,000
Grand Total	-	5,00,000

Notes to Financial Statements

NOTE : 12 OTHER EXPENSES

IN ₹

PARTICULARS	AS AT	AS AT
	31ST MARCH 2015	31ST MARCH 2014
Advertisement Expenses	57,440	50,400
Audit Remuneration	7,500	7,500
Bank Charges	3,725	314
Legal & Professional charges	8,427	-
Listing Compliance Charges	64,908	22,472
Printing & Stationery	22,970	-
ROC Compliance Charges	1,03,377	8,500
SEBI Fees	6,43,125	5,000
Grand Total	9,11,472	94,186

Notes to the Financial Statements

Note 13: SIGNIFICANT ACCOUNTING POLICIES

(a) **Basis for preparation of Accounts:**

The Financial Statements of the Company are prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with Generally Accepted Accounting Principles ("GAAP") in India, mandatory accounting standards, as specified in the Companies (Accounting Standards) Rules, 2014 and the provisions of the Companies Act, 2013, to the extent applicable, and as adopted consistently by the Company.

The Company is a Small and Medium Sized Company ("SMC") as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

All assets and liabilities have been classified as current or non-current as per the criteria set out in the Revised Schedule VI to the Companies Act, 2013. Based on the nature business the Company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.

(b) **Use of estimates:**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revisions to the accounting estimates are recognized prospectively in the current and future years.

(c) **Investment:**

Long-term investments are stated at cost. Provision of diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management. As in case of Company such decline is presumed to be temporary hence no provision has been created.

(d) **Revenue Recognition:**

- a. Revenue is recognized when the property and all the significant risks and rewards of ownership are transferred to the buyer and no significant uncertainty exists regarding the amount of consideration.
- b. Dividend income on investments is accounted for as and when the right to receive the same is established.

(e) **Accounting of Inventories:**

Stock in trade should be valued at cost or market price whichever is lower, so that the company has valued it's currently purchased all stock in trade at less value that is cost.

(f) **Employee Benefits**

Company do not follow the provision of the accounting Standard-15 "Employee benefits" as the company do not have employee more than 10 personnel's. So it is the policy of the

Notes to the Financial Statements

company that any kind of provision mentioned in the AS -15 will not be entertained. And the company does not make provision for gratuity also.

In case the company's employee limits goes beyond the prescribed limits then AS-15 for Employee benefits will be taken into consideration.

(g) Provision and Contingent Liabilities :

- (i) A provision is recognized when the company has a present obligation as a result of past event and it is probable that outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.
- (ii) Contingent Liabilities are disclosed separately by way of note to financial statement after careful evaluation by the management of the facts and legal aspects of the matter involved in case of :
 - a . A present obligation arising from the past event, when it is not probable that an outflow of resources will be required to settle the obligation.
 - b. A possible obligation, unless the probability of outflow of resources is remote.

(h) Taxation

Provision for current tax is made in accordance with and at the rates specified under the Income-Tax Act, 1961, in accordance with Accounting Standard 22 -'Accounting for taxes on Income', issued by the Institute of Chartered Accountant of India.

(i) Earnings per share :

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares

(j) Cash and Cash equivalents:

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand and highly liquid investments that are readily convertible into known amount of cash.

14. Previous year's figures have been reworked, regrouped, rearranged & reclassified wherever necessary to confirm to the current year presentation.
15. In the opinion of Board of Director, the current assets, loans & advances have a value on realization in the ordinary course of business at least equal to the amount at which these are stated.
16. As per the Provision of AS-2, Accounting of Inventories, Stock in trade should be valued at cost or market price whichever is lower, so that the company has valued it's currently purchased all stock in trade at less value that is cost.
17. Segment Reporting: The Company's business activity falls within single primary/secondary business segment viz., Finance Activity. The disclosure requirement of Accounting Standard (AS) – 17 "Segment Reporting" issued by the Institute of Chartered Accountant of India, therefore is not applicable.
18. Related Party Disclosures : As per Accounting Standard 18 on Related Party disclosures issued by the Institute of Chartered Accountants of India. During the year, the company do not have any related party transactions.
19. Earnings per Share as per "AS- 20" issued by the Institute of Chartered Accountants of India:

Particulars	(In `)	
	Year ended March 31, 2015	Year ended March 31, 2014
Profit/(Loss) after taxation as per Profit and Loss Account (in Rupees)	4,494	44,671
Weighted average number of Equity Shares outstanding during the year	500,000	500,000
Nominal value of Equity shares (in `)	10/-	10/-
Basic earnings per share (in `)	0.01	0.09
Diluted earnings per share (in `)	0.01	0.09

20. Payment to Auditor	<u>2014 - 2015</u>	<u>2013 - 2014</u>
Audit Fee	7,500/-	7,500/-

21. Micro and Small Scale Business Industries:-
There are no Micro, Small and Medium Enterprises, to whom the company owes dues which outstanding for more than 45 days as at 31st March, 2015. This information as required to be disclosed under the Micro, Small and Medium Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with company.

Auditor'S Report Signed in Terms of My Separate Report of even date

FOR MACOR PACKAGINGS LIMITED

CA. KISHOR KUMAR
(CHARTERED ACCOUNTANT)
M. NO. 531447

MEHAK ARORA
(MANAGING DIRECTOR)
DIN : 06798853

VIKASH CHOUBEY
(DIRECTOR)
DIN : 06788465

PLACE : NEW DELHI
DATE: 20.05.2015

Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

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

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

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

- (a) Name(s) of the related party and nature of relationship: NIL
- (b) Nature of contracts/arrangements/transactions: NIL
- (c) Duration of the contracts / arrangements/transactions: NIL
- (d) Salient terms of the contracts or arrangements or transactions including the value: NIL
- (e) Date(s) of approval by the Board: NIL
- (f) Amount paid as advances, if any: NIL

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2015**
[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 31.03.2015**

To,

**The Members,
MACOR PACKAGING LIMITED
3198/15, 4th Floor, Gali No. 1,
Sangatrashan Pahar Ganj,
New Delhi- 110055**

Date of Incorporation: 12/08/1996
Authorized Share Capital: **12,000,000.00**
Paid up Share Capital: **5,000,000.00**

We have conducted the secretarial audit of the compliance of applicable statutory provisions **Macor Packaging Limited** hereinafter referred to as ("**the company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **Macor Packaging 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, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st Day of March, 2015 ('Audit Period')** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes except appointment of Company secretary and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Macor Packaging Limited ('The Company')** for the financial year ended on **31st Day of March, 2015** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- 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; **(Not applicable to the company during the audit period)**

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India. **(Not applicable to the company during the audit period)**
- ii. The Listing Agreements entered into by the Company with Stock Exchange(s), if applicable;
- iii. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:
 1. *The company has not appointed Company Secretary during the audit period as per the provisions of section 203(1) of the Companies Act, 2013 and rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*
 2. *The company has not appointed Chief Financial Officer during the audit period as per the provisions of section 203(1) of the Companies Act, 2013 and rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors, including appointment of 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.

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.

Place: New Delhi

Date: 20.05.2015

Deepak Singh and Associates

Deepak Singh

Proprietor

ACS No. 36436

C P No. 13776

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

Annexure- A

To,

**The Members,
MACOR PACKAGING LIMITED
3198/15, 4th Floor, Gali No. 1,
Sangatrashan Pahar Ganj,
New Delhi- 110055**

My 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 process 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 process 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 representations about the compliance of laws, rules and regulations and happening of events etc.

The Compliance of provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.

The Secretarial Audit report is neither an assurance as to the future viability nor of the efficacy of the effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi

Date: 20.05.2015

Deepak Singh and Associates

**Deepak Singh
Proprietor
ACS No. 36436
C P No. 13776**

Annexure-IV

EXTRACT OF ANNUAL RETURN

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2015

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L74950DL1996PLC018459
ii.	REGISTRATION DATE	12/08/1996
iii.	NAME OF COMPANY	MACOR PACKAGING LIMITED
iv.	CATEGORY OF COMPANY	Having Share Capital
v.	SUB-CATEGORY OF COMPANY	Indian Non-Government Company
vi.	ADDRESS OF COMPANY	3198/15, 4 th Floor, Gali No. 1, Sangatrashan Pahar Ganj, Delhi-110055
vii.	LISTED/UNLISTED	Listed
viii.	NAME & ADDRESS OF RTA	Bigshare services pvt. Ltd. 4E/8, First Floor, Jhandewalan Extension, New Delhi- 110055

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Financial Services	809	80

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	%OF SHARES HELD	APPLICABLE SECTION
NIL					

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

i. Category-wise share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTORS									
1. Indian									
a) Individual / HUF	-	237026	237026	47.41	-	237026	237026	47.41	0.00
b) Central govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies corp.	-	-	-	-	-	-	-	-	-
e) Banks/Fl	-	-	-	-	-	-	-	-	-
f) Any Others	-	-	-	-	-	-	-	-	-
Sub Total A (1):	-	-	-	-	-	-	-	-	-
2. Foreign									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-

c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/Fl	-	-	-	-	-	-	-	-	-
e) Any Others	-	-	-	-	-	-	-	-	-
Sub Total A (2):									
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	-	237026	237026	47.41	-	237026	237026	47.41	0.00
B. Public Share holding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	
b) Banks/ Fl	-	-	-	-	-	-	-	-	
c) Central govt.	-	-	-	-	-	-	-	-	
d) State Govt.(s)	-	-	-	-	-	-	-	-	
e) Venture Capital Funds	-	-	-	-	-	-	-	-	
f) Insurance Companies	-	-	-	-	-	-	-	-	
g) Fls	-	-	-	-	-	-	-	-	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	

i) Others (specify)	-	-	-	-	-	-	-	-	
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2.Non Institutions									
a) Bodies Corp.									
(i)Indian		-	-	-	-	-	-	-	-
(ii)Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i)Individual Shareholders Holding nominal share capital up to Rs. 1 lakh	-	200424	200424	40.08		262974	262974	52.59	12.51
ii)Individuals shareholders holding nominal share capital excess of Rs 1 lakh	-	62550	62550	12.51		-	-	-	(12.51)
c)Others (Specify)	-	-	-	-	-	-	-	-	-
sub-total (B) (2):-	-	262974	262974	52.59	-	262974	262974	52.59	0.00
Total Public Shareholding (B)= (B) (2)		500000	500000	100		500000	500000	100	0.00
C. Share held by Custodian	-	-	-	-	-	-	-	-	-

for GDRs & ADRs									
Grand Total (A+B+C)	-	500000	500000	100	500000	500000	100	0.00	

ii. Share Holding of Promoters

Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
C. S. Arora	55050	11.01	-	55050	11.01	-	0.00
S. P. Bhagat	90988	18.20	-	90988	18.20	-	0.00
Paramjeet Singh Arora	90988	18.20	-	90988	18.20	-	0.00
TOTAL	2,37,026	47.41	-	2,37,026	47.41	-	0.00

iii. Change in Promoters shareholding (Please Specify, if there is no change)

NO	NO	NO	NO	NO
----	----	----	----	----

iv. Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holder of GDRs and ADRs)

For Each of the Top 10 Shareholders	Shareholding At the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No. of shares	% of total of the company
At the beginning of the year	122750	24.55	122750	24.55
Date wise Increase/Decrease in Share holding during the year specifying the	(35360)	(7.07)	(35360)	(7.07)

reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)				
At the end of year (or on the date of separation during the year)	87390	17.48	87390	17.48

v. Shareholding of Director and Key Managerial Personnel:

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
For Each of the Directors and KMP				
At the beginning of the year	-	-	-	-
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)	-	-	-	-
At the end of year	6300	1.26	6300	1.26

(vi) INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the year				
(i)Principal Amount	-	-	-	-
(ii)Interest due but not paid	-	-	-	-
(iii)Interest accrued but not due	-	-	-	-
Total (i+ii+iii)				
Change in Indebtedness during the financial year	-	-	-	-
➤ Addition				
➤ Reduction				

Net Charge	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
(i)Principal Amount				
(ii)Interest due but not paid				
(iii)Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-

vi. REMUNARATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to managing Director, Whole -time Directors and / or Manager:

S.I.No	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		----	----	----	----	
1.	Gross Salary (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 (c) Profit 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)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

B. Remunerations to others Director

	Particulars of Remuneration	Name of Director				Total Amount
		-----	-----	-----	-----	
	1. Independent Directors • Fee for attending board committee meetings • Commission • Others, Please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-

	2. Other Non – Executive Directors <ul style="list-style-type: none"> • 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**

SL. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross Salary				
	(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	-	-	-	-
	(c) Profit in lieu of salary under section 17(3) Income tax Act,1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission <ul style="list-style-type: none"> - As % of profit - Others specify..... 	-	-	-	-
5.	Others, Please specify	-	-	-	-
	Total	-	-	-	-

(Vii) PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

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

MACOR PACKAGING LIMITED

Regd. Office: 3198/15, 4th Floor, Gali No. 1, Sangatrashan Pahar Ganj, New Delhi- 110055

CIN: L74950DL1996PLC018459

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the 19th Annual General Meeting of the Company being held on Monday, 14th Day of September, 2015 at 2:00 P.M. at 16/121-122, Jain Bhawan, First Floor, Faiz Road, Karol Bagh, Delhi-110005 and at any adjournment thereof.

Signature of the Shareholder	Signature of the Proxy

- Note:**
1. The copy of Annual Report may please be brought to the Meeting Hall.
 2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
 3. Please note that no gifts will be distributed at the meeting.

MACOR PACKAGING LIMITED

Regd. Office: 3198/15, 4th Floor, Gali No. 1, Sangatrashan Pahar Ganj, New Delhi- 110055

CIN: L74950DL1996PLC018459

Form No. 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]

CIN: L74950DL1996PLC018459

Name of the company: Macor Packaging Limited

Registered office: 3198/15, 4th Floor, Gali No. 1, Sangatrashan Pahar Ganj, New Delhi- 110055

Name of Member(s) :
Registered address :
E-mail Id :
Folio No/ Client Id:
DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :	Address :
E-mail Id :	Signature :

or failing him

2. Name :	Address :
E-mail Id :	Signature :

or failing him

3. Name :	Address :
E-mail Id :	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual general meeting of the company, to be held on Monday, 14th Day of September, 2015 at 2:00 P.M. at 16/121-122, Jain Bhawan, First Floor, Faiz Road, Karol Bagh, Delhi-110005 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions
Ordinary Business	
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2015.
2	Ordinary Resolution that Ms. Mehak Arora, retires by rotation and being eligible for re-appointment, as a Director of the Company.
3	Ordinary Resolution under Section 139 of the Companies Act, 2013 for appointment of Mr. Amit Rohilla, Chartered Accountant, as Statutory Auditor of the Company and fixing their remuneration.
Special Business	
4	Ordinary Resolution for appointment of Mr. Naveen Kumar, an additional Director of the Company as an Independent Director.
5	Ordinary Resolution for appointment of Mr. Vikas Chaubey, an additional Director of the Company as an Independent Director.
6	Ordinary Resolution for appointment of Ms. Mehak Arora, as Managing Director.
7	Special Resolution for Adoption of new set of Articles of Association.

Signed this day of..... 20.....

Signature of shareholder

Affix Revenue
Stamp

Signature of Proxy holder(s)

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.

If undelivered, Please return to :

Macor Packaging Limited

3198/15, 4th Floor,

Gali No. 1, Sangatrashan Pahar Ganj,

New Delhi- 110055