

ANNUAL REPORT

2011-12



MetroGlobal Limited



CHAIRMAN MESSAGE 2012

New Vision. Wider Horizons.

A fresh journey always starts with a new mindset and direction that propels an organization towards its destiny of success. Bold thinking and committed action become the key strategies and turning points to enable performance and profitability. Your company initiated this move with its Scheme of Amalgamation that has been implemented.

Company has three diversified segments in the year under review; namely, Dyes and Dyes Intermediates, Realty & Infrastructure and Trading and Finance Business. The choice of the various segments was made after a careful study of its core strengths, business growth potential, future scenarios, vision and values.

With a clear goal and focus, your company utilized all its resources, skills, expertise and experience to build the value from the potential offered by the decision. The immediate results have shown remarkable achievements that are indications of the immense scope for the company in the future. They demonstrate the dedication of the management to face any challenge with determination and resolve in the interests of all stakeholders of the company.

Revenue from operations went to ₹ 14533.06 lacs for the year 2011-12 from ₹ 5379.25 lacs during the year 2010-11.

Net profit soared to ₹ 2183.22 lacs during the year 2011-12 as against the loss of ₹ (544.17) lacs during the year 2010-11.

Company has received Listing Approval from BSE dated 9th July, 2012 and trading will recommence shortly.

Company has declared its First Dividend of ₹ 2/- per Share for the year 2011-12.

Yet these are just figures of the past. Your company will meet the future with even better preparation and resources to scale higher levels of performance.

Behind this turnaround story are the efforts of the Metroglobal team that pushed the limits to take the company forward and higher. I humbly acknowledge their valuable contribution to your company.

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

Gautam M. Jain

9th August, 2012



METROGLOBAL LIMITED

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METROGLOBAL LIMITED
(formerly known as global boards limited)

BOARD OF DIRECTORS	: Mr. Gautam M. Jain Chairman & Managing Director w.e f 12.11.2011 Mr. Rahul G.Jain Executive Director w.e. f. 12.11.2011 Mr. Sandeep S.Bhandari Independent Director w.e.f 12.11.2011 Mr. Nilesh R.Desai Independent Director w.e.f 12.11.2011 Mr. Dinesh Kumar Singh Whole time Director Resigned w.e.f 31 st July,2012 Mr. Gopalkrishna Pillai Independent Director Resigned w.e.f 26 th June,2012 Mr. Arvind Bedekar Independent Director Resigned w.e.f 1 st July, 2012
COMPANY SECRETARY & COMPLIANCE OFFICER	: Mr. Nitin S. Shah
AUDITORS	: M/s AMPAC & Associates, Chartered Accountants, Mumbai
REGISTERED OFFICE	: Plot. No C- 86, C/o Indian Copper Industries, MIDC, Industrial Area, Mahad Pin – 402 302, District – Raigad, Maharashtra.
CORPORATE OFFICE	: 508-509, "SHILP ", Opp: Girish Cold Drinks, C.G.Road, Navrangpura, Ahmedabad-380009
WORKS	: (1) Metroglobal Limited (Unit I) Plot No: A-472-475,& 489-492 , Phase II, GIDC, Vatva, Ahmedabad-382445 (2) Metroglobal Limited (Unit II) Plot No: A1-407,& A2-408 , Phase II, GIDC, Vatva, Ahmedabad-382445
SHARE TRANSFER REGISTRAR	: Sharex Dynamic (India) Pvt.Ltd. Unit: Metroglobal Limited (Formerly known as Global Boards Limited) Unit No-1, Luthara Ind. Premises, Andheri Kurla Road ,Safed pool, Andheri (E), Mumbai 400 072

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the Shareholders of the MetroGlobal Limited will be held on Saturday, 29th September, 2012 at 9.30 a.m. Hotel Kuber Palace, Bombay-Goa High Way, Mahad, 402302 District Raigad, Maharashtra to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and Statement of Profit and loss for the year ended on that date together with the reports of Directors and Auditors thereon.
2. To Declare dividend on Equity Shares.
3. To appoint M/s. AMPAC & Associates, Chartered Accountants, Mumbai, the retiring Auditors as the Statutory Auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting at the remuneration to be fixed by the Board of Directors.
4. To appoint a Director in place of Mr. Rahul G. Jain who retires by rotation and being eligible, offers himself for reappointment.

Registered Office :

C/o. Indian Copper Industries, Plot No: C-86,
MIDC, Mahad, Dist. Raigad
Pin 402309

Date : 9th August, 2012

By the Order of the Board
Sd/-

Nitinkumar S.Shah
Company Secretary

Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will be closed from 24th September, 2012 to 28th September, 2012 (both days inclusive) to determine the entitlement of the shareholders to receive dividend for the year 2011-12.
3. Members/proxies should bring the enclosed attendance slip duly filled in for attending the meeting along with the annual report.
4. Members desirous of obtaining any information, concerning the accounts and operations of the company are requested to send their queries to the company at least seven days before the meeting, so that the information required by the members may be made available at the meeting.
5. Members are requested to bring their copy of the annual report and the attendance slip duly filled in with them at the annual general meeting.
6. Please intimate the changes, if any, in your registered address, to the Company's Registrar & Share Transfer Agent at the following address:-

Sharex Dynamic (India) Pvt. Ltd.
Unit: Metroglobal Limited
(Formerly known as Global Boards Limited)
Unit No-1, Luthara Ind. Premises,
Andheri Kurla Road , Safed pool,
Andheri (E), Mumbai 400 072
7. In terms of Section 205A and 205C of the Companies Act, 1956, any dividend remaining unclaimed of Metrochem Industries Limited, merged with Metroglobal Limited (Formerly Known as Global Boards Limited) for a period of seven years from the due date of payment is required to be transferred to the ' Investors' Education and Protection Fund (IEPF). The dividend for the financial year 2004-05 of Metrochem Industries Limited, which remains unclaimed for a period of seven years, will be transferred by the Company to the IEPF. Members, who have not encashed their dividend warrant so far, for the financial year 2004-2005 and the subsequent years, are requested to make their claims to the office of the Registrars Transfer Agents.

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

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

Registered Office :

C/o. Indian Copper Industries, Plot No: C-86,
MIDC, Mahad, Dist. Raigad
Pin 402309
Dated: 9th August, 2012

By the Order of the Board

Sd/-
Nitinkumar S. Shah
Company Secretary

ANNEXURE 1 TO THE NOTICE

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

Name of Director	Mr. Rahul G. Jain
Date of Birth	19.10.1983
Date of Appointment	14.09.2011
Qualification Expertise in specific functional areas	Having more than 5 Years Working experience in Industry.
List of Companies in which outside Directorship held	<ol style="list-style-type: none"> 1. Anil Dyechem Industries Pvt Ltd. 2. Maiden Tradefin Pvt Ltd. 3. Sparking Tradfin Pvt Ltd. 4. Minerva Dyechem Ind Pvt Ltd. 5. Bloom Trading and Investment Pvt Ltd. 6. Charm Trading & Investment Pvt Ltd. 7. Progressive Invatrade Pvt Ltd. 8. Search Invatrade Pvt. Ltd. 9. Harvest Trade Finvest Pvt Ltd. 10. Ornet Infrastructure Pvt Ltd.
Chairman / Member of the Committee of the Board of Directors of the Company	<p>Member of Audit Committee</p> <p>Member of Shareholders/Investors Grievance Committee</p> <p>Member of Remuneration Committee</p>
Chairman/Member of the Committees of Directors of other Companies in which he is a Director	<ol style="list-style-type: none"> 1. Anil Dyechem Industries Pvt Ltd. 2. Maiden Tradefin Pvt Ltd. 3. Sparking Tradfin Pvt Ltd. 4. Minerva Dyechem Ind Pvt Ltd. 5. Bloom Trading and Investment Pvt Ltd. 6. Charm Trading & Investment Pvt Ltd. 7. Progressive Invatrade Pvt Ltd. 8. Search Invatrade Pvt. Ltd. 9. Harvest Trade Finvest Pvt Ltd. 10. Ornet Infrastructure Pvt Ltd.

Registered Office :

C/o. Indian Copper Industries, Plot No: C-86,
MIDC, Mahad, Dist. Raigad
Pin 402309
Dated: 9th August, 2012

By the Order of the Board

Sd/-
Nitin S. Shah
Company Secretary

**DIRECTORS' REPORT****DEAR MEMBERS,**

- Your Directors have pleasure in submitting the Twentieth Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2012.

FINANCIAL RESULTS

The highlights of the Financial Results are as under:

Particulars	(₹ Lacs)	
	YEAR ENDED 31-03-2012	YEAR ENDED 31-03-2011
Net Revenue from operations	14533.06	5379.25
Other Income	294.13	527.21
Total Revenue	14827.19	5906.46
Profit Before Finance Cost & Depreciation	2278.07	2092.36
Less: Finance Cost	86.96	36.90
Depreciation	53.40	73.52
Profit Before Extraordinary item & Tax	2137.71	1981.94
Extraordinary items	-	(2530.89)
Profit Before Tax	2137.71	(548.95)
Payment & Provision for Current Tax		
(1) Current tax	-	-
(2) Deferred tax asset/(liability) written of	(45.51)	-
(3) Earlier year excess (-) /Short (+) provision for tax	-	(8.32)
Prior period Expenditure/(Income)		3.54
Profit After Tax	2183.22	(544.17)
Add: Balance brought forward from the previous year	(15470.92)	(10766.50)
Profit Available for Appropriation	(13287.70)	(11310.67)
Appropriations:		
Transfer to General Reserve	(200.00)	(4160.25)
Transfer to Debenture Redemption Reserve	(300.00)	(4160.25)
Proposed Dividend on Equity Shares	(252.26)	-
Tax on Dividend	(40.92)	-
Total	(793.18)	(4160.25)
Balance Carried to Balance Sheet	(14080.88)	(15470.92)

OPERATIONAL PERFORMANCE

The Scheme of Amalgamation sanctioned by Hon'ble Bombay High Court was implemented during the year under review.

The turnover of the company for the various segments was ₹ 14533.06 lacs for the year 2011-12 as against the turnover of ₹ 5379.25 lacs during the year 2010-11.

Your Company earned net profit of Rs. 2183.22 lacs during the year 2011-12 as against the loss of ₹ (544.17) lacs during the year 2010-11.

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

DIVIDEND

Your directors pleased to recommend dividend @ 20% ₹ 2/- per Share (Tax Free) on paid up capital of 12613042 equity shares of ₹ 10/- each.

ORIGINAL JURISDICTION APPEAL No.27 of 2012 FILED AGAINST REVIEW APPLICATION MISC CIVIL APPLICATION NO.59 of 2011

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

RECORD DATE

The Company had announced 2nd FEBRUARY, 2012 as "RECORD DATE", for Reduction of Share Capital and issue of New Shares to the Shareholders of Metrochem Industries Limited as per Scheme of Arrangement approved by High Court of Bombay.

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

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

The Company has created its own website : www.metrogloballimited.com for the benefit of its equity shareholders and public at large.

The Company has appointed Company Secretary and Compliance Officer for better services of the equity shareholders.

EFFECTIVE CAPITAL OF METROGLOBAL LIMITED (Formerly known as Global Boards Limited)

The Company had announced record date 2nd February, 2012 for Reduction of Share Capital of Metroglobal Limited (Formerly Known as Global Boards Limited (GBL) and allotment of shares by Metroglobal Limited (Formerly known as Global Boards Limited) (GBL) to the shareholders of Metrochem Industries Limited (MCIL), pursuant to the Modified Scheme of Arrangement approved by the Bombay High Court, Mumbai. On implementation of Scheme of Arrangement, the issued, subscribed and paid-up Equity share capital of Metroglobal Limited (Formerly known as Global Boards Limited) (GBL) is ₹ 12,61,30,420 (Rupees Twelve Crores Sixty One lacs Thirty Thousand Four Hundred Twenty Only) divided into 1,26,13,042 (One Crore Twenty Six Lacs Thirteen Thousand Forty Two Only) fully paid-up equity shares of ₹ 10/- (Rupees Ten Only) each.

CONSOLIDATED ACCOUNTS

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

SUBSIDIARY COMPANY

In terms of the General Exemption under Section 212 (8) of the Companies Act, 1956 granted by the Ministry of Corporate Affairs vide its circular no.02/2011 dated 8th February, 2011 and in compliance with the conditions enlisted therein, the Audited Statement of Accounts and the Auditors' Report thereon for the financial year ended 31st March, 2012 along with the Reports of the Board of Directors of the Company's subsidiary has not been annexed with the Balance Sheet of your Company.

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

As directed by the said circular, the financial data of the Subsidiary has been furnished under 'Subsidiary Companies Particulars' forming part of the Annual Report. Further Pursuant to Accounting Standard As-21 issued by the Chartered Accountants of India, Consolidated Financial Statements presented by the Company in this Annual Report includes the financial information of its subsidiaries.

DIRECTORS

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

Brief resume of the Director proposed to be appointed/reappointed, nature of their expertise and details as stipulated under Clause 49 of the Listing Agreement are provided in the Notice for convening Annual General Meeting forming part of the Annual Report.

Dr. G.K. Pillai and Shri A.V. Bedekar have resigned from the board of directors w.e.f 2nd July, 2012. Mr. Dineshkumar Singh has resigned from the board of directors w.e.f 31st July, 2012. The Board places on record its sincere appreciation for the valuable contribution during the tenure with the Company.

FIXED DEPOSITS

During the year under review, the Company has neither invited nor accepted / renewed any deposit from the public within the meaning of section 58A & 58AA of the Companies Act, 1956 and rules made there under and as on March 31, 2012 the Company had no unclaimed deposits or interest thereon due to any depositor.



CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

FORMATION OF VARIOUS COMMITTEES

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

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

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

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

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

PARTICULARS OF EMPLOYEES

Information required to be disclosed u/s 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 is not applicable as none of the employee was in receipt of a remuneration of Rs. 2,00,000/- and above per month or Rs. 24,00,000/- and above per annum during the year.

INSURANCE

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

COST AUDIT

During the year under review there was no production of "Dyes" or " Paper" hence Cost Audit as required under Section 233B of the Companies Act, 1956 is not applicable to the company. However Compliance report will be submitted by the Company as per Cost Audit Rules.

AUDITORS:

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

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

COMMENTS ON AUDITORS' REPORT :

The remarks or qualifications given at Auditors Report and in the Annexure to Auditors Report are self – explanatory.

INDUSTRIAL RELATIONS

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

ACKNOWLEDGEMENT

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

For and on behalf of the Board

Sd/-

Gautam M.Jain

Chairman & Managing Director

Place : Ahmedabad

Date : 09th August, 2012

ANNEXURES A TO DIRECTORS' REPORT

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

A. CONSERVATION OF ENERGY

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

Total energy consumption and energy consumption per unit of production:

From A is annexed.

B. TECHNOLOGY ABSORPTION

Form B is annexed.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

	(₹ Lacs)	
	2011-12	2010-11
Earnings	619.03	434.00
Outgo	4.98	6.36

FORM 'A'
A. POWER AND FUEL CONSUMPTION

		(₹ Lacs)	
PARTICULARS		2011-12	2010-11
1. Electricity			
a). Purchased			
Units (kwh/Lacs)		1.53	1.51
Total Amount (₹ Lacs)		12.52	11.29
Rate/Unit (₹)		8.18	7.49
Own Generation			
Through Power Plant			
Units (kwh/Lacs)		-	-
Total Amount (₹ Lacs)		-	-
Rate/unit (₹)		-	-